



STARHOME
MACH

Starhome Mach's Code of Business Conduct and Ethics

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1. Introduction

Starhome BV and its subsidiaries (collectively, the “Company” or “We”) are committed to meeting the highest standards of integrity and business ethics in the operation of the Company. These standards are set forth in this Code of Business Conduct and Ethics (the “Code”) and apply to all Company employees, officers and directors (“Employees”). The Company will also take reasonable steps to ensure that those who represent Starhome and conduct its business (such as independent contractors, agents, consultants and sales representatives) comply with relevant portions of the Code.

The Company expects all Employees of the Company to become familiar with the contents of this Code and to use it as a guideline in the performance of their corporate responsibilities.

Please seek assistance from either your supervisor, the Human Resources Department or the Legal Department when a question or concern arises with respect to any matter addressed in this Code.

The information contained in the Code is general in nature and is not intended to be an exhaustive compilation of all the Company’s policies. Some matters covered by this Code are more fully described in separate policy documents.

Please note that this Code is not a contract or agreement, and does not create any legally enforceable rights in favor of any Employee. Nothing set out in this Code should be regarded as giving any legal advice to the Employee regarding his or her conduct.

The Company cannot anticipate every circumstance or question which may arise with regard to the Code. Accordingly, the content of the Code may change from time to time and the Company reserves the right to revise, supplement, amend, or rescind any policies or portion of the Code, at any time with or without notice. The Company also reserves the right to interpret the provisions of this Code according to its absolute discretion and as it deems appropriate.

Nothing in this Code shall derogate from any provision or undertaking of any Employee made in the personal employment agreement or any other agreement with the Company or any applicable law (the “Agreement”). In the event of any conflict or contradiction arising between the provisions of this Code and the Agreement, the provisions of the Agreement shall prevail.

2. Maintaining a Safe and Healthy Work Environment

2.1 Discrimination and Harassment- Free Workplace Policy

We have no tolerance for discrimination or harassment in any aspect of our activity, including hiring, promotion, training and termination. All employment decisions are to be made without regard to race, color, age, gender, sexual orientation, religion, political views or party affiliation, marital status, pregnancy, national origin/ancestry, citizenship, disability, military status (including the duration or frequency of such reserve duty) or any other basis prohibited by law. This policy applies to all Employees, applicants, customers, independent contractors, manpower agency employee and business partners (including independent contractors, vendors and suppliers).

For purposes of this Code, harassment includes slurs and any other offensive remarks, jokes and other verbal, graphic, or physical conduct that could create an intimidating, hostile or offensive work environment. In addition to the above, “sexual harassment” includes behavior that may harm the dignity of a person, or interferes with that person’s rights of freedom, privacy and equality, such as unwelcome sexual advances, requests for sexual favors, and other visual, verbal, electronic, or physical conduct of a sexual nature. Managers are not allowed to offer or be engaged in any personal relationship of a sexual/intimate nature, with any of their direct or indirect subordinates, without notifying the appropriate supervisor in charge of prevention of sexual harassment in the Company.

If you believe that you have been harassed or threatened with or subjected to physical violence in or related to the workplace, you should report the incident to an appropriate supervisor or the Human Resources Department. The Company will promptly and thoroughly investigate all complaints of discrimination or harassment. Retaliation against employees or applicants who report violations or assist in investigations is strictly prohibited.

In addition, we will not tolerate on Company property the possession, use or distribution of pornographic, racist, sexist or otherwise offensive materials or the use of Company personal computers or other equipment to obtain or view such materials.

For Employees located in Israel, reference is also made to the Company's Policy for Prevention of Sexual Harassment, which is found in the Company's intranet portal.

For Employees located in India reference is made to the MACH Clearing Solutions India Private Limited Anti- Sexual Harassment Policy & Guidelines, which is found in the Company's intranet portal.

2.2 Workplace Violence

The Company will not tolerate workplace violence. Consistent with this Code, acts or threats of physical violence, including intimidation, harassment, and/or coercion, which involve or affect the Company or its Employees will not be tolerated.

2.3 Alcohol and Drugs

We are committed to providing a drug-free work environment. The possession, distribution or use of any controlled substances on Company premises or at Company functions is strictly prohibited. Similarly, reporting to work under the influence of any illegal drug or alcohol and the abuse of alcohol or medication in the workplace is not in the Company's best interest and violates this Code.

2.4 The Environment

The Company recognizes that our day-to-day operations impact the environment in a number of ways. We are committed to minimizing the potentially harmful effects of our activities wherever and whenever possible.

We will adhere to relevant environmental legislation and international standards.

We will seek to improve the environmental performance of the products and services we provide, for example by increasing energy efficiency, or reducing waste.

The Employee is responsible for complying with applicable environmental laws and Company policies.

3. Conflicts of Interest

A conflict of interest may arise in any situation in which an Employee's loyalties are divided between Company interests and any business or personal interests that, to some degree, are incompatible with the interests of the Company. All such conflicts should be avoided. We require absolute integrity from all our Employees and will not tolerate any conduct that falls short of that standard. We expect that no Employee will knowingly place himself or herself in a position that would have the appearance of being, or could be construed to be, in conflict with the interests of the Company. In case any situation of conflict of interests arises, the Employee should inform the Company immediately and follow its instructions to avoid and eliminate such situation. If such situation is not avoidable, the Company reserves the right to terminate the Employee's employment immediately. Some of the more sensitive areas of conflicts of interest and the Company's related guidelines are as follows:

3.1 Gifts and Gratuities

Employees, including members of their immediate families, should not request or accept a gift, rebate, kickback, compensation or remuneration of any kind (whether it be in the form of cash, property, services, payment of expenses or any of the like), from any organization or individual which supplies to, purchases from or competes with the Company or any organization or individual with which the Company does or is likely to do business. This does not apply to routine two-way exchanges of normal business courtesies, which might reasonably be expected to be exchanged in the ordinary course of business.

In certain cases, because of protocol or courtesy, it may be appropriate to accept an unsolicited gift of nominal value. As a guideline for helping you determine whether a particular gift, entertainment or other benefit is appropriate, you should consider whether it would be considered extravagant or excessive or whether a disinterested third party might infer that it could affect your judgment. If so, the gift, entertainment or other benefit should not be accepted. The receipt of gratuities, such as gifts or entertainment of more than nominal value, money, loans, vacations, airline tickets, or hotel accommodations, are prohibited. Under no circumstances whatsoever should any Employee accept cash gifts from any supplier or vendor of goods or services to the Company, any Company customer or agent or any person or entity with which the Company is or might in the near future be doing business. If a gift or gratuity such as those described is received, it should be promptly returned with a polite note explaining that accepting the gratuity or gift is contrary to Company policy.

In case of doubt, please seek advice from your supervisor.

Similarly, it is also the Company's policy to prohibit Employees from making or offering payments or gifts to influence any decision to be made or action to be taken in securing or transacting Company business with another individual or organization. In many instances this is also a violation of law.

This does not intend to prevent sending nominal value gifts sponsored by the Company for public holidays or special events.

3.2 Meals and Entertainment

Acceptance of meals or other amenities is prohibited when the Employee has, or should have, any reason to believe that the offer is made with the intent to improperly influence the Employee in the performance of his or her responsibilities for the Company. Dinner, theater, a sporting event, and the like, may be appropriate if it is of a reasonable nature and occurs in the course of a meeting or another occasion, the purpose of which is to hold a bona fide business discussion or to foster better business relations. No Employee may accept tickets or invitations to entertainments where the prospective host will not be present at the event with the Employee.

The solicitation of entertainment from an individual or organization through special events, such as sporting events, social dinner meetings and other social events, is not to be used or even suggested as a prerequisite for that individual's or organization's doing business with the Company. However, such entertainment may occasionally be accepted or extended by an Employee when appropriate for business objectives and when such entertainment has been or is likely to be mutually extended during the course of the business relationship. Elaborate entertainments, such as overnight or weekend trips, are not to be extended or accepted by Company Employees.

Without derogating from any of the above, any entertainment or social event of an inappropriate or illegal nature is prohibited.

3.3 Bribery, Kickbacks, and Fraud

No funds or assets of the Company shall be paid, loaned, or otherwise disbursed as bribes, "kickbacks," or other payments designed to influence or compromise the conduct of the recipient; and no Employee of the Company shall accept any funds or other assets (including those provided as preferential treatment to the Employee for fulfilling their responsibilities) for assisting in obtaining business or for securing special concessions from the Company. Employees must not engage in any activity which degrades the reputation or integrity of the Company.

Additional restrictions are in place in many countries that specifically prohibit offering or giving anything of value to government officials to influence official action or secure an advantage. This also applies whether the payment is made directly or indirectly, through an agent or partner. Local customs do not provide an exception to this.

Employees working with agents, independent contractors, consultants or other representatives of the Company must become very familiar with the background of any such agent or third party. When the Employee retains agents, consultants, independent contractors or other representatives, the Employee must complete adequate background checks and verify their business credentials in accordance with Company policy in order to

reasonably ensure that those who represent the Company comply with this Code and in particular, this Section 3.

Any Employee found to be receiving, accepting or condoning a bribe, kickback, or other unlawful payment, or attempting to initiate such activities, will be subject to immediate termination and possible criminal proceedings. Any Employee found to be attempting fraud or engaging in fraud will be subject to immediate termination and possible criminal proceedings. All Employees have a responsibility to report any actual or attempted bribery, kickback, or fraud to the Company immediately.

3.4 Outside Activities

We expect the Employees to devote their full time and attention to the Company's business during regular working hours and for whatever reasonable additional time that may be required. Employees should avoid outside business activities that divert their time and talents from the Company's business. We expect the Employee to exercise good judgment and the highest ethical standards in the Employee's activities on behalf of the Company.

Employees may not perform work or services for any person, corporation, partnership or other entity, which supplies to, purchases from or competes with the Company. This section is not intended to grant permission to Employees to engage in additional work, outside the Company, where this is forbidden according to the Agreement.

Employees must obtain approval from the Company's Chief Executive Officer before serving on the board of directors of another for-profit company. Employees may serve as a director, trustee or officer of a non-profit organization in their individual capacity and on their own time and as long as it does not constitute any conflict of interest with the Company's interests.

3.5 Personal Interests in Other Businesses

A conflict with the interests of the Company may arise when an Employee, his or her spouse, domestic partner, or any other member of the Employee's immediate family directly or indirectly holds an investment or other financial interest in any organization, which supplies to, purchases from or competes with the Company if such organization is related to an area of the Company's business on which the Employee may have a direct or indirect ability to impact. Such a financial interest might arise through:

- * Share ownership, partnership or other proprietary interest, or holding of debt or debt securities.
- * Receipt of remuneration, compensation, commissions, or brokerage, finders, consulting or advisory fees.
- * Holding office, serving on a board of directors, or otherwise participating in management.

- * Borrowing money. (This does not apply to loans from banks or commercial lending institutions in the usual manner.)
- * Any opportunity for investment that is presented to the Employee solely or substantially as a result of his or her position with the Company or where the individual stands to gain financially due to his or her position with the Company, whether or not such activities shall be detrimental to the Company's best interests.

Employees may not do Company business with any organization in which they have a financial interest, without first obtaining the written approval of the Company's CEO.

Certain types of financial interests will not be considered substantial or material, such as ownership of less than one percent (1%) of any class of stock, debt or other securities in a public or private company or enterprise that supplies to, purchases from or competes with the Company.

In any case of doubt, please seek advice from your supervisor.

Situations may arise where a relative or a family member of an Employee is interested in providing goods or services to the Company. The Employee should submit any such proposals to the appropriate department of the Company, disclosing the nature of the family relationship and the terms of the proposal.

3.6 Political Contributions and Activities

Employees are free to exercise their right to make political contributions within legal limits, unless such a contribution is otherwise prohibited by any applicable laws or other policies of the Company. Generally, no contribution may be made with the expectation of favorable government treatment in return.

In addition, any political activity or contribution by an Employee which might appear to constitute an endorsement or contribution by the Company must be approved in advance by the Company's Legal Department. Any direct or indirect political contribution of any kind (including the use of Company property, equipment, funds or other assets) in the name of the Company, or with Company funds, requires a prior written certification from the Company's Legal Department that the political contribution complies with applicable law.

Employees are required to notify and receive the approval of the CEO before committing to a candidacy for elective office and before accepting an appointment to a public or civic office. Such activity must: occur outside of work hours; involve no use of the Company's name, facilities, client lists, assets or funding; be confined solely to the person's capacity as a private citizen and not as a representative of the Company; not present an actual or perceived conflict of interest for the Company, as determined in the sole judgment of the Company.

4. Confidential Information/Privacy

All Employees are responsible for the protection of the Company's proprietary and other confidential information and the use of such information solely for the Company's purposes.

Confidential information includes all non-public information of the Company. It includes, but is not limited to;

- * Non-public information that, if disclosed, might be (i) of use to competitors, suppliers, vendors, joint venture partners or others, (ii) of interest to the press, or (iii) harmful to the Company or its customers
- * Non-public information about the Company's financial condition, prospects or plans, its marketing and sales programs and research and development information, as well as information relating to mergers and acquisitions, stock splits and divestitures
- * Non-public information concerning possible transactions with other companies or information about the Company's customers, suppliers or joint venture partners, which the Company is under an obligation to maintain as confidential
- * Non-public information about discussions and deliberations relating to business issues and decisions between and among Employees
- * Non-public information about fellow Employees or any other individuals, such as customers, about whom the Company may possess information

Maintaining the confidentiality of important information earns us the trust of the Company's customers and the public in general. If the Employee comes across or works with confidential information, the Employee cannot:

- * Disclose that information outside of the Company or to an unauthorized Employee of the Company, either during or after service with the Company, unless the Company authorizes the disclosure in writing, or the disclosure is otherwise required by law
- * Use confidential information for the Employee's own personal benefit or the benefit of persons or entities outside the Company

The Company respects the confidentiality and privacy of the Company's suppliers and customers. The Employee must respect and protect any confidential or proprietary information shared with the Company unless disclosure is necessary to comply with statutory requirements, subpoenas, court orders or other lawful process or properly authorized government investigations.

Employees should not divulge any confidential or proprietary information about their former employers, nor shall any Employee ever ask them to.

Most countries have data privacy laws regulating the collection and use of personal data, which is any information that directly or indirectly identifies a natural person. Examples of personal data include employment, medical, financial, education and training information. All Employees are responsible for ensuring compliance with the data privacy requirements under the laws, rules and regulations of the applicable countries.

If the Employee leaves the Company, all proprietary and confidential information must be returned on or before the Employee's last day of employment. The obligation to preserve confidential information continues

even after employment ends. The Employee may not divulge or use confidential information (or documents containing confidential information) that the Employee may have learned about or received during the Employee's employment.

In addition, the Employee is not authorized to answer questions from the media, analysts, investors or any other members of the public. If the Employee should receive such an inquiry, the Employee must record the name of the person making the approach and immediately notify the Company's VP Marketing.

5. Protection and Proper Use of Company Assets

All Employees have a personal responsibility to protect the assets of the Company from misuse or misappropriation. The assets of the Company include its products, equipment, facilities, corporate opportunities, intellectual property, trade secrets, and business information (including any non-public information learned as an Employee).

The Employee must not:

- * Take, use or misappropriate the assets of the Company, for personal use, for use by another or for an improper or illegal purpose
- * Remove, dispose of, or destroy anything of value belonging to the Company without the Company's express prior written consent, including both physical items and electronic information
- * Deprive the Company of any business opportunity the Employee may become aware of which could be construed as related to any existing or reasonably anticipated future activity of the Company. If the Employee learns of any such opportunity through the Employee's association with the Company, the Employee may not disclose it to a third party or invest in the opportunity without first offering it to the Company.

6. Network Use, Integrity & Security

The Employee will have access to and use the Company's computer network and systems and is expected to use them with the highest standard of care.

The Employee may not use the Company's network or systems to commit illegal acts or violate any provision of this Code.

To the extent permissible under local legislation, the Company reserves the right to monitor or review any and all data and information contained on any Employee's computer or other electronic device issued by the Company. Likewise, the Company reserves the right to monitor or review an Employee's use of the Internet, Company Intranet and Company e-mail or any other electronic communication without prior notice.

The Employee must:

- * Keep secret any passwords used to access any Company computer or database
- * Create strong passwords that cannot be easily discovered by others
- * Refrain from using or distributing software that may damage or disrupt the Company's work environment by transmitting a virus or any other malicious code
- * Not engage in the unauthorized use, copying, distribution or alteration of computer software
- * Access the Internet at work primarily for business purposes and for only limited personal use

Any suspected breach of the Company's network security systems should be reported to a responsible supervisor or appropriate internal authority immediately.

For more detailed information on this subject please refer to the IT Security Policy which is found in the Company's intranet portal.

7. Fair Dealing and Fair and Accurate Advertising

In dealing with the Company's suppliers, customers, competitors and Employees, the Company expects the Employee to utilize high moral standards and ethical values and the highest level of fairness. No Company Employee may take unfair advantage of anyone through unethical or illegal measures, such as manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practices.

The Employee should not release information about the Company's suppliers, customers, competitors or other Employees without proper authorization and should use that information for legitimate business purposes only.

Customers and potential customers are entitled to receive accurate information regarding prices, capabilities, terms and scheduling. The Company strives to produce advertisements that are fair, accurate and lawful. All Employees must avoid false or misleading statements intended to sell or market Company products or services, and the Employees should make immediate efforts to correct any misunderstanding that may exist with a customer or potential customer.

All Company Employees must guard against unfair competitive practices and exercise extreme caution to avoid conduct that might violate antitrust laws or other rules prohibiting anti-competitive activities. For example, conversations concerning price fixing, carving up markets or refusal to sell to certain customers are all strictly prohibited. Violations may carry criminal penalties. If a competitor or third party proposes to discuss unfair collusion, price-fixing or other anti-competitive activities, the Employee's responsibility is to object, terminate the conversation or leave the meeting and report the incident promptly to the Employee's supervisor. Employees must avoid any discussion with competitors of prices, costs, production, products and services, bidding practices, other non-public business matters, territories, distribution channels or customers — the discussion of which could be viewed as an attempt to make joint rather than independent business decisions. In the event of any doubt, the Employee should consult his or her supervisor or the Legal Department.

8. Accounting Practices, Books and Records

In performing the Employees' responsibilities for the Company, the Employees must prepare and/or complete all Company records, business data, reports, filings, submissions and documents in a full, fair, accurate, timely and understandable manner. Honest and accurate recording and reporting of information is critical to the Company's ability to make responsible business decisions and foster investor trust. The Employee is expected to support the Company's efforts to fully and fairly disclose the financial condition of the Company in compliance with applicable accounting principles, laws, rules and regulations.

This responsibility includes, among other things, the preparation and completion of time sheets, expense reports, accounting entries, cost estimates, contract proposals and other presentations and reports to management, customers, governmental agencies, or stockholders.

The Company does not tolerate any intentional misclassification of transactions as to accounts, departments or accounting periods.

Any effort to mislead or coerce the independent auditors or a member of the internal audit staff concerning issues related to audit, accounting or financial disclosure would lead to serious legal consequences, including but not limited to criminal sanctions, and is strictly prohibited.

If the Employee is authorized to make expenditures or enter into transactions on behalf of the Company, the Employee must ensure that the applicable records comply with the Company's accounting and purchasing policies and that all transactions are recorded properly. Falsifying business records is a serious offense, which may result in criminal prosecution, civil action and/or disciplinary action up to and including immediate termination of employment.

9. Adherence to Applicable Law

All Employees are expected to comply with all applicable laws, rules and regulations in all countries when conducting Company business. Violation of domestic or foreign laws or regulations may subject the Employee, as well as the Company, to civil and/or criminal penalties. The provisions of this Code are subject to applicable local law and in the event of any conflict between the Code and such law, applicable law shall prevail.

10. Compliance with the Code

10.1 Responsibility for Compliance

Every Employee is responsible for compliance with both the letter and spirit of this Code. This Code shall be distributed to each new Employee of the Company upon commencement of his or her employment and shall also be distributed to every existing Employee of the Company.

10.2 Reporting Code Violations

Any Employee who knows or believes that any other Employee or other representative of the Company has engaged or is engaging in conduct related to the Company that violates applicable law, rules, regulations or this Code, should report this information in writing to his or her supervisor, anyone in their supervisory chain of command, the Human Resources Department or the Legal Department. The Employee may choose to remain anonymous in reporting any possible violation of this Code. Any supervisor who receives a report of a violation of this Code must immediately inform the Legal Department. Retaliation against Employees or other person or entity who report violations in good faith or assist in investigations is strictly prohibited.

This Code should not be construed to prohibit the Employee from testifying, participating or otherwise assisting in any state or federal administrative, judicial or legislative proceeding or investigation, if and as required by law.

10.3 Investigating and Resolving Concerns

Allegations of Code violations will be reviewed and investigated by the Company's Legal Department or, in appropriate circumstances, by the Company's Audit Committee. Violations of this Code may result in, among other actions, suspension of work duties, diminution of responsibilities, demotion or termination of employment, with or without prior notice and/or severance pay, all in accordance with the Company's full and sole discretion.

Those who violate this Code will be subject to disciplinary action. Failure to follow this Code or to comply with federal, state, local and any applicable foreign laws or with the Company's corporate policies and procedures may result in immediate termination of employment or termination of board service.

10.4 Questions

Employees having any questions regarding the best course of action in a particular situation should promptly contact their supervisor, anyone in their supervisory chain of command, the Human Resources Department or the Legal Department. These discussions may concern the Employee's activities or activities of others and may involve apparent conflicts between

actions the Employee has been directed to take and the standards contained in this Code.