

SHIKUN & BINUI GROUP



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#### INTRODUCTION

Shikun & Binui Group is a leading business group, that takes part in the development of the country and the world and acts to improve the life quality of citizens and residents.

As a leading commercial company, it must act to maximize its profits for the benefit of its shareholders, alongside with responsibility towords the company's employees, partners, supliers and cusomers.

As such, the Shikun & Binui Group considers it of utmost importance to adopt a code of conduct to guide and instruct all Group officers, executives and workers, wherever they may work, with regard to the rules of conduct applicable to them.

This Code of Ethics outlines the rules of conduct expected from you when representing the Group and its companies vis-a-vis government agencies, suppliers, customers, competitors and the community in which Shikun & Binui conducts its business. The purpose of this Code of Ethics is first and foremost to help you decide which is the right path to follow as the Group's employee. Noncompliance with the provisions of this Code is not merely inappropriate in the Group's view but may also be deemed by the Group a disciplinary violation and may lead the Group to take disciplinary action or other proceedings.

The following code forms the basic threshold; i.e., it outlines the minimal rules of conduct required from each and every employee of the Shikun & Binui Group. The Code of Ethics naturally cannot cover all ethical, professional and legal issues, and can in no way serve as a substitute for discretion, but it is a tool you should use for assistance when considering the proper and correct course of action.

The Code is intended for both you and the Group. Use this Code of Ethics daily, as part of your work routine. You may request assistance from other factors in the Group, in case you are deliberating on an ethical question and require advice. The Group's Ethics Officer and the ethics supervisors of the various units are at your service.

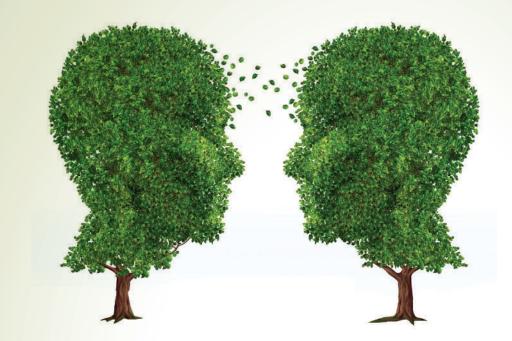
In light of the great importance we attribute to implementing the Code of Ethics and its principles, across the Group's entire activities, we request that you report - as soon as possible - any suspected violation of the Code to one of the Group's executives, its Legal Counsel, Internal Auditor or the Group's hotline. Such information will be considered confidential, and no disciplinary or other actions will be taken against any person providing such information in good faith.

The Code of Ethics is intended for all Group employees, female and male alike. While worded in the masculine for the sake of convenience, it is intended for all genders.

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Tamir Cohen, CEO





#### **CODE AND RULES**

This Code of Ethics and the rules detailed herein is based on the approach that acting in accordance with Shikun & Binui's Code of Ethics requires:

- Act according to the law and the principle of integrity and in conformity with the Group's rules, procedures and enforcement programs
- \* Act in a way is respectful towards others
- Act responsibly, so as not to compromise the Shikun & Binui Group or put it at risk
- Report any violation of these instructions
- \* Seek advice in any case where you are not certain as to how to act



**Excellence** is to be excellent, superb. Excellent work is work performed above and beyond expectations. Excellence means striving for the highest quality in everything we do. It means 100% is not enough - one should always give something "extra". Professionalism is a way of life, doing what we do in the best, highest quality and safest way we know. To be proficient in every detail of your work, whether building a bridge, operating a crane, or managing a project, etc. To be professional, we must be diligent, learn and make an effort as the basis for leadership and excellence. To lead means to be at the forefront, a pioneer. To foresee the future and be ready lead the way, to be innovative and creative. Leadership is to set the standard for everyone else. Teamwork - A team is a group of people focused on achieving goals together. Teamwork means putting the Group's goals first. We are each responsible for and capable of realizing the value of teamwork

#### OUR CORE VALUES: LEADERSHIP, EXCELLENCE, PROFESSIONALISM AND TEAMWORK

We strive to continue leading by having each of our employees maintain a high level of professionalism and excellence, cultivating our employees' professionalism and investing in their professional development, while maintaining an organizational culture that promotes teamwork

Each employee and manager in the Shikun & Binui Group -

- shall perform his function professionally, efficiently and reliably, and will strive for excellence.
- shall learn from the experience he acquires through his work, by examining and drawing lessons, in order to improve his work and the quality of its outcomes and will share the lessons he learns from experience with his colleagues.
- shall continue to develop his professional abilities by expanding his knowledge and improving his skills and his understanding of all matters associated with his position, while understanding his responsibility, the required level of involvement on his part and the adverse potential implications of professional weakness.
- shall avoid extraneous considerations, including considerations of economic benefit to himself, his relatives or others, and shall maintain integrity in his organizational and professional considerations
- shall cooperate with his teammates, colleagues, superiors and subordinates in a pertinent, responsible and professional manner, and shall cultivate an appropriate atmosphere of mutual respect and trust.

The success of each and every one of us is the success of us all-



#### **OUR COLLEAGUES AND US**

We maintain an organizational culture that requires us to respect other people, at all times and in all places, in all units and in all positions, including by way of sharing with our stakeholders and holder adequate dialogue with them.

Each employee and manager in the Shikun & Binui Group shall -

- set a personal example for respectful behavior towards other people in all his ways, will show respect towards every employee, customer or any other person, and will act in a manner that is respectful of civil rights and human freedoms, upholding the privacy of all people.
- act with respect and courtesy toward all Shikun and Binui employees, customers and all other persons, including refraining from any action that may be harmful, humiliating or harassing, including any verbal expressions that may constitute workplace bullying.
- participate, initiate and take part in accordance with his position, powers and responsibilities - in stakeholder engagement processes, including customers, investors, partners, competitors, creditors, suppliers, employees and the general public.
- be considerate of the feelings of other Group employees, customers and all other people he spends time with, and shall be careful from being perceived or seen as in any way as harassing anyone, whether for reasons of culture, religion, gender, sexuality, or other.

The laws of Israel, like those of other countries around the world, prohibit any form of sexual harassment. Sexual harassment includes, inter alia, repeated advances of a sexual nature. directed at a person who showed the harasser he is not interested in such advances, or any demeaning or otherwise humiliating behavior directed at a person regarding his gender or sexuality, including his sexual orientation. Sexual harassment violates the personal and social dignity of the target of harassment. It is humiliating and demeaning in that it regards the person as a sexual object, among other things

- respect, in his attire and style, all persons with which he comes into contact, shall maintain proper
  conduct wherever he works, and shall act in a way that does not harm, or might harm, the customs of
  the country he works in or the cultural values, norms or local religious values of people he encounters.
- The Group's policy prohibits harassment of any type. As a rule, Harassment, and sexual
  harassment in particular, shall not be tolerated. Shikun & Binui shall take very seriously any
  suspected harassment by or against employees.
- Shikun & Binui unequivocally and unreservedly condemns any case of discrimination on the basis of gender, age, race, ethnic origin, religion, family status, sexual preferences or physical disabilities.
- In case you suspect any harassment or discrimination, of a sexual or other nature, contact immediately and promptly the Head of the Human Resources Division or the officer in charge of sexual harassment in your unit. Any romantic relations between a manager and his subordinate, whether direct or indirect, must be reported to the Head of Human Resources Division or the officer in charge of sexual harassment in your unit. In any of these cases, you may also report anonymously by calling the hotline, +972-3-6301727

# Transparency means disclosure of information required by law, in a clear, accurate and full manner. Transparency is the product of balancing interests, inter

alia between the need and

desire to disclose information

to our stakeholders and the

need to maintain business

confidentiality.

#### **OUR CUSTOMERS AND US**

We shall act with integrity, honesty and fairness. We shall work with our customers with utmost transparency. We shall establish an organizational culture with optimal customer service and shall provide our employees with conditions that allow them to provide proper customer service. Each employee and manager in the Shikun & Binui Group shall -

- consider himself a partner in Shikun & Binui's commitment to serve each customer optimally, effectively, professionally, fairly and dedicatedly. Each and every employee providing services as part of his position will do so with courtesy, sensitivity and in a way that promotes trust in the Shikun & Binui Group.
- allow the customer to make informed decisions regarding contracting with the Shikun & Binui Group, on the basis of the information required to make an informed decision, in accordance with the needs and requirements of such customer.
- protect the privacy of any customer and be careful in making any use, as part of his function, of the customer information in his possession. Using any information on a customer, for purposes other than those for which it was provided is unethical and even illegal.
- act in a manner that promotes the customer's trust in the quality of the service provided by the Shikun & Binui Group.
   Partners, Suppliers, External Entities and Competitors

We cooperate with external entities, in accordance with the purpose, vision, policy and Code of Ethics of the Shikun & Binui Group.

We are committed to fair play in our relations with our competitors. We conduct our activities in accordance with the laws of fair competition, and will never be party to agreements or understandings, whether verbal or written, with our actual or potential competitors, in a way that violates the provisions of law.

Each employee and manager in the Shikun & Binui Group shall -

- perform his functions under the Shikun & Binui Group's partnership with any partner in accordance with Shikun & Binui's guidelines, pursuant to the professional, organizational and ethical criteria of the Shikun & Binui Group and pursuant to the provisions of the law.
- act in a pertinent manner, in good faith and with fairness, in his relations with any supplier
  of the Shikun & Binui Group, and shall consider himself, in any contact with an external
  supplier, as representing the Shikun & Binui Group and acting as part of his position,
  responsibility and powers, faithfully protecting the Shikun & Binui Group's reputation.
- abstain from privately contacting suppliers or contractors with whom he works in the Company, but only following approval pursuant to the Company's procedures. In any case, the employee must abstain from using his position in the Company in order to receive benefits or any concessions, discounts or special terms from a supplier.
- · abstain from any action which may affect his professional discretion.
- cooperate with the government, its ministries and employees, and with any statutory body, as part of performing his duties, responsibly, honestly and professionally, as required and in accordance with the purpose, policy, procedures and enforcement programs of the Shikun & Binui Group.
- be committed to play by fair and proper rules in our relations with our competitors, including obtaining information by legal means only.
- In any case where prohibited by law, and especially in public tenders, he shall not meet
  with or discuss with competitors pricing or any other information, shall not agree to any
  market division or any other form of coordination, and will not enter into or discuss other
  arrangements that undermine competition in any way that violates the provisions of law.
- We will never be party to agreements or understandings, whether verbal or in writing, with our actual or potential competitors, in any way that violates the provisions of law. We will encourage our suppliers and partners to adopt rules that are similar or identical to those appearing in this code.

## OUR COMMITMENT TO COMPLIANCE WITH THE LAW

We are committed to the principles and arrangements of the rule of law, comply with the provisions of the law wherever we operate, and are committed to acting - where required and called upon - beyond compliance. Therefore, each employee and manager in the Shikun & Binui Group shall -

- obey the laws of the country in which he operates and all other laws that apply to his activities
- act so as not to create even the appearance of any involvement or abetment of any criminal offense.
- act pursuant to the instructions of the competent government authorities.

Any employee who is in charge of other employees is responsible and obligated to refrain from ordering others to act in a way that is unethical or illegal. The violation of the provisions of laws, rules and regulations that apply to the Group may expose the Group, as well as the officers and employees involved, to severe adverse implications, fines, payment of compensation and other criminal sanctions, including incarceration. Any suspected violation of the provisions of law by the Group or its employees may also undermine public trust in general, and the trust of our customers, partners and affiliates, in the Group's activities.

If you face any issue that raises legal questions, consult your superior. If you are not satisfied with the answer - consult the Group's Legal Counsel Department. In case of any concern regarding violation of the law or the Group's procedures, report immediately to the Group's Legal Counsel.

**AVOIDING CONFLICT OF INTEREST** 

We always operate under circumstances that do not create any conflict of interest or concern for conflict of intertest, and therefore, any employee or manager in the Shikun & Binui Group shall -

- perform his role only under circumstances that do not create any conflict of interest, concern for conflict of interest or even any appearance of conflict of interest.
- beware of any suspected extraneous influence over his activities in performing his function. As a rule, any employee who, as part of his purview, associates with any external factor shall have no business or personal relations with such factor.
- engage in any additional activity that entails a personal benefit only with prior approval, pursuant to Shikun & Binui Group's procedures.
- When considering any job offer outside the Shikun & Binui Group, shall avoid any conflict of interest between his position in the Shikun & Binui Group and his interest in the other position.

If you face any issue, action or matter that raises any concern of a conflict of interest, report this to your superior, to an HR representative and to the Group's Legal Counsel as soon as possible. To determine whether any matter raises any concern of a conflict of interest, it is important to discuss any such matter in an open and clear manner.



Conflict of interest is a situation where a person has an interest that conflicts with the function he performs, which may prevent him from performing his function adequately and fairly. This means that the participation of employees in making decisions on a certain matter under their authority while being under a conflict of interest may lead to a wrong and unfair outcome under such circumstances.

Examples of prohibited conflict of interest:

- Competition with the Group's business
- Exploiting the Group's business opportunity to secure benefits for yourself or others
- Exploiting business opportunities created by using the Group's information or resources for personal gain.
- Receiving benefits (including loans) as a result of one's status in the Group
- Links to the interest of any relative or other close person.

is necessary to adopt principles that go beyond compliance with the law.

Beyond compliance

the assumption that

compliance with the

law forms the basis for

managing any system,

and that sometimes it

is an approach based on

## GIFTS, MEALS, ENTERTAINMENT AND PROHIBITION OF BRIBERY

- The Company has a zero-tolerance policy on bribery and corruption."
- We will not offer, give or receive any bribery or other illegal incentive. Employees, consultants, representatives, suppliers, partners and any other party will not offer any other person, in the Group's name or on its behalf, any bribes or other illegal incentive, whether directly or through third parties.
- The transfer of facilitation payments is strictly prohibited pursuant to the Group's policy.

## Therefore, each employee and manager in the Shikun & Binui Group shall -

- not accept or offer others any gifts, meals, entertainment or hospitality, if such behavior could affect the other person's discretion or create undue influence on any other person.
   In any case, an employee may only receive reasonable, nominal and appropriate gifts pursuant to the Group's procedures.
- offer others nominal gifts and modest meals, as appropriate under the circumstances, pursuant to the Group's procedures.
- If you suspect that any bribe or other illegal incentive was given, contact your superior or the Group's Legal Advisor immediately and promptly.
- In case of doubt Have no doubt. You must act pursuant to the Group's procedures or ask for instructions from your superior, your HR representative or the Group's Legal Counsel.

## INFORMATION, NON-DISCLOSURE OF CONFIDENTIAL INFORMATION AND USING THE GROUP'S RESOURCES

The Shikun & Binui Group considers it of the utmost importance to provide transparent reporting. We are committed to providing our stakeholders with all reports and information we are required to provide, on time, in full and accurately.

We protect the confidential information of the Shikun & Binui Group and ensure that it is not disclosed to anyone not authorized to view it and respect the confidential information of others.

We use the information and resources that we use as part of, and for the purpose of, performing our work solely for the purpose of performing our work and pursuant to the Group's procedures.

Therefore, each employee and manager in the Shikun & Binui Group shall -

- ensure the accuracy and correctness of any report, information or data he delivers to his colleagues, superiors or the Group's stakeholders.
- use property, information and other Group resources only for the purpose of performing his duties, pursuant to the Group's procedures, protect them at least as well as he would protect his own property, and not exploit them for any personal gain.
- maintain the confidentiality of any information that came to his knowledge in connection with the performance of his position - whether such information pertains to the Group or to others - and shall act pursuant to the confidentiality arrangements applicable under the procedures of the Shikun & Binui Group and the law. Neither will an employee discuss such confidential information with others, unless permitted and necessary as part of the performance of his duties.

Bribery is any payment, benefit or anything of value given to another person of authority (usually a civil servant), in order to obtain an unfair advantage, secure a benefit or win an asset or activity. For this purpose, there is no difference between payment (or proposed payment) in cash, cash equivalent or by giving (or offering) any other benefit. Facilitation payments are payments used to secure or accelerate ordinary government legal actions,

which are not discretional, such as issue of permits or release of goods from

customs.

#### DUTIES ARISING FROM OUR STATUS AS PUBLIC COMPANY AND SPECIFICALLY THE PROHIBITION ON USING INSIDE INFORMATION

The securities (shares and bonds) of Shikun & Binui Ltd. are traded on the Tel Aviv Stock Exchange (TASE). The Group owns additional stake in companies whose securities are traded on stock exchanges, in Israel and abroad.

We take great care to comply with the provisions of the law and the rules of the TASE, in order to maintain investors' trust in the Company. We have prepared an internal enforcement program on securities, which outlines rules, guidelines and instructions on the matter, and is available for your review at the Company's Legal Counsel Department.

Each employee and manager in the Company is prohibited from using inside information.

As a rule, inside information is any information that is not public, which, if published, could affect the price of the Company's securities or of other securities.

In many cases, legal provisions may apply that set prohibitions on using inside information, and, as a rule, the law prohibits a person from making a transaction in a security if he or the Company are in possession of inside information relevant to such a transaction, and also prohibits the provision of inside information to others. In some cases, using or providing inside information may constitute a criminal offense. An employee's use of inside information may also cause significant financial damage to the Group and others.

The Shikun & Binui Group places great emphasis on complying with rules prohibiting the use of inside information. Therefore, each employee and manager in the Shikun & Binui Group shall -

- Maintain the confidentiality of any information he received in connection with his work for the Group;
- Abstain from delivering to friends, family or any other person
   "tips" based on such information;
- Abstain from trading or allowing his family to trade in the Group's securities on the basis of information he received in the Group.

Examples of information that may be considered inside information:

- Information on ongoing negotiations to close a deal
- Information on the signing of a contract
- Information on a transaction for the sale or purchase of assets, mergers or acquisitions
- Data on financial results, forecasts and financial statements
- Information on failures in the Company's operation

#### **OUR COMMITMENT TO SAFETY**

Maintaining the safety and health of our workers is a top priority for the Shikun & Binui Group. We strive to create a safe, accident-free work environment, while identifying safety and health risks and hazards, in order to prevent physical harm to the Group's employees, its customers and suppliers, passersby and any other person, and in order to prevent damage to equipment. We will invest all necessary resources in order to ensure that all of our employees "get back home safely."

Each employee and manager in the Shikun & Binui Group shall -

- Create and maintain a safe work environment.
- Be familiar with all safety procedures, rules and guidelines relevant to his position and function, and comply with them in full.
- Be familiar with the safety risks and hazards involved in any action he performs, and the ways to prevent accidents and damages.
- Take action in case any other person puts himself or others at risk.
- Report promptly, to the Group's Safety Manager or any other relevant manager, of any safety hazard or event which may cause bodily harm, damage to property or result in a work accident.

We are all committed to the personal safety of workers and their work environment. We must all be highly aware of the various safety issues and must all know what we need to do in order to maintain a safe work environment. We must ensure, time and again, that we and all our employees have undergone training on the safety risks involved in our work and ensure compliance with safety procedures

We must all ensure, time and again, compliance with all safety instructions, guidelines, procedures and rules – both by law and pursuant to the Group's procedures. Without any compromises. Without any deviations. Without any injuries.

#### "Inside Information"

is information about a development in a company, about a change in its condition, about an anticipated development or change, or other information about the company which is not known to the public and which if it were known to the public could cause a significant change in the price of the company's security or the price of another security.

Prohibition on the Use of Inside Information:

In general, in Israel and in many other places around the world, the law prohibits a person from making a transaction with a security when such person possesses inside information. The law also prohibits providing inside information to others.



## OUR EMPLOYEES ARE THE GROUP'S AMBASSADORS

You serve as the Group's representative or "ambassador" in working with others – whether suppliers, customers, commercial entities, government agencies, competitors and the communities among which the Shikun & Binui conducts its business.

Therefore, each employee and manager in the Shikun & Binui Group -

- who expresses himself publicly on matters directly relating to his field of activity in the Shikun & Binui Group will clarify whether he is expressing the positions of the Shikun & Binui Group on behalf of the Group, or his personal positions, insofar as they do not contradict the Group's positions.
- shall distinguish, in a practical and clear manner, between his activities under the Shikun & Binui Group and any public activity, whether public, partisan, political or other.

As a rule, we take care not to hold any political activities, or activities with political characteristics, as part of our work or while using the Group's resources or assets.

#### Prohibition on political activity

The prohibition on political activity as part of the Group means that it is prohibited, for example, to place political stickers on the Company car you drive.

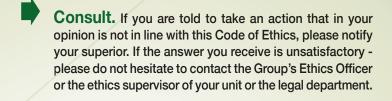
## Political Activity Prohibited

The meaning of the prohibition of political activity in the framework of the Group is, that it is, for example, forbidden to stick political stickers on the company car that you use.

The Shikun & Binui Group is committed to providing you with tools, training and resources so as to enable act ethically and to guide you on any ethical dilemma that may arise.

Are you facing any matter that raises questions relating to the Code of Ethics? Are you uncertain as to whether the action you are required to perform is in compliance with the Code of Ethics?

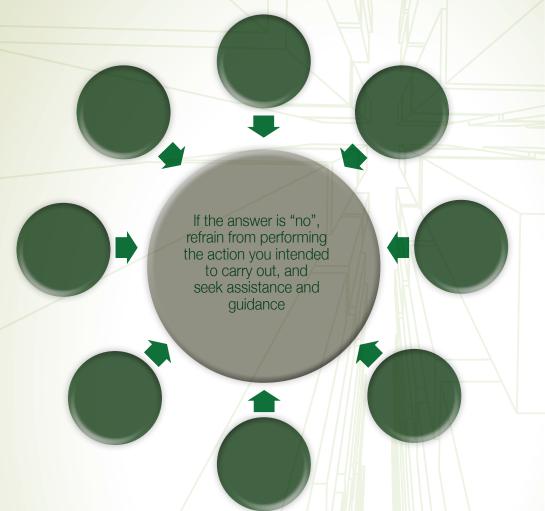
Ask yourself - with respect to an action you intend take or were told to take - the following:



Report. The Group operates a hotline at tel. +972-3-6301727, to allow any employee to provide or file any information, report, dilemma or complaint regarding any action that does not conform with the Code of Ethics, or any other report required pursuant to the Code of Ethics. Report your concerns as soon as possible - the later they are addressed, the worse the situation may become. Calling the hotline is done anonymously.

**Don't Hesitate.** The Group undertakes to protect any employee who filed any complaint, or assisted any other employee to file any complaint, in good faith. The Group will treat any such complaint seriously.

You may also file a complaint anonymously.



## WHO SHOULD I REPORT TO? WHO SHOULD I TALK TO? WHO SHOULD I CONTACT?

If you are deliberating on an ethical problem and wish to consult someone, you may contact the Group's Ethics Officer, the Group's Ethics Committee and the ethics supervisors of the various units. In addition, you may contact -

On matters of ethical dilemmas and anything relating to the Code of Ethics Your unit's ethics supervisor (if one was appointed) or the Group's Ethics Officer

ask.ethics@shikunbinui.com

#### On legal questions

The Group's Legal Counsel +972-3-6301517

#### On any subject

Chief audit Executive +972-3-6092020

#### On accounting or financial matters

The CFO of your unit Or the Group's CFO +972-3-6305802

Cfo@shikunbinui.com

Regarding any safety hazard or event which may cause bodily harm, damage to property or a work accident

The Group's Safety Officer +972-3-6305919

Any matter relating to terms of employment or any case where you suspect any harassment or discrimination of a sexual or other nature

Your company's HR Manager Or the Group's Head of HR +972-3-6301759

Chro@shikunbinui.com

On any matter relating to the violation of policies, procedures or enforcement plans, damage to the Company's assets, concern of embezzlement or fraud, reporting or any other matter relating to the Code of Ethics, and in any case that you feel uncomfortable contacting any of the foregoing functions, as well as if you have any complaint, request or inquiry, you may also contact the Group's hotline.

Such grievances will be anonymously forwarded to the Group's Legal Counsel. +972-3-6301727

ethics.hotline@shikunbinui.com

#### LIST OF ETHICS SUPERVISORS

The following ethics supervisors were appointed in each of the Group companies, for you to contact or consult:

Shikun & Binui	Hila Tirosh	972-3-6301517	hilat_m@shikunbinui.com
Shikun & Binui - Solel Boneh	Osnat har lev	972-3-6301024	osnath_@shikunbinui.com
Shikun & Binui - SBI, SBA	Arik Tapiero	972-52-9404093	arik_t@sbisr.co.il
Shikun & Binui Real Estate	Marlyn Shasha	972-3-6301540	marlyn@shikunbinui.com
Shikun & Binui EUROPE	Jitka Svobodova	+420-222-991- 113	jsvobodova@shikunbinui. com
Shikun & Binui - Energy	Imri Kozak	972-3-6305994	imri_k@shikunbinui.com
Shikun & Binui - Concessions	Benjamin Nashpitz	972-3-6305909	benjamin_n@shikunbinui. com
Elcon	Dafne beer	972-8-6700956	dafna.b@elconrecycling. com
Shikun & Binui - America	Hagay Dror	-1-786-389- 7768	hagay_d@americasba.com

#### **DEFINITIONS AND TERMS**

The "Shikun & Binui Group" or the "Group" - Shikun & Binui Ltd. and any of its subsidiaries, whether held directly or indirectly. "Employee" - Any worker or manager of any of the Shikun & Binui Group companies, as well as any officer of the Group

## The Time is Always Right to Do What is Right.

Martin Luther King, Jr., civil-rights leader, minister (1929-1968)



Address: 1A Hayarden Street, Airport City, Tel. 03-6301555

Email: info@shikunbinui.com | www.shikunbinui.com | Shikun & Binui |
Historical archive website: historical-archive.shikunbinui.com