



## **VENDOR CODE OF CONDUCT**

### **1. INTRODUCTION**

- 1.1 As per our Code of Ethics, Gilat Telecom Ltd., a company organized under the laws of the State of Israel (together, with its subsidiaries, the “**Company**” and references to “**we**”, “**our**”, “**us**”, and similar shall also refer to the Company), is committed to promoting the highest standard of integrity of its employees, officers and directors of the Company and all of its subsidiaries and controlled affiliates.
- 1.2 We also expect our direct and indirect vendors, suppliers, distributors, partners, business associates, and third party representatives (“**Vendors**”) to uphold these standards of conduct and professional integrity and communicate them throughout their own organizations as necessary. This Vendor Code of Conduct (the “**Vendor Code**”) therefore sets out the Company’s expectation that:
- (a) its Vendors will uphold high standards of ethics and comply with all applicable laws and regulations;
  - (b) by agreeing to adhere to this Vendor Code, our direct Vendors will develop and implement similar policies for their own Vendors; and
  - (c) the expectations set out in this Vendor Code, should complement each Vendor’s own company policies, applicable legal requirements, and the terms of any agreements that a Vendor may have with the Company.
- 1.3 The Company reserves the right to update this Vendor Code at its sole discretion.

### **2. COMPLIANCE WITH APPLICABLE GOVERNMENTAL LAWS, RULES, AND REGULATIONS**

- 2.1 The Company expects its Vendors to comply with all applicable laws, rules and regulations. It is the personal responsibility of each Vendor to adhere to the standards and restrictions imposed by these laws, rules and regulations related to Vendor’s performance of any activities for and/or on behalf of the Company. The relevant senior officers of the Vendors are also expected to promote compliance by all its own employees with the Vendor Code.

### **3. ANTI-CORRUPTION COMPLIANCE, BUSINESS EXPENSES & GIFTS**

- 3.1 Consistent with its Code of Ethics, the Company prohibits:
- (a) bribes, kickbacks, or other improper or illegal payments of anything of value from being directly or indirectly offered, given, authorized, promised, solicited, or accepted in any way related to the Company, whether it involves public officials (including officers or employees of governments or state-owned entities) or private parties;
  - (b) bribery or similar conduct to influence a public official, to obtain or retain business from any party, or to secure an unfair business advantage and Vendors shall not take any action that would violate, or would cause the Company to violate, any applicable anti-bribery law or regulation, including the U.S. Foreign Corrupt Practice Act and the UK Bribery Act; and



- (c) Vendors from making *facilitation payments*, or small, unofficial payments to public officials to expedite routine, non-discretionary government decisions (even if permissible under local law).
- 3.2 All business expenses provided by Vendors related to the Company's business – including gifts (whether money or any other thing of value), hospitality, entertainment, events, travel, or accommodation – should be consistent with the principles established in the Company's Code of Ethics and also comply with any specific agreements the Vendors have with the Company. In particular, gifts, meals, travel, and entertainment should: (i) serve a strategic business purpose; (ii) be reasonable and modest in value and frequency; (ii) comply with local law; (iii) be accurately recorded; (iv) be approved by the relevant senior managers of the Vendor; and (v) not potentially embarrass the Company. The Company prohibits the use of cash gifts by its Vendors and expects that its Vendors shall not offer or provide gifts, meals, travel, and entertainment to public officials.
- 3.3 In addition, the Company expects that its Vendors should neither receive nor accept gifts or entertainment that may reasonably be deemed to affect their judgment or actions in the performance of their activities relating to the Company.
- 4. EXPORT, CUSTOMS, TRADE CONTROL, AND ANTI-MONEY LAUNDERING**
- 4.1 The Company expects its Vendors to comply with all applicable export, customs, and trade control laws and regulations, including economic and trade sanctions laws, anti-boycott laws, and any related licensing requirements.
- 4.2 The Company expects its Vendors to comply with all applicable anti-money laundering laws. As part of this, Vendors should act to ensure that its assets and business are not used or utilized by any persons, be they directors, officers, employees, customers, suppliers or contractors, in any way so as to launder money, finance terrorism or deal with criminal property. We expect our Vendors to have processes in place to ensure the prompt reporting of any knowledge or suspicion they have in this regard.
- 5. CONFLICTS OF INTEREST & CORPORATE OPPORTUNITIES**
- 5.1 The Company's understanding and definition of conflict of interest is set out in its Code of Ethics. The Company expects its Vendors to be familiar with such understanding and definition and avoid any actual or potential conflicts of interest involving the Company.
- 5.2 The Company also expects its Vendors to refrain from directly or indirectly:
  - (a) taking personally for themselves opportunities that are discovered through the use of the Company's property, information or positions;
  - (b) using the Company's property, information or positions for personal gain; or
  - (c) competing with the Company for business opportunities.
- 5.3 The Company expects that in the event of any actual or potential conflicts of interest, Vendors will handle such matters in an honest, ethical and transparent manner and that Vendors should promptly report such actual or potential conflict of interest to the Company.



## **6. INSIDER TRADING**

- 6.1 As is made clear in the Company's Code of Ethics, trading on inside information is a violation of federal securities laws.
- 6.2 As such, Vendors that are in possession of material non-public information about the Company or relevant entities that the Company does business, should abstain from trading or advising others to trade in the respective Company's securities from the time that they obtain such inside information until adequate public disclosure of the information has been made. The definition of "material information" is set out in the Company's Code of Ethics (as well as the Company's approach to "tipping") and the Company expects its Vendors to familiarise themselves with this information.

## **7. ANTITRUST, COMPETITION, AND FAIR DEALING**

- 7.1 The Company expects its Vendors:
- (a) to comply with applicable antitrust and competition laws designed to promote fair and open competition, particularly as it relates to the Company; and
  - (b) not to directly or indirectly enter into any formal or informal agreement with competitors that fixes or controls prices, divides or allocates markets, limits the production or sale of products, boycotts certain suppliers or customers, eliminates competition or otherwise unreasonably restrains trade.
- 7.2 Vendors should deal fairly with the Company's customers, service providers, suppliers, competitors and employees and we expect our Vendors not to take unfair advantage of such entities or individuals through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair dealing practice. We further expect our Vendors to act in good faith and with due care and diligence.

## **8. RECORD MANAGEMENT AND RECORDING TRANSACTIONS**

Vendors are expected to: (i) ensure that all financial books, records and accounts related to their relationship with the Company accurately reflect transactions and events and confirm to international financial reporting standards; (ii) maintain books, records, and supporting documentation related to their work with the Company; and (iii) not falsify documents, transactions, or accounting records related to the Company.

## **9. CONFIDENTIAL INFORMATION**

- 9.1 We expect our Vendors to safeguard and protect the Company's confidential information, as well as the confidential information of the Company's customers, suppliers, shareholders, the Company's employees, or other third parties. In particular, the Company expects that its Vendors should not use or disclose confidential, proprietary, sensitive or trade secret information of the Company, its partners, vendors, consultants or other third parties with which the Company does business.
- 9.2 The Company expects its Vendors to adopt a broad interpretation of "confidential information", which should be taken to include all non-public information relating to the Company or other companies that would be harmful to that relevant company (or useful to competitors) if disclosed.



This could include trade secrets, source code, object code, patents, copyrights, trademarks, business plans, engineering ideas, databases, customer lists and any other information disclosed to a Vendor related to its activities with the Company.

## **10. DATA PRIVACY & SECURITY**

The Vendors should comply with all applicable laws and regulations regarding the protection of personal information or other sensitive or protected information. The Company's own expectations with respect to data privacy and security are set out in its Code of Ethics and Vendors should have regard to such expectations in establishing its own policies and processes.

## **11. RESPECT, HUMAN RIGHTS, EMPLOYEE RELATIONS AND NON-DISCRIMINATION**

11.1 We expect our Vendors to comply with all applicable human rights laws, in particular, those relating to:

- (a) the prohibition of child labor;
- (b) forced, indentured, or involuntary labor and/or otherwise relating to modern slavery;
- (c) working hours; and
- (d) minimum wage requirements.

11.2 The Company further expects its Vendors to:

- (a) consider and, where appropriate, align their standards with international human rights standards; and
- (b) treat others with dignity and respect, in particular, the Company does not tolerate harassment by our Vendors, including verbal, physical, or sexual harassment.

11.3 As set out in its Code of Ethics, the Company is an equal opportunity employer and does not tolerate illegal discrimination or harassment of any kind. The Company expects its Vendors to have regard to such expectations in establishing its own policies and processes. In particular, the Company anticipates that Vendors should:

- (a) respect and value the diversity and the right of others to express thoughts, ideas, and opinions;
- (b) foster an atmosphere of openness, teamwork and trust;
- (c) not tolerate discriminatory behaviour;
- (d) never engage in bullying or harassment, or any behaviours that could reasonably be viewed as offensive or intimidating

11.4 The Company encourages its Vendors to establish systems and processes for the reporting of any concerns of discrimination, harassment or other violation of the Vendors' relevant policies, and for the Vendor to thoroughly and impartially investigate all such reports and take all necessary and appropriate remedial actions



- 11.5 Further, while all types of harassment are prohibited, the Company expects its Vendors to give sexual harassment particular attention (the Company's understanding of what constitutes sexual harassment is included in the Company's Code of Ethics. The Company expects its Vendors to establish policies, systems, and processes to prevent and/or address the making of unwanted, inappropriate or disrespectful sexual advances.

## **12. ENVIRONMENT, SAFETY, AND HEALTH**

- 12.1 Further to its Code of Ethics, the Company is committed to: (i) conduct its business in an environmentally responsible way; and (ii) providing a safe work environment for its Covered Parties and all visitors to its facilities.

- 12.2 The Company expects its Vendors to have regard to such expectations in establishing its own policies and processes in relation to environmental, health and safety matters, including:

- (a) taking into consideration the environmental implications of their actions;
- (b) promoting the reduction of unsustainable activities, including the wasting of water, energy, single use plastics, paper and other resources, and not recycling effectively;
- (c) supporting local environmental sustainability initiatives;
- (d) seeking opportunities to work with suppliers that agree to be obligated by not less restrictive commitments;
- (e) encouraging the reporting of conditions that they perceive to be unsafe, unhealthy or hazardous to the environment;
- (f) knowing and following any applicable safety and security policies;
- (g) addressing and challenging unsafe behaviours, conditions or practices in a timely manner to prevent injuries;
- (h) reporting accidents, incidents, breaches of policies, or any other action and/or situation that have a potential risk to health, safety and security;
- (i) completing all required health and safety training

## **13. USE AND PROTECTION OF THE COMPANY'S CORPORATE ASSETS**

If provided with any Company assets (and the Company's definition of Company assets are set out in its Code of Ethics), Vendors are expected to protect these assets and ensure their efficient use for legitimate business purposes. Further, Vendors should not have any expectation of privacy in the Company's assets and Vendors should only use the Company's property and resources in a way that is reasonable, lawful and appropriate, always act in the Company's best interest and respect the Company's property and resources. To the extent allowed by applicable law, the Company may monitor the use of any of its assets to protect assets from theft and destruction and to ensure the safety and security of the use of such assets.



## **14. VIOLATIONS**

- 14.1 The Company expects that its Vendors should take prompt action to remedy any violation of this Vendor Code, as well as other legal requirements applicable to its activities. The Company also expects its Vendors to inform the Company promptly if such violation involves goods or services provided to the Company.
- 14.2 In the event of any report, the Company may choose to investigate and determine, or shall designate appropriate persons to investigate and determine, the legitimacy of such reports and will then determine the appropriate action relating to the Vendors. Such Vendors are expected to cooperate in a full and timely manner with any investigation or audit by Company and provide truthful and accurate responses to all requests for information, respond within a reasonable amount of time.
- 14.3 The Company may enforce violations of this Vendor Code by taking such actions as it deems appropriate, including suspension or termination of the Vendor's relationship with the Company. Certain violations of this Vendor Code may require the Company to refer the matter to law enforcement authorities for investigation or prosecution.

*The Company encourages Vendors to raise questions or concerns about this Vendor Code to their point of contact at the Company.*