

ODYSIGHT.AI INC.

**CODE OF BUSINESS CONDUCT AND ETHICS**

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## ***1. Introduction and Governance***

This Code of Business Conduct and Ethics (the “Code”) is a fundamental expression of the commitment of Odysight.ai Inc. (the “Company”) to integrity, ethics and compliance with applicable law. The Code shall apply to all members of the Board of Directors, Company employees, including employees of Company subsidiaries, all executive officers, and certain third-party consultants and service providers designated from time to time by the Company (collectively, the “Associates”). All Associates must act honestly and ethically in all business dealings and comply with applicable laws where the Company operates.

The Company intends to provide compliance education and training for all Associates. A compliance officer designated to oversee implementation of and compliance with the Code (the “Compliance Officer”) shall maintain the Code for distribution to Associates. Individuals receiving the Code will be asked to sign a Letter of Agreement as a condition of employment, service and/or engagement, confirming commitment to comply with the Code. The Compliance Officer will retain all such acknowledgments.

Managers and supervisors must lead by example and promote a work environment where employees understand their responsibilities and feel comfortable raising concerns without fear of retaliation. Violations of the Code may lead to disciplinary action, up to and including termination of employment.

Each situation involving alleged violations of the Code will be evaluated case-by-case by the Compliance Officer and, as necessary, by other appropriate managers, the CEO and the Audit Committee.

## ***2. Compliance with Laws, Rules and Regulations***

The Company requires compliance with all applicable laws, rules and regulations worldwide. Associates must promptly report suspected violations to management through the reporting procedures below. Anonymous reporting is permitted. Retaliation against a good-faith report by an Associate of potential violations of the Code is prohibited.

***Public Disclosures:*** The information in the Company’s public communications, including filings with the Securities and Exchange Commission (the “SEC”), must be full, fair, accurate, timely and understandable. Associates involved in disclosure processes must maintain familiarity with applicable disclosure requirements commensurate with their responsibilities and may not misrepresent or omit material facts to auditors, regulators or other stakeholders.

***Insider Trading:*** Associates in possession of material non-public information about the Company or its counterparties must not trade or tip others to trade until such information is public and no longer material or has been publicly disclosed. As further detailed in the Company’s Insider Trading Policy, directors, executive officers and certain employees also are subject to quarterly and other blackout periods and pre-clearance requirements.

***Dealings with External Auditors; Reporting:*** No Associate shall knowingly make a materially false or misleading statement to accountants in connection with audits or SEC filings, or take action to coerce, manipulate, mislead or fraudulently influence independent auditors.

***Legal Compliance:*** Obeying the law, both in letter and in spirit, is the foundation of the Code. The Company’s success depends upon each Associate operating within legal guidelines and cooperating with local, national and international authorities. The Company expects Associates to understand the legal and regulatory requirements applicable to their business units and areas of responsibility. While the Company does not expect each Associate to memorize every detail of these laws, rules and regulations, the Company wants each Associate to be able to determine when to seek advice from others. If an Associate has a question in the area of legal compliance, it is important that such Associate does not hesitate to seek answers from a supervisor or the Compliance Officer. Disregard of the law will not be tolerated. Violation of domestic or foreign laws, rules and regulations may subject an individual, as well as the Company, to civil and/or criminal penalties. You should be aware that conduct and records, including emails, are subject to internal and external audits, and to discovery by third parties in the event of a government investigation or civil litigation. It is in everyone’s best interests to know and comply with our legal and ethical obligations.

## ***3. Standards of Business Conduct***

***Honest and Ethical Conduct:*** It is the policy of the Company to promote high standards of integrity by conducting its affairs in an honest and ethical manner. The integrity and reputation of the Company depends on the honesty,

fairness and integrity brought to the job by each person associated with the Company, since such personal integrity is the foundation of corporate integrity.

**Corporate Opportunities:** Associates owe a duty to advance the Company's legitimate interests and are prohibited from taking opportunities discovered through Company property, information or position for personal gain, using Company property or information for personal benefit or competing with the Company.

**Fair Dealing:** Associates must deal fairly with customers, service providers, suppliers, competitors and employees and must not take unfair advantage through manipulation, concealment, misuse of confidential information, misrepresentation of material facts or other unfair practices.

**Protection and Proper Use of Company Assets:** Associates must protect the Company's assets and ensure their efficient use for legitimate business purposes. Theft, carelessness and waste directly affect profitability.

**Business Intelligence and Marketing Integrity:** Associates must not use misrepresentation, deception, spying or bribery to gather competitive intelligence. False or misleading advertising or other misrepresentation in sales is prohibited.

**Antitrust, Competition and Pricing:** The Company competes fairly and complies with antitrust and competition laws. Prohibited conduct includes price fixing or stabilization, illegal market allocation or customer allocation agreements, group boycotts or other conduct restricting trade.

**Privacy:** The Company is committed to safeguarding personal data and medical information in its possession and will comply with applicable privacy and data protection laws. Associates must carefully guard such information and use it only for legitimate business purposes consistent with law and policy.

**Recordkeeping and Proper Accounting:** All books, records and accounts must accurately reflect transactions and be maintained in accordance with applicable laws, regulations and standards. No undisclosed or unrecorded funds may be established. No false or misleading entries may be made for any reason.

**Patents, Trademarks, Logos, Copyrights and Intellectual Property Protection:** Associates must protect the Company's intellectual property and respect valid intellectual property rights of others.

**Environmental Protection:** The Company is committed to environmentally responsible business practices and compliance with applicable environmental laws.

**Business or Manufacturing Standards:** The Company will comply with applicable business, manufacturing and distribution standards as determined by the Company from time to time, including, as relevant, ISO9001, AS9100 and Good Distribution Practice (GDP) requirements.

**Government, Analyst and Media Inquiries:** Inquiries from governmental agencies, the financial/analyst community or the news media must be referred promptly to the CEO or CFO to ensure timely and consistent responses in line with internal policy.

**Social Media and External Communications:** Only authorized spokespersons may speak on behalf of the Company. Associates must not disclose confidential, proprietary or material non-public information about the Company, its customers, suppliers or partners on social media or other public forums. Associates should make clear that their views are personal and not those of the Company and should not use Company logos or branding without permission.

#### **4. Political Contributions and Activities.**

**The Company is indifferent to Associates participating in the political process as individuals.** Associates should be careful to make it clear that their political views and actions are their own, and not made on behalf of the Company. The Company's funds or assets shall not be used to make a political contribution to any political party or candidate, unless prior approval has been given by the Compliance Officer. The following guidelines are intended to ensure that any political activity you pursue complies with this policy and to ensure that any political activity you pursue is done voluntarily and with your own resources and time:

**Contribution of Funds.** You may contribute your personal funds to political parties or candidates. The Company will not reimburse you for personal political contributions.

**Volunteer Activities.** You may participate in volunteer political activities during non-work time. You may not participate in political activities during working hours.

**Use of Company Facilities.** The Company's facilities generally may not be used for political activities (including fundraisers or other activities related to running for office). However, the Company may make its facilities available for limited political functions, including speeches by government officials and political candidates, with the approval of Compliance Officer.

**Use of Company Name.** When you participate in political affairs, you should be careful to make it clear that your views and actions are your own, and not made on behalf of the Company. For instance, neither Company letterhead nor your Company email account should be used to send out personal solicitations in connection with political activities.

## **5. Conflicts of Interest**

**Conflicts of Interest:** A conflict arises when personal interests interfere, or appear to interfere, with the Company's interests. Associates must avoid activities inconsistent with the Company's best interests, refrain from accepting external compensation for services performed for the Company, and may not hold management roles or material interests in competitors. Potential conflicts must be disclosed promptly to the Compliance Officer.

**Financial Interests in Other Businesses:** Associates should avoid undisclosed financial interests in business partners, suppliers, customers or competitors. Investments of less than 1% in publicly held entities are generally permitted, subject to disclosure if judgment could be affected.

**Additional Employment:** Outside activities must not detract from performance of duties at the Company. Where required by engagement terms, prior written approval from the Company is necessary.

**Related Party Transactions:** The Audit Committee shall review and approve or ratify any transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships, that meets the disclosure requirements set forth in Item 404 of Regulation S-K promulgated by the SEC.

## **6. Employment Policies and Environment**

**Equal Employment Opportunity:** The Company provides equal employment opportunities, treating applicants and Associates equally without regard to protected characteristics under applicable law.

**Sexual Harassment:** Sexual harassment is strictly prohibited, including sexual advances, requests for sexual favors and verbal or physical conduct, or other communications of a sexual nature, when submission to or rejection of such conduct is an explicit or implicit condition of employment or basis for employment decisions, or when such conduct creates an intimidating, hostile, humiliating or offensive work environment. Associates should promptly notify the Compliance Officer or the Company's human resources department of any actual or suspected conduct that may constitute sexual harassment.

**Productive Work Environment; Anti-Harassment:** The Company prohibits harassment of any kind and is committed to a respectful, professional workplace.

**Safety and Health; Substance-Free Workplace:** The Company maintains safe and healthful working conditions and a substance-abuse-free environment. Associates must adhere to safety practices and procedures.

**Supply Chain:** The Company is committed to respecting internationally recognized human rights and maintaining fair and safe working conditions in our operations and supply chain. The Company strictly prohibits all forms of forced, bonded or involuntary labor; child labor in violation of applicable law; human trafficking; and any form of coercion, abuse or harassment.

**Confidential Information:** Associates must safeguard confidential and proprietary information about the Company, its products and clients, and maintain appropriate internal security. Upon departure, all confidential information and materials must be returned.

**Computers and the Internet:** Associates must use approved mechanisms, tools and procedures for Company hardware, networks and confidential communications. Company systems and networks are provided for legitimate business purposes and Associates must safeguard Company information systems and data in accordance with

Company policies. The Company may be required by law or regulation to review employee emails or computer files. Professional standards apply to all written communications.

**Cybersecurity Safeguards:** Suspected or actual security incidents, including loss or unauthorized disclosure of Company or personal data, compromised credentials, malware or lost/stolen devices, must be reported to the Compliance Officer or designated IT personnel immediately and no later than 24 hours after discovery. Associates must cooperate in investigations and remediation.

## **7. Service Providers and Third Parties**

**Service Providers:** Service Providers are expected to comply with the Company's Supplier Code of Business Conduct. Violations may result in termination of the relationship.

**Anti-Bribery and Anti-Corruption Controls:** The Company prohibits bribes, kickbacks or improper payments to or from any person, whether directly or indirectly, to obtain or retain business or secure any improper advantage, including facilitation payments to third-party agents. The Company adheres to applicable anti-bribery and anti-corruption laws, including the U.S. Foreign Corrupt Practices Act. Gifts or business courtesies must never be offered or accepted to improperly influence decisions; cash gifts are prohibited; no gifts, hospitality, travel or other items of value may be offered without prior approval from the Compliance Officer; agents, distributors and other intermediaries must adhere to these standards; associates must not use third parties to do what the Company prohibits; interactions with government officials require prior review by the Compliance Officer. The Company conducts periodic risk assessments (e.g., SOX, NIST, ISO, COSO) inclusive of fraud, bribery and corruption risks. The Audit Committee oversees financial risk, including bribery and corruption, with managerial responsibility residing with the CFO who reports significant issues and responses to the Audit Committee.

**Charitable Contributions:** The Company supports responsible charitable giving and community engagement. Contributions or sponsorships may not be made to obtain or retain business, secure an improper advantage or influence a government official or private individual.

## **8. Reporting, Accountability and Enforcement**

**Reporting Procedures:** Associates must promptly report suspected violations to management through the reporting procedures below.

**Multiple Reporting Channels:** The Company allows open, confidential or anonymous reporting of suspected violations of law, regulation or the Code. Associates are encouraged to raise concerns with their direct supervisor, the Compliance Officer, the human resources department, any Company executive, or, for accounting/auditing matters, with the chairperson or any member of the Audit Committee, including confidentially or anonymously under the Company's Policy for Complaints Regarding Accounting, Internal Accounting Controls or Auditing Matters. The Company will not tolerate retaliation for good-faith reports.

**Investigations and Consequences:** Reports of violations will be promptly investigated. Associates must cooperate fully with the Compliance Officer, human resources department and/or other management. Retaliation for cooperating with an investigation is prohibited. Violations may result in disciplinary action (up to and including termination) and, where applicable, civil or criminal liability. Corrective actions may be enacted to prevent recurrence.

## **9. Waivers and Administration**

**Waivers:** Any waiver of the Code for directors or executive officers must be approved by the Board of Directors and disclosed publicly or to shareholders as required by law. Before an employee (or immediate family member) engages in conduct otherwise prohibited by the Code, a written waiver from the Board or appropriate officer or body is strongly encouraged. For directors or executive officers (or their immediate family members), waivers must be approved by disinterested directors or a Board committee and disclosed publicly or to shareholders as required by law.

**No Rights Created:** The Code is a statement of fundamental principles, policies and procedures and does not create rights in any employee, customer, client, visitor, supplier, competitor, stockholder or any other person or entity.