

Pluri Inc.

ANTI BRIBERY AND CORRUPTION

AND

ANTI MONEY LAUNDERING AND TERRORIST FINANCING

COMPLIANCE POLICY

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A. DEFINITIONS

- a. "**Pluri**" and "**the Company**" shall mean Pluri Inc. and all its subsidiaries and affiliates, including its Employees (as defined below) executives, staff and employees of all levels.
- b. "**Board**" shall mean the board of directors of Pluri.
- c. "**Code of Conduct**" shall mean the Company's Code of Business Conduct and Ethics as adopted by the Board.
- d. "**Committee**" or "**Audit Committee**" shall mean the audit committee of Pluri.
- e. "**Policy**" or "**Compliance Policy**" shall mean this policy of zero tolerance for bribery and corruption and money laundering and terrorist financing, as adopted by the Board.
- f. "**Employee**" and "**Employees**" (as applicable) shall mean all directors, officers, employees and full-time team member consultants of the Company.
- g. "**Compliance Officer**" shall mean the person to fill the position of anti-bribery and corruption and anti-money laundering and terrorist financing compliance officer as shall be appointed, from time to time by Pluri's CEO according to the resolution made by the Board as set in the Policy.
- h. "**Anything of Value**" or "**Gifts**" is defined broadly to include anything at all that is of value, in any form, including but not limited to cash, cash equivalents, shares and options, gifts, travel, lodging, meals, entertainment, loans, services, favors, business or employment opportunities (including opportunities to a family member of a Government Official or other third party), political or charitable contributions, or any other kind of advantage (including insider information about the Company).
- i. "**Business Hospitality**" includes meals, travel, accommodation, entertainment (concerts, theatre or sporting events) or provision of other third parties' expenses.
- j. "**Business Partners**" includes all persons or entities with whom the Company has entered into, or contemplates entering into, a business relationship, including agents, finders, dealers, suppliers, services providers, distributors, consultants, joint-venture partners, co-investors and representatives, and whom/which are expected to interact with Government Officials or other third parties (including from the private sector), within the scope of their engagement with the Company. For the avoidance of doubt, this definition does not apply to customers of the Company.
- k. "**Government Officials**" is defined broadly and includes: (1) any officer or employee of any government or any department, agency, or instrumentality thereof (at a local or state level), including officers and employees of a government-owned or government-controlled entity, or subsidiary thereof, or of a public international organization; (2) any political party official or any candidate for political office; or (3) any person acting in an official capacity for or on behalf of any of the foregoing governments, entities or persons. In Israel, this shall additionally include: (i) any employee of a body corporate that provides a service to the public; and (ii) any of the following: soldiers of the Israeli Defense Forces; an official of a religious institution; an arbitrator; an

employee of the National Insurance Institution; an employee of the Bank of Israel; an employee of the World Zionist Organization, the Jewish Agency, the Jewish National Fund, Keren Hayesod, the United Jewish Association, and any of their respective management; and the holder of any title or position created by law, whether by appointment or election, if not otherwise covered by the previous categories. For the avoidance of doubt, physicians, hospital administrators, researchers and other professionals employed by public healthcare systems are considered to be Government Officials.

I. "**Negligible Value**" shall mean the value determined for each country by the Compliance Officer of Pluri.

B. BACKGROUND

1. Company's Policy of strict compliance with anti-bribery and corruption and anti-money laundering laws

This Compliance Policy supplements the Company's already existing Code of Conduct, by outlining the Company's expectations with respect to anti-bribery and corruption and anti-money laundering and terrorist financing compliance in further detail, and by providing ethical and legal standards and guidelines to be implemented when carrying out Company activities or activities associated with the Company.

The Policy encapsulates the Company's strong commitment to the highest ethical and legal standards, and emphasizes compliance with all relevant applicable laws and regulations connected to the Company's activities relating to anti-bribery and corruption and anti-money laundering and terrorist financing; including, but not limited to, the Israeli Penal Code - 1977, the U.S Foreign Corrupt Practices Act - 1977, the UK Bribery Act -2010 and the UN Convention Against Corruption and the Organization of Economic Cooperation and Development's Convention on Combating Bribery of Officials in International Business Transactions.

Employees and Company Business Partners alike are required to comply with the Policy. Employees are required to ensure, in as much as they are able, compliance by the Business Partners with the Policy. **(See Third Party Policy)**

C. POLICY OF ZERO TOLERANCE FOR BRIBERY AND CORRUPTION AND MONEY LAUNDERING

1. Primary Principles of the Policy

- a. The Policy supplements the Company's Code of Conduct by setting out more detailed and practical instructions and guidelines as to the implementation, supervision and enforcement of the Company's already existing guiding principle of zero tolerance for bribery and corruption and money laundering and terrorist financing. Complying with

the Policy means that the Company, including its Employees and Business Partners, are prohibited from offering, promising, or giving Anything of Value, directly or indirectly, to a Government Official or to any other third party (including from the private sector) for the purpose of influencing official or business action or otherwise obtaining an improper advantage. In addition, the Policy requires that the Company's books and records be kept in a manner that accurately reflects all transactions and payments, and provide all reasonable details.

- b. Money laundering is generally defined as engaging in acts designed to conceal or disguise the true origins of criminally derived proceeds so that the proceeds appear to have derived from legitimate origins or constitute legitimate assets. Terrorist financing may not involve the proceeds of criminal conduct, but rather an attempt to conceal either the origin of the funds or their intended use, which could be for terrorist purposes.
- c. The Company shall not knowingly enter into business relationships with any person or entity if the Company knows, or is aware of circumstances giving rise to a reasonable probability, that the third party has or may likely take actions prohibited by this Policy.
- d. The Company shall comply with all applicable laws, regulations and contract requirements relating to the fight against bribery and corruption and against money laundering and terrorist financing.
- e. The Company shall bring its policy of zero tolerance for bribery and corruption and money laundering and terrorist financing to the attention of its Employees and to the attention of its actual or potential Business Partners.
- f. The Company shall implement the foregoing principles of zero tolerance for bribery and corruption and money laundering and terrorist financing with its employees and its Business Partners.

2. **Internal appointments and organizational structure dedicated to implementing, supervising and enforcing the Policy**

a. **Appointment of a dedicated senior employee of the Company to direct and manage the implementation of the Policy**

The Board appointed the Chief Financial Officer of the Company as its Compliance Officer. The Compliance Officer shall be responsible for leading the implementation, management and enforcement of the Company's Policy within the Company and with regard to Company's business relationships with its Business Partners.

b. **Supervision and Monitoring of the implementation of the Policy by the Audit Committee**

With the introduction of this Policy, the Audit Committee will have the additional role to supervise and monitor the implementation of the Policy. The Committee shall meet

with the Compliance Officer: (i) once a year to review the annual report submitted by the Compliance Officer covering the previous year; and (ii) at all such times when the Compliance Officer submits an ad-hoc report to the Committee. The Committee will discuss the annual and ad-hoc reports and if it deems it necessary, and insofar as the reports indicate material violations, the Committee will forward the reports, together with the Committee's recommendations, for discussion by the Board. Generally, the Committee shall also consider the adequacy of all measures and procedures taken to implement and enforce the Policy, and shall recommend, if necessary, to the Board and to the Compliance Officer, improvements to the existing measures and procedures. In the event non-compliance with the Company's policy gives rise to consideration of termination of an agreement, the CEO may submit the matter directly to the Board of Directors together with the CEO's recommendation for final determination.

2. **Dedicated Board Sessions for discussing and reviewing the implementation of the Policy**

From time to time and at least once every year, the Board shall devote a dedicated portion of one of its meetings to review and discuss implementation of the Policy. This may include any desired changes to the Policy or otherwise any issues which arose under the Policy, including those addressed by the Audit Committee and the Compliance Officer.

3. **Implications of non-compliance**

Any Employee found to be in breach of the Policy will be disciplined and, depending on the severity of the breach, may be dismissed for breach of his employment contract or otherwise breach of applicable laws. Similarly, any business relationships with a Business Partner which is found not to comply with the requirements of the Policy may, depending on the severity of the non-compliance and subject to applicable laws, be terminated by the Company. Severe failures to comply with the Policy shall be treated as serious incurable breaches, not as mere mistakes that can be corrected. No business relationship shall be re-established with a third party which previously had a business relationship with the Company that was terminated as a result of a failure to comply with the Policy, unless it is demonstrated to the Company that such third party is currently, and will continue to be in compliance with the Policy, and has implemented appropriate measures to ensure there is no repeat of practices which could be in breach of the Policy.

D. POLICY GUIDELINES AND REQUIREMENTS FOR EMPLOYEES

1. **Employee Hiring**

The Company will not knowingly employ any person who has a record of behavior which is inconsistent with the Policy. For this purpose, the Company may conduct relevant checks

of the individual before hiring (only within the limits of the law), and may request, reference checks, as necessary, from the individual.

2. Policy and Guidelines to Employees

Company Employees shall abide by the Company's Policy, including all practical guidelines to this Policy. In case of doubt, when applying said Policy, Employees should consult with the Compliance Officer.

3. Implementation of the Policy

Upon the entry into force of this Compliance Policy, the Company will publish a notification of the Policy to the Employees. In addition, senior managers in the form they deem appropriate shall be responsible for disseminating a declaration to the relevant Employees (new and existing personnel), particularly to Employees who conduct any business connections with third parties which work on behalf of the Company.

4. "Red Flags"

In the event that an Employee encounters any activity or incident which raises a concern of inappropriate behavior contrary to the Policy ("Red Flags"), including, but not limited to, any of the actions or activities listed in the Company's Third-Party Policy, the Employee shall immediately:

- a. Report such "Red Flag" to the Compliance Officer; and
- b. Act in relation to such "Red Flag" solely in accordance with the Compliance Officer's instructions.

5. Reporting/Whistle-Blowing

Any Employee who knows or suspects that any action or activity by any other Employee (including an immediate superior), or by any Business Partner (or by any other third party), is inconsistent with the Policy, shall be obligated to bring same to the immediate attention of the Compliance Officer or the Chairman of the Audit Committee, including on a confidential or anonymous basis. Additionally, Employees can also write an email to the Compliance Officer or the Chairman of the Audit Committee, reporting the information or incident. Employees are encouraged to identify themselves due to the potential severity of the offense being reported and confidentiality which the Compliance Officer or the Chairman of the Audit Committee must apply to the situation; but any Employee who wishes to report anonymously shall be afforded the opportunity to do so. The Compliance Officer shall report all matters under this provision to the Chairman of the Audit Committee.

6. Obligation of Company Employees to co-operate fully with the Compliance Officer

Company Employees shall co-operate fully, and in a timely manner, with all requests and directives of the Compliance Officer, subject to all applicable law.

E. POLICY GUIDELINES AND REQUIREMENTS FOR BUSINESS PARTNERS

1. The Company shall convey to its Business Partners a clear message of zero-tolerance for bribery and corruption and money laundering and terrorist financing

The Company shall convey to its actual and potential Business Partners a clear and unambiguous message of the Company's zero-tolerance for bribery and corruption and money laundering and terrorist financing. An example of such communication is outlined in Attachment A.

2. Business Partners to be notified of the Company's Policy

Potential or actual Business Partners shall be notified of the Company's zero-tolerance policy against bribery and corruption and money laundering and terrorist financing, ideally at the initial stages of the applicable commercial discussions or relationship between the Company and the Business Partners. Further details are set forth in the Company's Third-Party Policy.

3. "Red Flags"

Throughout every relationship which the Company has with Business Partners, the Company shall continue to monitor such Business Partner for any Red Flags and potential misconduct or behavior inconsistent with the Policy. A non-exhaustive list of such Red Flags is set forth in the Company's Third-Party Policy.

4. Company Policy on Facilitation Payment

Employers must never directly or indirectly offer, promise or give a facilitation payment to a Government Official for any reason or in any form. At Pluri, there is no distinction between a bribe and a facilitation payment. Both are prohibited. Although certain laws, such as the FCPA, permit facilitation payments in very limited circumstances, the majority of anti-bribery and corruption laws, including Israeli law, do not distinguish between bribes and facilitation payments. As such, Pluri prohibits Employees and Business Partners from making facilitation payments, which are in violation of this Policy.

F. SUPERVISION, ENFORCEMENT AND REPORTING

1. Supervision, Enforcement Plan and Reporting

The Compliance Officer shall be empowered to conduct internal audit and monitoring activities, and shall establish mechanisms for ensuring awareness and compliance with the Policy and any guidelines thereof.

Without derogating from the above, the Compliance Officer shall establish, engage in, enforce and lead all of the following activities:

- a. Implementing all resolutions and directives of the Board relating to the Policy.
- b. Integrating all Policy requirements and directives of the Board into detailed, practical and effective instructions and guidelines to be distributed to Company Employees, adjusted as required for the countries in which Pluri operates.
- c. Determining the form and scope of the due diligence process to be performed with regards to Business Partners.
- d. Directing the Company's legal department in preparing clauses relating to the Policy to be inserted, where appropriate and as possible, in all employment agreements as well as contracts between the Company and its Business Partners and/or customers.
- e. Reviewing and keeping the Policy updated, taking into account past incidents and lessons learned by the Company, as well as changes and updates to existing relevant legislation/regulations/governmental policies, and new and/or proposed relevant legislation/regulations/governmental policies, relating to the prohibition against bribery and corruption and money laundering and terrorist financing.
- f. Preparing and submitting to the CEO of Pluri (i) ad-hoc reports in the event of a breach or alleged breach of the provisions of the Policy; and (ii) annual reports summarizing the previous year, as well as attending meetings with respect thereto.