

**SAFE-T GROUP LTD.**  
**Code of Business Ethics**

**Adopted on June 20, 2018**

**1. Introduction**

Ethics are important to Safe-T Group Ltd. Ltd. (together with its subsidiaries, “Safe-T”) and its directors, officers and employees (each an “Associate”). Safe-T is committed to the highest ethical standards and to conducting its business with the highest level of integrity.

The Safe-T Code of Business Conduct and Ethics (the “Code”) has four primary functions:

- To establish and clearly communicate our standards of business conduct, our ethical principles and our expectations;
- To ensure that business policies and practices continue to be aligned with those standards and principles;
- To establish responsibility for monitoring compliance; and
- To set forth the manner in which perceived violations of ethical principles are to be reported.

The Code applies to all Associates.

**2. Ethics**

Safe-T is committed to the ideals of uncompromising honesty and integrity. All Safe-T Associates are expected to adhere to the highest standards of ethics; to be honest and ethical in dealing with each other, with shareholders and with customers, vendors and all other third parties.

All Safe-T Associates must respect the rights of fellow Associates and third parties. All actions must be free from discrimination, libel, slander or harassment.

Each person must be accorded equal opportunity, regardless of age, race, sex, sexual preference, color, creed, religion, national origin, marital status, veteran’s status, handicap or disability.

Misconduct (any violation of this Code) will be addressed as it is identified with appropriate disciplinary action. Misconduct cannot be excused because it was directed or requested by another.

All Safe-T Associates are expected to alert management whenever an unethical, dishonest or illegal act is discovered or suspected, as further provided for in this Policy.

The following areas frequently give rise to ethical concerns. A violation of the standards contained in this Code will result in corrective action, including possible dismissal.

Should any Safe-T Associate have any questions concerning this Policy, please direct them to the Chief Financial Officer of Safe-T (the “CFO”).

The CFO may consult outside counsel with respect to any issue relating to this Policy.

### **3. Conflicts of Interest**

Conflicts of interest arise whenever actions are based on interests other than those of Safe-T.

All Safe-T Associates must avoid any personal activity, investment or association that may interfere with using good judgment concerning Safe-T's best interests.

No Safe-T Associate may not exploit his or her position or relationship with Safe-T for personal gain.

All Safe-T Associates should avoid even the appearance of such a conflict. For example, a conflict of interest may arise if:

- An Associate causes Safe-T to engage in business transactions with relatives or friends;
- An Associate uses information of Safe-T, a customer or supplier for your own personal gain, or the personal gain of relatives or friends;
- An Associate have a financial interest in Safe-T's customers, suppliers or competitors;
- An Associate receives a loan or guarantee of obligations, from Safe-T or from a third party, as a result of his position at Safe-T; or
- An Associate competes, or prepares to compete, with Safe-T while still employed by it.

Employees who are involved in or are aware of a transaction involving any of the relationships described above, must report the transaction to the CFO. Directors and officers shall report such transactions to the Chairman of Safe-T's Audit Committee. All transactions between Safe-T and any employee or member of the Associate's immediate family, or any entity in which such employee or a member of his or her immediate family has a significant financial interest, must be approved by the CFO. Transactions described in the previous sentence between Safe-T and any director or officer or member of such person's immediate family, or any entity in which such person or member of his or her immediate family has a significant financial interest, must be approved by the Board of Directors.

There may be other situations in which a conflict of interest may arise. If an Associate has any questions or concerns about any situation, he or she should follow the guidance outlined in the section below on Reporting Ethical Violations.

### **4. Public Reporting of Financial and Non-financial Information**

Safe-T is a publicly traded company in the U.S. and thus, subject to the Securities Act of 1933, the Securities Exchange Act of 1934 and numerous other laws, rules and regulations promulgated thereunder (the "Securities Laws"). The U.S. Securities and Exchange Commission (the "SEC") requires companies to maintain disclosure controls and procedures designed to ensure that information required by the Securities Laws to be disclosed by publicly held companies is recorded, processed, summarized and reported within the time periods specified in the SEC's rules

and forms. It is, therefore, imperative that all disclosures contained in Safe-T's public filings and other public communications are full, fair, accurate, timely and understandable.

Every Associate who participates in the information gathering process for Safe-T's public filings and other public communications is responsible for the timeliness and accuracy of the information contained therein. Those persons having responsibility for particular areas of Safe-T's periodic reports such as the Form 20-F and the Form 6-K (if any) must report to the Board on an ongoing basis the following matters which come to their attention:

- Deviations from or changes to the current public information available for Safe-T ;
- Changes in risks, or new risks, to Safe-T as they are identified; and Changes that may affect Safe-T financial results.
- Safe-T may establish a separate Disclosure Policy, as may be adopted from time to time, that may provide who may communicate information to the press and the financial analyst community.

All Safe-T Associates should review Safe-T Disclosure Policy and discuss all questions that they may have with the CFO.

Our employees who work in the Financial Department hold an important and elevated role in corporate governance. They are empowered to ensure that shareholder interests are appropriately balanced, protected and preserved. Accordingly, all financial managers are expected to uphold the following standards:

- To provide information that is accurate, complete, objective, relevant, timely and understandable;
- To comply with laws, rules and regulations of federal, state, provincial and local governments, and appropriate regulatory agencies;
- To act in good faith, responsibly, with due care, competence and diligence, without misrepresenting facts or allowing their independent judgment to be subordinated;
- To respect the confidentiality of information acquired in connection with their activities for Safe-T, except when authorized or otherwise legally obligated to disclose;
- To share knowledge and to maintain skills needed to perform their jobs;
- To proactively promote ethical behavior as a responsible partner among peers in the workplace and community; and
- To achieve responsible use of and control over all assets and resources employed by or entrusted to them.

Compliance with all governmental laws, rules and regulations applicable to Safe-T is mandatory and any violations thereof are considered violations of this Code. Mistakes should never be covered up, but should be immediately fully disclosed and corrected, if possible.

All Safe-T Associates that have any questions about their duties with regard to public reporting, should ask the CFO.

## **5. Marketing, Advertising and Sales**

Safe-T does not engage in false or misleading claims to its customers, competitors or the public. The following specific policies apply:

- Marketing, advertising and sales materials will be clear and truthful. They will not contain false or exaggerated claims about Safe-T products and services;
- Sales information about prices, products and services should be provided to customers and vendors in a way that avoids any appearance that it is being given in an underhanded or preferential way;
- Associates should not make any offers or promises on behalf of Safe-T other than in accordance Safe-T policies and guidelines; and
- Associates should not encourage or knowingly use third parties, such as agents, consultants or subcontractors, to perform any activities that are prohibited under the Code.

## **6. Bribes and Kickbacks**

A kickback or bribe includes any item intended to improperly obtain favorable treatment. Other than for modest gifts given or received in the normal course of business (e.g., coffee mugs, pens and other logoed promotional materials or business lunches), neither you nor your relatives may give gifts to, or receive gifts from, Safe-T customers and suppliers. Other gifts may be given or accepted only with prior approval of the CFO. In no event should you put Safe-T or yourself in a position that would be uncomfortable if knowledge of the gift was made public. Dealing with government employees is often different than dealing with private persons. Many governmental bodies strictly prohibit the receipt of any gratuities by their employees, including meals and entertainment. All Safe-T associates must be aware of and strictly follow these prohibitions.

## **7. Conducting Business Outside of the United States and the Foreign Corrupt Practices Act**

Safe-T has an international presence and thus, certain Associates or other affiliates of Safe-T may find it necessary to interact with foreign governments or officials in the furtherance of Safe-T's business activities. In any dealings with foreign officials, candidates, or political parties, Safe-T and its Associates, consultants, agents, subsidiaries, distributors, resellers and representatives, must comply with the following policy.

Generally, Safe-T policies, the U.S. Foreign Corrupt Practices Act ("FCPA"), and applicable foreign laws prohibit payments to, and business relationships with, government officials ("government officials" may include employees of entities that are state owned, in whole or part, public international organizations and political parties or political candidates) that could be construed as bribes or attempts to influence government behavior.

All Safe-T Associates may not give, offer, promise, or authorize direct or indirect payments to foreign officials for the purpose of obtaining or retaining business for Safe-T. Payments include money, gifts, or anything of value, and need not actually be delivered, but merely have been intended for a corrupt purpose, to violate the FCPA.

It is therefore illegal and against Safe-T policy for any Associate or other Safe-T representative to offer or give anything of value that is intended to:

- influence any act or decision of a foreign official in his or her official capacity;
- induce the official violate a lawful duty of his position or to use his influence improperly;  
or
- obtain an improper advantage for Safe-T .

Safe-T and individuals may face significant civil and criminal punishment in both the United States and in other countries, including imprisonment, for violating the FCPA and local laws.

Acknowledging that in certain foreign localities, payments to local government officials may be customary to expedite processes such as the granting of a business license or similarly routine governmental action, the FCPA contains a narrow exception for such payments.

In every case, prior to making, promising, or offering any such payment, any Associate or affiliate of Safe-T must consult with the CFO should uncertainties arise. Furthermore, if it is determined that a payment meets this narrow exception, it must be recorded accurately by the accounting department, as it is an independent violation of the FCPA to mischaracterize any such payment in the financial records. Both the consultation with the CFO and the accounting treatment of the payment must be documented in writing.

## **8. Quality and Regulatory Compliance**

Safe-T's products will be regulated by governmental agencies and other regulatory authorities worldwide. Associates are, to the extent applicable to their job functions, responsible for compliance with worldwide product regulation requirements, including marketing approvals, design control, labeling and advertising controls, and any other product regulations and controls promulgated by government agencies. Associates are responsible for reporting any significant issues to the CFO. Safe-T is committed to maintaining an open, constructive and professional relationship with regulators on matters of regulatory policy, submissions, compliance and product performance.

Safe-T will comply with all laws and regulations regarding the safety and efficacy of its products and the standards for its manufacturing plants. Associates are responsible for reporting to the CFO any concerns that relate to a compromise of quality. Associates have the responsibility to express their independent views as to, as well as to raise, any significant quality issues.

As part of Safe-T's quality system, Associates are required to maintain reliable documentation. The accuracy of data in our records, including full disclosure, lack of material omission, and integrity of the data is your priority.

Any Associate who alters or falsifies data, destroys or fails to maintain product related data, or omits data from records that are needed to provide full information regarding a commercial or development stage product is acting in violation of this Code.

In case of any questions related to quality and regulatory compliance, you should consult with your supervisor, or the head of Quality/Regulatory departments.

## **9. Improper Use or Theft of Foresight Property**

Every Associate must safeguard Safe-T property from loss or theft, and may not take such property for personal use. Safe-T property includes such items as equipment, machinery, inventory, vehicles, software, computers, office equipment, and supplies as well as confidential information such as non-public personal information about customers, customer lists, and proprietary product information, to name a few.

You must appropriately secure all Safe-T property within your control to prevent its unauthorized use.

## **10. Fair Dealing**

No Safe-T Associate should take unfair advantage of anyone through manipulation, abuse of privileged information, misrepresentation of facts, or any other unfair-dealing practice.

## **11. Fair Competition and Antitrust Laws**

Safe-T must comply with all applicable fair competition and antitrust laws. These laws attempt to ensure that businesses compete fairly and honestly and prohibit conduct seeking to reduce or restrain competition. If you are uncertain whether a contemplated action raises unfair competition or antitrust issues, you should raise the issue with the CFO.

## **12. Insider Trading**

If an Associate has material non-public information relating to Safe-T, it is our policy that neither that person (nor any of his/her relatives) may buy or sell any Safe-T securities or engage in any other action to take advantage of, or pass on to others, that information. This policy also applies to information relating to any other company, including our customers, partners or suppliers, obtained in the course of employment. Officers, directors and employees should carefully review and comply with Safe-T's separate Insider Trading Policy, if and when such policy is adopted. Questions regarding insider trading should be addressed to the CFO.

## **13. Waivers and Amendments of the Code**

Any waiver of any provision of this Code for any of our directors or executive officers, or any amendment of this Code, must be approved in writing by our Audit Committee (or Board of Directors if an Audit Committee has not been formed) and must be disclosed to shareholders and

to others, along with the reasons for such waiver, as required by applicable laws and regulations in the manner or manners required thereby. Any waiver of any provision of this Code with respect any other Associate must be approved in writing by our CFO. Waivers will be granted only as permitted by law and in extraordinary circumstances.

#### **14. Reporting Ethical Violations**

Your conduct can reinforce an ethical atmosphere and provide influence on the conduct of fellow Associates. Associates are empowered by the Code to act in situations where they have the authority or feel comfortable enough to stop unethical behavior.

If the unethical behavior is prevented by the actions taken by an Associate of Safe-T, then no report is necessary. However, in case that an Safe-T Associate was aware of any violations of this Code and feels powerless to stop them, he or she must report them to the CFO, his or her direct supervisor or the Chief Executive Officer of Safe-T.

If an Associate of Safe-T is still concerned after speaking with Safe-T officers or feels uncomfortable speaking with them (for whatever reason), he or she may contact the Chairman of Safe-T's Audit Committee and/or to the Chairman of Board of Directors at the following address: 8 Abba Eban Ave., Herzliya, 4672526 Israel.

The addressing can be done anonymously and should include copies of relevant documents.

Safe-T's policy prohibits discrimination, harassment and retaliation against any Associate who in good faith provides any information or otherwise assists in any investigation or proceeding regarding any potential violation of this Policy.

#### **15. Accountability for Adherence to the Code**

The CFO shall report to the Audit Committee on all material issues relating to this Policy. The Audit Committee enforces this Code by evaluating all alleged violations of this Code after all of the pertinent information has been gathered and appropriate action will be determined with the involvement of counsel.

If an alleged violation of this Code has been reported to it, the Audit Committee shall determine whether that violation has occurred and, if so, shall determine the disciplinary measures to be taken against any Associate who has violated this Code. The disciplinary measures, which may be invoked at the discretion of the Audit Committee, include, but are not limited to, counseling, oral or written reprimands, warnings, probation or suspension without pay, termination of employment or other relationship with us and restitution.

Safe-T is committed to upholding this Code and is supporting all Associates who aid in this endeavor.

Safe-T will not tolerate any form of retaliation for reporting suspected violations of this Code.