Anti-Corruption and Business Ethics Policy

Smart Innoviz SA (trading as smartiz) · Switzerland

Document	Anti-Corruption and Business Ethics Policy
Version	1.0
Effective date	26 June 2025
Approved by	Board of Directors
Policy owner	Chairman of the Board
Contact	compliance@smartiz.ai

Smart Innoviz SA does not tolerate bribery or corruption in any form, whether involving government officials or private parties, directly or through third parties.

1. Purpose and scope

This policy sets the rules Smart Innoviz SA ("smartiz", "the Company") applies to prevent bribery and corruption and to conduct business ethically.

It applies to all members of the Board of Directors, officers, employees, contractors and interns of the Company, wherever they work. It also applies to agents, resellers, consultants, intermediaries and other third parties acting on the Company's behalf.

The policy covers dealings with customers, partners, suppliers, investors and government officials, in Switzerland and abroad.

2. Applicable law

The Company complies with all anti-corruption laws that apply to its activities, including:

- the Swiss Criminal Code, in particular articles 322ter to 322decies (bribery of Swiss and foreign public officials, and private bribery) and article 102 (corporate criminal liability);
- the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions;
- where applicable to a transaction or counterpart, the U.S. Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act 2010.

Where this policy is stricter than local law, this policy applies.

3. Prohibited conduct

No one covered by this policy may, directly or through a third party:

- offer, promise, give or authorise any payment or advantage to any person in order to obtain or retain business, or to influence a decision improperly;
- request, agree to receive or accept any payment or advantage in return for acting improperly in the course of their duties;
- disguise an improper payment as a commission, fee, discount, rebate, donation, sponsorship or expense.

"Advantage" means anything of value: cash or cash equivalents, gifts, hospitality, travel, loans, employment or internship offers, business opportunities, or favours to family members.

Government officials

"Government official" includes any officer or employee of a government, ministry, agency or public body; any employee of a state-owned or state-controlled company, including public hospitals and schools; any officer of a public international organisation; any political party, party official or candidate; and anyone acting in an official capacity on their behalf.

Any interaction with a government official that involves an advantage of any kind requires prior written approval of the Chairman of the Board.

Facilitation payments

Facilitation payments (small unofficial payments to speed up routine government actions) are prohibited, even where locally tolerated. The only exception is a payment made under immediate threat to a person's health or safety; it must be reported to the Chairman of the Board within 24 hours and recorded accurately.

4. Gifts, hospitality and entertainment

Modest gifts and hospitality are permitted only when they are reasonable, infrequent, given openly, and not intended or likely to influence a business decision.

Situation	Rule
Private-sector customers, partners, suppliers	Permitted up to CHF 150 per person per occasion and CHF 300 per person per calendar year, given or received
Government officials	Only items of nominal value bearing the Company logo; any other gift or hospitality requires prior written approval of the Chairman
Above the limits	Prior written approval of the Chairman of the Board
Always prohibited	Cash or cash equivalents (vouchers, gift cards); gifts during a tender or contract negotiation with that party; anything requested by the recipient; adult or inappropriate entertainment; anything the recipient's own rules forbid

Hospitality must have a genuine business purpose, and a Company representative must attend. Travel and accommodation for third parties may be paid only for a documented business purpose, directly to the provider, and never for spouses or guests.

Gifts and hospitality above CHF 50 are recorded in the Company's gifts register.

5. Commissions, agents and third parties

The Company may pay commissions, referral fees or reseller margins only for legitimate services actually performed, and only under these conditions:

1. A written agreement is signed before any service starts, describing the services, the fee and the payment terms.
2. The fee is commensurate with the services and in line with market practice.
3. The third party is checked before engagement: identity, ownership, reputation, and any links to government officials or to the customer.
4. The agreement includes an anti-corruption clause, a right to audit, and a right to terminate for breach.
5. Payment is made by bank transfer to an account in the third party's own name, in the country where it is established or where the services were performed. No cash, no payments to other parties, no offshore accounts without a documented reason.
6. Each invoice is checked against the agreement before payment.

Red flags must be reported to the Chairman of the Board before proceeding, for example: a request for an unusually high fee or advance payment, a request to pay a different party, a third party recommended by a government official, or a refusal to sign anti-corruption terms.

The Company expects its suppliers, resellers and partners to apply standards equivalent to this policy.

6. Other business ethics rules

Political contributions

The Company makes no contributions, in cash or in kind, to political parties, politicians or candidates.

Charitable donations and sponsorship

Donations and sponsorships are made only to registered organisations, transparently, and with prior approval of the Chairman of the Board. They must never be linked to a pending business decision or requested by a customer or government official.

Conflicts of interest

Everyone covered by this policy must avoid situations where personal interests conflict with those of the Company, and must disclose any actual or potential conflict to the Chairman of the Board in writing. Board members disclose conflicts to the Board and do not take part in the related decision.

Books and records

All transactions are recorded accurately, completely and in reasonable detail, in accordance with the Swiss Code of Obligations. No off-book accounts, false entries or undocumented payments are permitted. Expense claims must be supported by receipts and a stated business purpose.

Sanctions and export controls

The Company complies with applicable Swiss, EU, UN and U.S. sanctions and export control rules and does not do business with sanctioned persons or in breach of those rules.

7. Reporting, training and enforcement

Reporting concerns

Anyone who suspects a breach of this policy must report it to the Chairman of the Board or to compliance@smartiz.ai. Reports may be made anonymously. If the concern involves the Chairman, it may be raised with any other member of the Board of Directors.

Non-retaliation

No one will suffer dismissal, demotion or any other disadvantage for reporting a concern in good faith or for refusing to pay or accept a bribe, even if the Company loses business as a result.

Training and acknowledgement

All Board members, employees and contractors receive this policy on joining, confirm in writing that they have read it, and receive refresher information at least once a year.

Consequences of breach

A breach of this policy may lead to disciplinary action up to and including termination of employment or contract, and may be reported to the competent authorities. For third parties, a breach entitles the Company to terminate the relationship.

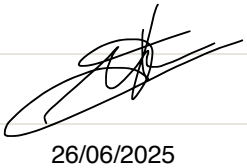
Review

The Board of Directors reviews this policy at least every two years, or sooner if the law or the Company's activities change.

Approval

Adopted by the Board of Directors of Smart Innoviz SA and effective as of 26 June 2025.

Signed on behalf of the Board of Directors:

Olivier Dubuisson	Laurent Dumoulin
Co-CEO and Chairman of the Board of Directors	Co-CEO and Member of the Board of Directors
Signature: 	Signature: 
Date: 26/06/2025	Date: 26/06/2025