

NANO-X IMAGING LTD

CODE OF ETHICS AND CONDUCT

1. INTRODUCTION

The Board of Directors (the “Board”) of NANO-X IMAGING LTD (the “Company”) has adopted this code of ethics and conduct (this “Code”), as amended from time to time by the Board and which is applicable to all of the Company’s directors, officers and employees to:

- promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- promote the full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (the “SEC”), the United States Government and the Israeli Government, as well as in other public communications made by or on behalf of the Company;
- promote compliance with applicable governmental laws, rules and regulations;
- deter wrongdoing; and
- require prompt internal reporting of breaches of, and accountability for adherence to, this Code.

This Code may be amended and modified by the Board. In this Code, references to the “Company” means NANO-X IMAGING LTD and, in appropriate context, the Company’s subsidiaries, if any.

When in doubt, all directors and employees are encouraged to seek guidance and express any concerns they may have regarding this Code. Questions regarding these rules and policies should be directed, and concerns or possible violations of these rules and policies should be promptly reported, to the Chief Executive Officer, the Chief Financial Officer or such compliance officer, if any, as shall be designated from time to time by the Company (“Compliance Officer”).

The Company’s office of Human Resources is required to present this Code to all Company employees, who will be asked to sign a certificate of compliance in a customary form upon this Code’s adoption or when joining the Company and thereafter as reasonably determined by the Company, based on the adoption of a material amendment to the Code. The Chief Executive Officer, the Chief Financial Officer or the Compliance Officer shall present this Code to the Company’s directors for signature of a Certificate of Compliance in a similar manner. The signature on the Certificate of Compliance signifies that: (1) the individual has agreed to act in full compliance with this Code’s contents; and (2) the individual acknowledges that requesting or pressuring a Company employee to violate this Code is prohibited.

The Certificate of Compliance does not replace any employment contract to which an employee is party and does not in any way constitute a guarantee of continued employment with the Company. In the event of explicit inconsistency between this Code and the individual employment agreements and other agreements between the Company and its employees, officers and directors, such individual agreements shall prevail. The provisions of this Code are intended to promote positive conduct and in no way does this Code derogate from the provisions contained in the individual agreements between the Company and its employees, officers and directors or from any applicable law. In addition, certain matters covered by this Code are also regulated by applicable law. The provisions of this Code are in addition to any applicable law and subject to any such law.

2. HONEST, ETHICAL AND FAIR CONDUCT

Each person owes a duty to the Company to act with integrity. Integrity requires, among other things, being honest, fair and candid. Deceit, dishonesty and subordination of principle are inconsistent with integrity. Service to the Company should never be subordinated to personal gain and advantage.

Each person must:

- Act with integrity, including being honest and candid while still maintaining the confidentiality of the Company's information where required or when in the Company's interests;
- Observe all applicable governmental laws, rules and regulations;
- Comply with the requirements of applicable accounting and auditing standards, as well as Company policies, in order to maintain a high standard of accuracy and completeness in the Company's financial records and other business-related information and data;
- Adhere to a high standard of business ethics and not seek competitive advantage through unlawful or unethical business practices;
- Deal fairly with the Company's customers, suppliers, competitors and employees;
- Refrain from taking advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice;
- Protect the assets of the Company and ensure their proper use; and
- Avoid actual or apparent conflicts of interest, wherever possible, except as may be allowed under guidelines or resolutions approved by the Board (or the appropriate committee of the Board) or as disclosed in the Company's public filings with the SEC or any other governmental body. Anything that would be a conflict for a person subject to this Code also will be a conflict for a member of his or her immediate family or any other close relative. Examples of conflict of interest situations include, but are not limited to, the following:

- any significant ownership interest in any supplier, customer or competitor, provided that each person may own individually, directly or indirectly, up to 0.5% of the stock of a supplier, customer or competitor without obtaining the Chief Executive Officer's, the Chief Financial Officer's or the Compliance Officer's prior approval so long as the stock is publicly traded and such person has no discretionary authority in dealing with the supplier, customer or competitor;
- any consulting or employment relationship with any supplier, customer or competitor;
- the receipt of any money, non-nominal gifts or excessive entertainment from any entity with which the Company has current or prospective business dealings;
- selling anything to the Company or buying anything from the Company, except on the same terms and conditions as comparable officers or directors are permitted to so purchase or sell;
- any other financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) involving the Company;
- any financial interest in any transaction between the Company and a third party, which interest must be approved by the Chief Executive Officer, the Chief Financial Officer or the Compliance Officer prior to the transaction or, in the case of an officer, in accordance with the procedure described under "Approval of Related Party Transactions" pursuant to the Israeli Companies Law 5759-1999. If the financial interest relates solely to the fact that a spouse/significant other, or other relative, works at the third party (but is not a director or officer of such party), then no prior approval will be required for a person other than the Company's officers, unless such person deals with the supplier or customer, or the spouse/significant other or other relative deals with the Company or any subsidiary of the Company. Nevertheless, a person must disclose to his or her supervisor the potential interest in any proposed transaction of which he or she has knowledge. It is hereby clarified that any financial interest of an officer, even such that result solely from the fact that a spouse/significant other or other relative of such officer works at the third party, must be disclosed to, and approved by, the Audit Committee;
- directly or indirectly exploiting for personal gain any opportunities that are discovered through the use of corporate property, information, or position unless the opportunity is fully disclosed in writing to the Chief Executive Officer, the Chief Financial Officer or the Compliance Officer and such officer determines whether the opportunity should be presented to the Board. If the opportunity is presented to the Board, the employee may only pursue the opportunity if the Board declines to do so;

- any other circumstance, event, relationship or situation in which the personal interest of a person subject to this Code interferes — or even appears to interfere — with the interests of the Company as a whole.

The Company requires that employees, officers and directors disclose any situation that reasonably would be expected to give rise to a conflict of interest. If you suspect that you have a situation that could give rise to a conflict of interest, or something that others could reasonably perceive as a conflict of interest, you must report it in writing to the Chief Executive Officer, the Chief Financial Officer or the Compliance Officer, or if you are a director or executive officer, to the Chairman of the Board.

Non-Employee Directors

Members of the Company's Board who are not also employees have special responsibilities to the Company but are often also individuals with substantial other responsibilities. Members of the Board will be required to disclose to the Board any personal, financial, business or other economic interest they may have, directly or indirectly, in any existing or proposed transaction of the Company. Such personal, financial, business or other economic interest of a non-employee director must be disclosed to the Company as soon as practicable after the director in question becomes aware of the transaction in which he or she has said interest, but in any event prior to the first meeting of the Board in which such transaction or dealing is first discussed and considered. Each non-employee director must promptly (but in any event prior to the first meeting of the Board in which such transaction or dealing is first discussed and considered) inform the Company if he or she performs services as a director, employee, consultant, contractor or agent for a customer, supplier or other third party with whom the Company has a business relationship. No non-employee director may serve as a director, employee, consultant, contractor or agent for any competitor of the Company.

3. DISCLOSURE

The Company must provide full, fair, accurate, timely and understandable disclosure in the periodic and current reports that it is required to file with the SEC. Furthermore, the Company strives to ensure that the contents of and the disclosures in the reports and documents that the Company files with any other governmental body and other public communications shall be full, fair, accurate, timely and understandable in accordance with applicable disclosure standards, including standards of materiality, where appropriate. Accordingly, it is the Company's responsibility to establish and maintain disclosure controls and procedures (as defined under the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act")), and it is each Company director, officer and employee's responsibility to communicate to the Company's management any and all information required to be disclosed in such periodic reports in a manner that allows for timely decisions regarding required disclosure. Each such person must:

- not knowingly misrepresent, or cause others to misrepresent, facts about the Company to others, whether within or outside the Company, including to the Company's independent registered public accountants, governmental regulators, self-regulating organizations and other governmental officials, as appropriate; and

- in relation to his or her area of responsibility, properly review and critically analyze proposed disclosure for accuracy and completeness.

In addition to the foregoing, the Chief Executive Officer, Chief Financial Officer and chief accounting officer (if other than the Chief Financial Officer) of the Company, and other senior financial officers and any other person that typically is involved in the financial reporting of the Company must familiarize himself or herself with the disclosure requirements applicable to the Company as well as the business and financial operations of the Company. Furthermore, the Company's management is required to design and supervise, and all Company directors, officers and employees, in collaboration with management, are required to effect, the Company's internal control over financial reporting (as defined under the Exchange Act), in each case, in a manner that provides reasonable assurance regarding the reliability of the Company's financial reporting and its preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Each person must promptly bring to the attention of the Chairman of the Board any information he or she may have concerning (a) significant deficiencies in the design or operation of internal and/or disclosure controls that could adversely affect the Company's ability to record, process, summarize and report financial data or (b) any fraud that involves management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.

4. COMPLIANCE

It is the Company's obligation and policy to comply with all applicable governmental laws, rules and regulations. All directors, officers and employees of the Company are expected to understand, respect and comply with all of the laws, regulations, policies and procedures that apply to them in their positions with the Company. Employees are responsible for talking to their supervisors to determine which laws, regulations and Company policies apply to their position and what training is necessary to understand and comply with them.

Directors, officers and employees are directed to specific policies and procedures available to persons they supervise.

5. REPORTING AND ACCOUNTABILITY

The Board is responsible for applying this Code to specific situations in which questions are presented to it and has the authority to interpret this Code in any particular situation. Any person who becomes aware of any existing or potential breach of this Code is required to notify the Chief Executive Officer, the Chief Financial Officer or the Compliance Officer, or if you are a director or executive officer, to the Chairman of the Board promptly. Failure to do so is, in and of itself, a breach of this Code.

Specifically, each person must:

- Notify the Chief Executive Officer, the Chief Financial Officer or the Compliance Officer, or if you are a director or executive officer, the Chairman of the Board, promptly of any existing or potential violation of this Code.

- Not retaliate against any other person for reports of potential violations that are made in good faith.

The Company will follow the following procedures in investigating and enforcing this Code and in reporting on the Code:

- The Board will take all appropriate action to investigate any breaches reported to it.
- Upon determination by the Board that a breach has occurred, the Board (by majority decision) will take or authorize such disciplinary or preventive action as it deems appropriate, after consultation with the Company's legal counsel, up to and including dismissal or, in the event of criminal or other serious violations of law, notification of the SEC or other appropriate law enforcement authorities.

No person following the above procedure shall, as a result of following such procedure, be subject by the Company or any officer or employee thereof to discharge, demotion, suspension, threat, harassment or, in any manner, discrimination against such person in terms and conditions of employment.

6. WAIVERS AND AMENDMENTS

Any request for waiver (defined below) or an implicit waiver (defined below) from a provision of this Code for the principal executive officer, principal financial officer, principal accounting officer or controller, and persons performing similar functions or any amendment (as defined below) to this Code must be in writing and addressed to the Chairman of the Board. Any waiver of this Code is required to be disclosed in accordance with law and stock exchange rules. For the SEC, it would be disclosed on Form 6-K. In lieu of filing such disclosure with the SEC to report any such waivers or amendments, the Company may provide such information on a website, in the event that it establishes one in the future, and if it keeps such information on the website for at least 12 months and discloses the website address as well as any intention to provide such disclosures in this manner in its most recently filed Annual Report on Form 20-F.

A "*waiver*" means the approval by the Company's Board of a material departure from a provision of the Code. An "*implicit waiver*" means the Company's failure to take action within a reasonable period of time regarding a material departure from a provision of the Code that has been made known to an executive officer of the Company. An "*amendment*" means any amendment to this Code other than minor technical, administrative or other non-substantive amendments hereto.

All persons should note that it is not the Company's intention to grant or to permit waivers from the requirements of this Code. The Company expects full compliance with this Code.

7. CORPORATE OPPORTUNITY

Directors, officers and employees are prohibited from (a) taking for themselves personally, or from transferring to any third party, opportunities that properly belong to the Company or are discovered through the use of corporate property, information or position;

(b) using corporate property, information or position for personal gain; and (c) subject to pre-existing fiduciary obligations, competing with the Company; *provided, however*, such prohibition will not extend to potential corporate opportunities reviewed, and rejected as unsuitable for the Company, by the independent or disinterested members of the Board. Directors, officers and employees owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

8. INSIDER INFORMATION AND SECURITIES TRADING

Consistent with the Company's Stock Trading Policy and Insider Trading Prohibition, the Company's directors, officers or employees who have access to material, non-public information are not permitted to use that information for security trading purposes or for any purpose unrelated to the Company's business. "Material nonpublic information" is any information which could reasonably be expected to affect the price of shares or that a reasonable investor would find relevant in the total mix of information. If a director, officer or employee is considering buying or selling shares based on nonpublic information he or she possesses through his or her work at the Company, he or she should assume that such information is material. It is also against the law to trade or to "*tip*" others who might make an investment decision based on material non-public information. For example, using material non-public information to buy or sell the Company's securities, options in the Company's securities or the securities of any Company supplier, customer or competitor is prohibited. The consequences of insider trading violations, including "tipping," can be severe and may lead to civil and criminal penalties. These rules also apply to the use of material nonpublic information about other companies (including, for example, our customers, competitors and potential business partners). In addition to directors, officers or employees, these rules apply to such person's spouse, children, parents and siblings, as well as any other family members living in such person's home. For additional information, directors, officers and employees should refer to the Company's Stock Trading Policy and Insider Trading Prohibition.

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must both conform to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation.

Records should always be retained or destroyed according to the Company's record retention policies. In accordance with those policies, in the event of litigation or governmental investigation, please consult the Board or the Company's legal counsel.

9. IMPROPER INFLUENCE ON CONDUCT OF AUDITS

No director or officer, or any other person acting under the direction thereof, shall directly or indirectly take any action to coerce, manipulate, mislead or fraudulently influence any public or certified public accountant engaged in the performance of an audit or review of the financial statements of the Company or take any action that such person knows or should know that if successful could result in rendering the Company's financial statements materially misleading. Any person who believes such improper influence is being exerted should report

such action to such person's supervisor, or if that is impractical under the circumstances, to any of our directors.

Types of conduct that could constitute improper influence include, but are not limited to, directly or indirectly:

- Offering or paying bribes or other financial incentives, including future employment or contracts for non-audit services;
- Providing an auditor with an inaccurate or misleading legal analysis;
- Threatening to cancel or canceling existing non-audit or audit engagements if the auditor objects to the Company's accounting;
- Seeking to have a partner removed from the audit engagement because the partner objects to the Company's accounting;
- Blackmailing; and
- Making physical threats.

10. ANTI-CORRUPTION LAWS

The Company complies with the anti-corruption laws of the countries in which it does business, including the U.S. Foreign Corrupt Practices Act (FCPA) and the Israeli Penal Code. Directors, officers and employees will not directly or indirectly give anything of value to government officials, including employees of state-owned enterprises or foreign political candidates. These requirements apply both to Company employees and agents, such as third party sales representatives, no matter where they are doing business. If you are authorized to engage agents, you are responsible for ensuring they are reputable and for obtaining a written agreement to uphold the Company's standards in this area.

Under Israeli law, it is a felony to bribe an Israeli or foreign public official. According to Israeli law, a bribe consists of the provision of money or other item of value, including services or benefits, in consideration of an act or omission, refraining from acting, delaying, accelerating, prioritizing or discriminating on the part of a public official. The payment may be for a certain action or to cause a general prejudice, either by the recipient of the bribe or for him to influence another person. The payment may be made in order to perform or deviate from a public official's duty. The payment may be provided by the payer of the bribe or by another, to either the recipient of the bribe or to another on behalf of the recipient, and may occur before or after the act. The recipient may have the power to act or merely provide a service, and such power or service may be permanent or temporary, general or ad-hoc, with or without pay, voluntary or obligatory. Moreover, success is not required - a request or suggestion of bribery, or an offer of bribery, even if rejected, is enough to constitute the act of bribery.

Israeli law provides that a public official includes an employee of a corporation which provides services to the public. To determine whether a private company provides public services, courts have considered the following factors: (i) the company's obligation to provide

the service to the public, (ii) the company's public nature - such as government involvement in management, public financing or public oversight, (iii) the importance of the service being provided and (iv) the ability of the public to acquire the service from another company. Each director, officer or employee is free to engage in personal volunteer political activity and contribute personal resources to candidates and parties in any manner consistent with applicable laws. While directors, officers or employees may freely participate in community activities and in the political process, they may not create the impression that they are speaking or acting for or on behalf of the Company. Employees, directors and officers may not use Company resources or coercive solicitations to further their own personal political activities or contributions. Company resources include money, use of the Company's facilities, supplies, letterhead, corporate names, logos or working time.

11. ANTITRUST

The Company's global activities are subject to Israeli and U.S. antitrust laws as well as the antitrust laws of various countries. In general, antitrust laws prohibit agreements or actions that may restrain trade or reduce competition. Violations include agreements among competitors to fix or control prices; to boycott specific suppliers or customers; to allocate products, territories or markets; or to limit the production or sale of products. Care must be exercised to ensure that any activities with representatives of other companies are not viewed as a violation of any of these laws. Therefore, directors, officers and employees should not exchange information with competitors regarding prices or market share and should refrain from exchanging other information that could be construed as a violation of antitrust laws. Failure to comply with antitrust or competition laws could result in heavy fines for the Company and/or imprisonment of the Company personnel involved.

12. PROPRIETARY INFORMATION AND CORPORATE DATA SECURITY

The obligation of directors, officers and employees to protect the Company's and its subsidiaries' assets includes their proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks and copyrights, as well as business, marketing and service plans, client information, pricing information, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data or reports. Unauthorized use or distribution of this information would violate Company policy. It could also be illegal and could result in civil or even criminal penalties.

Corporate data refers to all information collected, created, processed and/or maintained in the normal course of the Company's business including that of customers, suppliers, shareholders, fellow employees and third parties who disclosed information to the Company in confidence. The data may be in manual form (such as verbal, handwritten, typed onto hard copy, microfilmed, photocopied or computer printouts), electronic form (such as e-mails, voice-mails, computer memory, magnetic tape, cassette, disk, or diskette) or Company specific information included in computer applications programs, personal computing software or operating system software. Without derogating from any other agreement or legal obligation such as non-disclosure agreements signed with the Company, all the Company directors, officers and employees and any other person having physical or electronic access to corporate data are responsible for safeguarding corporate data by keeping such corporate data confidential.

13. USE AND PROTECTION OF COMPANY ASSETS

Company assets are to be used only for the legitimate business purposes of the Company and only by authorized directors, officers and employees or their designees. This includes both tangible and intangible assets.

Some examples of tangible assets include equipment such as printers, computers, supplies, vehicles, telephones, copy machines and furniture. Some examples of intangible assets include intellectual property such as know-how, pending patent information, trade secrets or other confidential or proprietary information (whether in printed or electronic form). The Company's name and any name, trademark, service mark, logo or trade name associated with it or any of its products are valuable assets of the Company and may not be used by employees for any purpose except in connection with the furtherance of Company business.

Directors, officers and employees are responsible for ensuring that appropriate measures are taken to assure that Company assets are properly protected. In addition, directors, officers and employees should take appropriate measures to ensure the efficient use of Company assets, since theft, carelessness and waste may have a direct impact on the Company's profitability.

Unless otherwise provided in an employment agreement and other agreement between the Company and an employee, officer or director, each employee, officer or director will use the Company's equipment for the purpose of his or her employment or engagement only. Therefore the use of computers or laptops, and any Company email account, shall be subject to scrutiny by the Company or on its behalf (for more information, see the provision below dealing with Computer Software, Email and Internet).

Removal of Equipment from Company Premises

To protect the Company's physical assets, management approval is required for the removal of any equipment that is not designated as portable and for the employee's use from the Company premises in order to enable use of the equipment by all of the Company's employees.

Upon termination of an employee's or officer's employment or director's tenure, he or she will return to the Company all equipment and/or other property of the Company, including computers, documents, magnetic media and all other materials belonging to the Company and/or related to his or her activities while employed or engaged by the Company.

14. COMPUTER SOFTWARE, EMAIL AND INTERNET

Computer Software

The Company's policy is to respect the copyrights that protect computer software and to strictly adhere to all relevant laws and regulations regarding the use and copying of computer software. Therefore, the unauthorized duplication of software, whether or not owned by the Company, is prohibited, even if such duplication is for business purposes, is of limited duration or is otherwise accepted local practice. For the avoidance of doubt, the foregoing does not apply to malware that are the subject of the Company's protective efforts with respect to its customers.

Email and Internet

All electronic media and communication systems, including the Company's electronic mail (email) system, intranet, Internet access and voicemail are Company assets and are to be used for appropriate purposes only. All employees, officers and directors are generally expected to use external services for their personal needs, such as Internet-related email services and cloud storage services. Directors, officers and employees should not abuse access to the Internet for personal purposes.

All directors and employees should use the same care, caution and etiquette in sending email messages as in all other written or oral business communications. The Company will not tolerate discriminatory, offensive, defamatory, pornographic and other illegal or inappropriate messages or materials sent by email or accessed through the Internet aside from what may be occasionally required by certain employees to perform ordinary Company duties and responsibilities. Since the email system and Internet connection are Company resources, the Company reserves the right at any time to monitor and inspect without notice, all electronic communications on personal computers or laptops owned by the Company or computers or laptops on the Company's network, premises or used in the business of the Company, including inspections of electronic mail transmissions, internet usage and inspections of their content (for the avoidance of any doubt, it is hereby clarified that all findings of any such inspection shall be the Company's sole property). To the extent that an employee, officer or director decides to make personal use of the Company's computer or laptop, he or she shall do so in a reasonable manner, at their own risk, and will treat the Company's resources with respect as to their value and availability at all times. The Company reserves the right to limit such personal uses from time to time in accordance with its policies and as reasonably determined in case the Company believes that anyone is exploiting its resources. All directors and employees are urged to clearly indicate and mark as personal items they may keep on Company personal computers and laptops, in the Company's email, or otherwise on any Company resource, and may not so mark work-related items. When monitoring and inspecting the Company's personal computers or laptops or the Company's network, the Company shall make reasonable efforts not to access such items indicated or marked as personal but makes no guarantees to that effect.

Unless otherwise provided for in employment agreements and other agreements between the Company and its employees, officers and directors, each employee, officer or director will use the Company's equipment for the purpose of their employment or engagement only. Each employee, officer and director acknowledges and agrees as follows: (i) the Company shall have the right to allow other employees (including officers or directors) and other third parties to use personal computers or laptops, services, users and accounts associated with the Company (and such employees or other third parties are instructed to avoid, to a reasonable extent, accessing information clearly indicated or marked as personal); (ii) the Company shall have the right to conduct inspections on any and all of the Company's computers, including inspections of electronic mail transmissions, internet usage and inspections of their content (for the avoidance of any doubt, it is hereby clarified that all examination's finding shall be the Company's sole property), provided, that the Company shall use reasonable efforts to avoid accessing items clearly indicated as personal; and (iii) at any and all times such employee, officer or director will transfer to the Company his or her log-on passwords to Company's resources upon request.

15. EXPORT, CUSTOMS AND TRADE CONTROLS

It is the Company's policy to fully comply with all applicable export, customs and trade control laws and regulations, licensing requirements, relevant countries' and international laws and applicable export and trade sanctions. Any investigation or inquiry by a governmental organization regarding alleged trade control violations or irregularities should be immediately reported to the Chief Executive Officer, the Chief Financial Officer or the Compliance Officer prior to taking any action. The Chief Executive Officer, the Chief Financial Officer or the Compliance Officer is available to answer any questions regarding customers, export licensing and trade controls and should be consulted as the need arises.

16. SAFETY AND PRODUCT QUALITY

The Company is committed to safety and quality of its products. Any director, officer and employee who becomes aware of any issue of safety and quality of the Company's products, he/she should immediately report this issue to the Chief Executive Officer or the Compliance Officer.

17. HEALTH AND SAFETY

The Company is committed to conducting its business in compliance with all applicable environmental and workplace laws, regulations and permits in a manner that has the highest regard for the safety and well-being of its employees, customers and the general public and strives to provide each director, officer and employee with a safe and healthy work environment. Each director, officer and employee is responsible for maintaining a safe and healthy workplace for all by following safety and health rules and practices and reporting accidents, injuries and unsafe conditions.

Violence and threatening behavior are strictly forbidden. Directors, officers and employees should arrive to work in a condition suitable to performing their duties, free from the influence of illegal substances or alcohol. The use of illegal substances in the workplace will not be tolerated. All directors, officers and employees must comply with applicable Company policies prohibiting alcohol and substance abuse in the workplace.

18. DISCRIMINATION AND HARASSMENT POLICY

The Company and its subsidiaries are committed to providing a work environment that is free from all forms of unlawful discrimination and harassment such as discrimination and harassment on the basis of race, ethnicity, gender (including pregnancy), creed, religion, age, disability, sexual preference, marital status, genetic information, veteran or military status or any other legally protected status. It is our policy to provide equal opportunity to all employees with respect to hiring, salary, training, promotion and other aspects of employment. Unlawful discrimination or harassment in any form, including verbal, physical and visual conduct, threats, demands and retaliation that creates an intimidating, hostile or offensive work environment is strictly prohibited.

Unlawful harassment or discrimination includes, but is not limited to:

- (a) Verbal harassment such as name calling, derogatory comments, offensive jokes, insults or put downs, slurs or unwanted sexual advances, invitations or comments;
- (b) Visual harassment such as derogatory posters, photography, cartoons, email, Internet sites, drawings or gestures;
- (c) Physical harassment such as assault, unwanted touching, blocking normal movement or interfering with work;
- (d) Unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct of a sexual nature constitute sexual harassment when (1) submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment, (2) submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual or (3) such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive working environment.
- (e) Employment decisions concerning hiring, firing, promotion, compensation or benefits of employment that are made based on race, ethnicity, gender (including pregnancy), creed, religion, age, disability, sexual preference, marital status, genetic information, veteran or military status or any other legally protected status; and/or
- (f) Retaliation for having reported or threatened to report harassment or discrimination.

Conduct prohibited by this policy is unacceptable in the workplace and in any work-related setting outside the workplace, such as during business trips, business meetings and business-related social events. Unlawful harassment or discrimination can occur even if an employee has not lost his or her job or some other economic benefit.

The Company has zero tolerance for any such discrimination or harassment. In addition, as noted above, we strictly prohibit any retaliation for speaking up in good faith about inappropriate behavior based on race, ethnicity and the other categories enumerated above and otherwise protected by the law.

If anyone affiliated with the Company perceives any discriminatory actions or practices, he or she is urged to report them directly to his or her immediate supervisor or to the head of the group with which he or she is affiliated. If, however, such person is not comfortable talking with the supervisor or head of the group, he or she should contact the VP of Human Resources or the Chief Executive Officer of the Company. Any supervisor notified of a harassment complaint is required to promptly forward the complaint to the VP of Human Resources and may not act alone in taking independent mitigation actions in this regard. The Company will promptly investigate every complaint of harassment; and do so in a fair and expeditious manner. Typical steps in an investigation include separate interviews with those involved, obtaining written statements from those involved, identifying and questioning witnesses, and other appropriate actions. If it is determined that unlawful harassment has occurred, the Company will take the actions it deems appropriate to address the situation.

Although the Company cannot guarantee confidentiality, each investigation will be conducted in such a way as to maintain confidentiality to the extent practicable under the circumstances. A Company investigation will generally include private interviews with the person filing the complaint, any person(s) accused of misconduct and any witnesses. All Company personnel are expected to fully cooperate with an investigation. Failure to do so may result in disciplinary action up to and including termination. When the Company has completed its investigation, it will, to the extent appropriate, inform the person(s) filing the complaint and the person(s) alleged to have committed misconduct of the results of the investigation.

If it is determined that inappropriate conduct has been committed, the Company will take such action as is appropriate under the circumstances. Such action may range from counseling to termination of employment or engagement, and may include such other forms of disciplinary action as are deemed appropriate under the circumstances including the termination of employment.

For additional information, one should refer to the manuals and regulations that govern the terms of one's employment with the Company and/or reach out to one's immediate supervisor, the Company's VP of Human Resources and/or the Company's Chief Executive Officer.

19. GOVERNMENT INVESTIGATIONS

It is Company policy to fully cooperate with any appropriate government investigation. If a director, officer or employee learns about a possible government investigation or inquiry, he or she shall inform the Company's Chief Executive Officer, Chief Financial Officer or Compliance Officer immediately.

The Company prohibits any director, officer or employee from altering, destroying, mutilating or concealing a record, document or other object, or attempting to do so, with the intent to impair the object's integrity or availability for use in an official proceeding. Furthermore, the Company prohibits any director, officer or employee from otherwise obstructing, influencing or impeding any official proceeding or any attempts to do so.

19. PUBLIC STATEMENTS

It is the Company's policy to provide accurate and consistent communication with the public. To maintain the consistency and accuracy of the information, corporate spokespersons are designated to respond to all inquiries. Only these spokespersons are authorized to release information to the public at the appropriate time. Generally, an employee, officer and director of the Company is prohibited from making public statements regarding issues or matters about which he or she is not an authorized spokesperson of the Company. If an employee, officer or director is contacted by the media about a matter regarding the Company, he or she must refer the media contact to the Company's appropriate public/investor relations or marketing manager.

All employees, particularly those in management, and directors are expected to conduct themselves in a manner that reflects positively on the Company. Employees, officers and directors are expected to be fair and courteous to fellow associates, customers, members, suppliers or people who work on behalf of the Company when expressing personal views in any

media, including television, radio, online chat rooms, forums, social media platforms and other electronic media. It should be clear that such statements are personal and do not represent the Company's point of view. In addition, employees and directors are not authorized to provide any statement regarding the Company and its activities on social media or any other public forum without consent of, and coordination with the Compliance Officer.

20. LITIGATION AND CLAIMS

The Company, like all other businesses, is from time to time involved in disputes that may result in claims or litigation. If a director, officer or employee ever receives a legal document related to the Company, such as a summons, complaint, subpoena or discovery request, whether from a governmental agency, customer, supplier or otherwise, he or she must immediately contact the Chief Executive Officer, the Chief Financial Officer or the Compliance Officer to ensure an appropriate and timely response. No employee, officer or director should respond to any request, answer any questions or produce any documents without first discussing with the Chief Executive Officer, the Chief Financial Officer or the Compliance Officer. Also, it is not appropriate to attempt to list legal matters or pending litigation in vendor or supplier qualification forms, requests for proposals or quotes, or in any questionnaires, unless prescribed by the Company's outside legal counsel, General Counsel or Compliance Officer. Under no circumstance should an individual employee, officer or director threaten or initiate legal action on behalf of the Company without appropriate authorizations from the Company's Board or any other person so authorized by the Board.

21. VIOLATIONS

Violation of this Code is grounds for disciplinary action up to and including termination of employment. Such action is in addition to any civil or criminal liability which might be imposed by any court or regulatory agency.

22. OTHER POLICIES AND PROCEDURES

Any other policy or procedure set out by the Company in writing or made generally known to employees, officers or directors of the Company prior to the date hereof or hereafter are separate requirements and remain in full force and effect.

23. INQUIRIES

All inquiries and questions in relation to this Code or its applicability to particular people or situations should be addressed to the Company's Chief Executive Officer, Chief Financial Officer or Compliance Officer.

It is the policy of the Company that each director, officer and employee covered by this Code shall acknowledge and certify to the foregoing annually and file a copy of such certification with the Chairman of the Board.

CERTIFICATION

I have read and understand the foregoing Code. I hereby certify that I am in compliance with the foregoing Code and I will comply with the Code in the future. I understand that any violation of the Code will subject me to appropriate disciplinary action, which may include demotion or discharge.

Dated: _____, 2020

Name: []

Title: []