

BrightWay Vision Conducts

(As adopted by the Board of Directors on July 5, 2016)

The purpose of these instructions is to define the applicable rules relating BrightWay Vision Ltd. and related associates conduct.

Overview:

1. [Code of Business Conduct and Ethics](#)
2. [Anti-Bribery Compliance Policy](#)
3. [Prevention of Nepotism Instructions](#)
4. [Supplier Code of Conduct](#)

Code of Business Conduct and Ethics

1. Introduction

A. Importance of Ethics. Conducting our business honestly, ethically and properly is critical to BrightWay Vision's ("BWV") continued success and growth. BWV has developed procedures relating to business ethics in order to help us maintain our good reputation and conduct our business activities in a compliant manner.

B. The Code. In furtherance of our commitment to ethical business conduct, BWV's Board of Directors has approved this Code of Business Conduct and Ethics (the "Code"). It summarizes our policy with respect to ethical business conduct. Compliance with this Code by our directors, officers and employees will help us successfully perform our business activities, maintain our good reputation and create an effective and positive working environment.

C. Other Company Procedures. This Code is supplemented by other BWV policies and procedures relating to ethics and legal compliance issues.

D. Basic Standards. This Code sets out the basic standards of ethics and conduct for our directors, officers and employees. These standards, together with other applicable company policies and procedures, are designed to promote honest and ethical conduct, but will not cover all situations. If a law conflicts with our ethics policy, you must comply with the law. On the other hand our ethics policy, as expressed in this Code and supplemented in other policies and procedures, takes precedence in the event of a conflict with a particular local custom or practice.

E. Violations. Violations of the standards set out in this Code will be subject to disciplinary action.

F. Non-Retaliation. The Company will protect any person who pursuant to this Code and in good faith reports a potential ethics matter. The Company will not take any retaliatory actions against such persons.

G. Where to Go With Questions. All employees should be familiar with this Code and other applicable company policies and procedures, which are published on our internal computer network. The Code may also be found on BWV's website: <http://www.brightwayvision.com/>. If you have any doubts regarding whether a particular situation might violate our ethics standards, or if you have any other questions regarding ethics issues, you should contact in writing BrightWay Vision's Legal Counsel or otherwise through our "Whistle-blower" process as further described below. The matter will be reviewed and appropriate action will be taken consistent with this Code, other company policies and procedures and applicable law.

2. Scope

You are subject to this Code if you are a director, officer or employee of BrightWay Vision Ltd. ("BWV"). In addition, this Code applies to your own actions as well as those you may conduct indirectly through relatives, friends or other personal relationships. We also expect our suppliers and vendors to comply with certain ethical standards as reflected in our "Supplier Code of Conduct", which may be found on BWV's website: <http://www.brightwayvision.com/>.

3. Honest and Ethical Conduct

Each person subject to this Code has the responsibility to act honestly and ethically in conducting activities on behalf of BrightWay Vision. Your responsibility applies to your interaction with our other directors, officers and employees, and to BWV itself. You are expected to act in good faith and with responsibility, due care, competence and diligence. You should use your independent judgment with respect to questionable behavior and at all times conduct yourself in a manner that meets with our ethical standards.

4. Compliance with Laws, Rules and Regulations

You are required to comply with all applicable laws, governmental rules and regulations. Although you are not expected to know the details of all applicable laws, rules and regulations, we expect you to be familiar with BrightWay Vision published policies and procedures and to seek advice from our Legal Department if you have any questions about whether a legal requirement applies to a particular situation or what conduct may be required to comply with any law, rule or regulation.

5. Insider Trading

Since BWV is a subsidiary of Elbit Systems Ltd., whose shares are publicly traded, all persons having "inside information" regarding our activities are subject to applicable laws and regulations against "insider trading". If you have access to material, non-public information concerning Elbit Systems and/ or BWV, you are not permitted to use or share that information for stock trading purposes, or for any other purpose except the conduct of our business. All non-public information about Elbit Systems and/ or BWV should be considered confidential information. Insider trading, which is the use of material, non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information, is not only unethical but also illegal. The prohibition on insider trading applies not only to Elbit Systems and/ or BWV securities, but also to securities of other companies if you learn of material non-public information about these companies in the course of your duties for BWV. Violations of this prohibition against "insider trading" may subject you to criminal or civil liability, in addition to disciplinary action by BWV.

6. Anti-Bribery

BWV is committed to conducting business with the highest ethical principles, including compliance with anti-bribery standards. We maintain a zero tolerance policy towards corruption. We are active in numerous markets, requiring compliance with the anti-bribery laws of many jurisdictions. This includes applicable Israeli law, such as Israel's Criminal Code and Israel's ratification of the Organization for Economic Co-operation and Development Convention on Combating Bribery of Foreign Public Officials in International Business Transactions and the U.N. Convention Against Corruption. There are also other anti-bribery laws throughout the world which apply in the countries in which we do business. Our policy regarding anti-bribery compliance, as well as business entertainment and gifts, is contained in our Anti-Bribery Compliance Policy, which can be found on BrightWay Vision's website: <http://www.brightwayvision.com/>.

7. Fair Dealing

You should deal fairly with our suppliers, competitors and employees as well as others with whom BWV does business. You should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentations or any other unfair-dealing practice.

8. Conflicts of Interest

You should handle ethically any actual or apparent conflict of interest between your personal and business relationships. Conflicts of interest are prohibited as a matter of policy. A "conflict of interest" exists when a person's private interest interferes, or might reasonably be considered to interfere, in any way with the interests of BrightWay Vision. A conflict situation arises if you take actions or have interests that interfere with your ability to perform your work for BWV objectively and effectively. Conflicts of interest also may arise if you, a member of your family or other person affiliated with you as defined in Section 8.F below, receives an improper personal benefit as a result of your position with BWV.

If you become aware of any transaction or relationship that reasonably could be expected to give rise to a conflict of interest, you should report it promptly to a member of the Legal Department, our Legal Counsel, BrightWay Vision's General Manager or as otherwise provided in the Whistle-blower process attached to this Code.

The following are examples of standards applying to certain common situations where potential conflicts of interest may arise. These examples should also be read in light of indirect violations as described in Section 8.F below.

A. *Gifts, Entertainment and Other Personal Benefits*. Personal gifts, entertainment or other benefits may only be offered or accepted by persons doing business with or on behalf of BWV if done in a reasonable way in the ordinary course of the business relationship. In addition, the frequency and cost of any such gifts, entertainment or personal benefits should be in nominal amounts/value only so as not to affect, or appear to affect, the ability to exercise independent business judgment. See also the business entertainment and gifts provisions in our Anti-Bribery Compliance Policy referred to in Section 6 above.

B. *Financial Interests in Other Organizations*. The determination whether any outside investment, financial arrangement or other interest in another organization is improper depends on the facts and circumstances of each case. Your ownership of an interest in another organization may be inappropriate if the other organization has a significant business relationship with, or is a direct competitor of, BWV. In such case your financial interest would likely be inappropriate if it is of such a size that your ability to exercise independent judgment on behalf of BWV is or may appear to be compromised. As a general rule, a passive investment would not likely be considered improper if it: (1) is in publicly traded shares; (2) represents less than 1% of the outstanding equity of the organization in question; and (3) represents less than 5% of your net worth. Other interests also may not be improper, depending on the circumstances.

C. *Outside Business Activities*. The determination of whether any outside position an employee may hold is improper will depend on the facts and circumstances of each case. Your involvement in trade associations, professional societies, and charitable and similar organizations normally does not create a conflict of interest. However, if those activities are likely to take substantial time from or otherwise conflict with your responsibilities to BWV, you should obtain prior approval from your supervisor. For a director, employment or affiliation with an organization with which BWV does business or competes must be fully disclosed to our Board of Directors and Legal Counsel and must satisfy any other standards established by applicable law, rules or regulation and any other corporate governance guidelines that BWV may establish.

D. *Corporate Opportunities*. You are prohibited from exploiting for your personal advantage, opportunities that are discovered through the use of company resources, information or position, unless all required approvals are obtained. Similarly, you may not compete with BWV. You owe a duty to advance BWV's legitimate interests whenever the opportunity to do so arises.

E. *Hiring Process*. Hiring decisions should be made solely on business rather than personal considerations. In addition, situations that could be viewed as nepotism, such as the hiring of close family members of directors, officers or employees in particular situations, should be avoided. Hiring persons previously employed by organizations that have a business affiliation with BWV should be reviewed in advance with the Human Resources and Legal Departments in order to avoid inappropriate or improper situations. Such organizations include independent auditors, other service providers, subcontractors, customers, end users and competitors.

F. *Indirect Violations*. You should not indirectly (such as through a spouse, family member, affiliate, friend, partner, associate or an entity with which you have an active or significant business or financial relationship) have any interest or engage in any activity that would violate this Code if you directly had the interest or engaged in the activity. Any such relationship should be fully disclosed to a member of the Legal Department, our Legal Counsel or General Manager (and in the case of a director to the Board of Directors), in order to determine whether the relationship is inappropriate based upon the standards of this Code.

9. Political Activity

BWV policy is not to promote specific political affiliations. However, you are free to engage in political activities on your personal time so long as those activities do not interfere with your work for BrightWay Vision, and you do not involve or associate BWV in those activities in any way. Use of company property or resources for political purposes is prohibited.

10. Protection and Proper Use of Company Assets

You should protect and properly use BWV's company assets and property. Theft, carelessness, and waste have a direct impact on our profitability. All company assets should be used only for legitimate business purposes. Use of our computer networks and other communication channels for inappropriate purposes is prohibited. Use of computer networks and communication channels for personal reasons should be reasonable, kept to a minimum and not interfere with business activities.

11. Confidentiality

The obligation of employees to protect company assets includes our proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks and copyrights, as well as business, marketing, financial, human resources, technical and administrative information that has not been properly released to the public domain. Unauthorized use or distribution of this information violates BWV's policy. It could also be illegal and result in civil or even criminal penalties. Except when disclosure is specifically authorized or legally required, you should maintain the confidentiality of all non-public information that you obtain in the course of your work activities, whether or not entrusted to you by BWV or by persons with whom we do business.

12. Use of Social Media

- A. *Scope of Social Media*. We recognize that external social media and online networking sites ("Social Media") provide opportunities to share information, ideas and perspectives and are widely used in many aspects of daily life. Examples of Social Media include Facebook, Twitter, YouTube, LinkedIn and various blogging sites, among others. While the Company understands that private use of Social Media has become a regular part of all of our lives, employees and anyone else representing BWV need to know that accessing or using Social Media in any way connected to BWV creates risks to the Company and is strictly regulated as described below.

- B. *Potential Risks.* Employees should be aware that even the private use of Social Media poses potential risks. Inappropriate use of Social Media has the potential to cause damage to you, as well as to the Company if it is possible to identify from Social Media that you are an employee of the Company. Anything you post on Social Media may become public and be exposed for a long time. Also, today's cyber environment poses significant risks from hostile politically motivated sources as well as from cyber criminals, both with respect to BWV and in general. Not only is there a potential risk of cyber-attack if you are linked to the Company's IT systems in your use of Social Media, but there is also the risk that use of your private computer and e-mail address may expose you to cyber-crime or politically motivated cyber or other forms of attacks.
- C. *Rules for use of Social Media.* Due to the above-mentioned risks, the following rules apply to use of Social Media by Company employees and representatives:
1. When you join or connect to Social Media- make sure you use only your private e-mail address and not your Company e-mail address.
 2. You are expected to maintain confidentiality. Do not discuss on Social Media anything related to Company business, whether or not relating to proprietary Company information.
 3. Be aware that any comments you may make in a private capacity on Social Media may be linked to the Company if it is possible for outside persons to identify that you are a Company employee or representative. Such comments may harm the Company's image or good name or expose the Company to potential legal actions.
 4. You should be aware that posting the Company logo, indicating on Social Media that you work for BrightWay Vision or "tagging" pictures of yourself or other employees can create risks for you, the Company and other employees. Therefore, it is recommended not to do so. Also, posting a resume on Social Media that discusses specific projects, customers or products is an inappropriate and unacceptable exposure of Company information.
 5. If you believe that there is potentially damaging information about the Company appearing in Social Media, or that a response is desired to something about the Company that appears on Social Media, refer the matter to the Company Spokesperson for handling. Do not make any representations or responses on behalf of the Company or engage in a dialogue relating to the Company on Social Media, even if you think that you are defending the Company or saying something positive.
 6. You are personally responsible for whatever you publish on social media and you are expected to follow the above guidelines. The making of unauthorized or potentially damaging comments will be followed by disciplinary actions.

13. Code Interpretations and Approvals

If it is not clear to you whether a particular activity or relationship is improper or if an approval is required under this Code or other related policies or procedure, you should disclose it to a member of the Legal Department, our Legal Counsel or General Manager (and if you are a director to the Board of Directors). A determination will then be made as to whether there is a violation of the Code or whether an approval can be granted. You may be required to agree to conditions before receiving any required approval. Approvals granted to an executive officer or director may be subject to regulatory disclosures and other requirements.

14. Reporting any Illegal or Unethical Behavior

A. *Importance of Reporting.* Reporting of illegal or unethical conduct is an important element in our ability to meet the standards described in this Code. You should promptly report violations of laws, rules, regulations or this Code to our Legal Counsel as provided in the Whistle-blower process attached hereto. Employees are encouraged to talk to supervisors, managers or other appropriate personnel when in doubt about the best

course of action in a particular situation. All reports of violations of this Code will be promptly investigated and, if found to be accurate, acted upon in a timely manner. Employees are expected to cooperate in internal investigations of misconduct.

B. *Reports Relating to Financial Matters or Internal Controls.* If any report of wrongdoing relates to accounting or financial reporting matters, or relates to persons involved in the development or implementation of our system of internal controls, and such report is not provided directly to a member of Chairman of our Board of Directors, a copy of the report will be promptly provided to the Chairman of the our Board of Directors, and he may participate in the investigation and resolution of the matter.

C. *Whistle-blower Process.* In order to encourage employees to report violations of applicable laws, rules, regulations or this Code, such reports need not be signed and may be sent anonymously. It is our policy not to allow actual or threatened retaliation, harassment or discrimination due to reports of misconduct by others made in good faith by employees. Our Whistle-blower process, attached hereto as [Annex A](#), has been approved by our Board of Directors. It enables employees to report matters in a discrete manner directly to our Legal Counsel, or if they so choose to the Chairman of the Board of Directors.

D. *Addresses for Reporting.* Reports or questions relating to this Code may be addressed to the Legal Department, our Legal Counsel in accordance with the addresses set forth in [Annex A](#) hereto.

15. The Code is Enforceable by BWV Only

This Code is for the benefit of BWV, and no other person or entity is entitled to enforce this Code. This Code does not, and should not be interpreted to, create any private cause of action or remedy in any other person or entity for a violation of the Code. In addition, this Code should not be construed as a contract of employment and does not change any person's employment status.

16. Summary of What You Are Expected to Know and Do

A. *Be Familiar with the Code.* You are expected to be familiar with this Code and other related company policies and procedures.

B. *The Code is Only a General Guideline.* This Code is intended as a statement of basic principles and standards and does not include specific rules that apply to every situation. The Code also should be viewed within the framework of our other policies, procedures, practices, instructions and the requirements of the law. In addition, the absence of a specific corporate policy, procedures, practice or instruction covering a particular situation does not relieve you of the responsibility for acting ethically under the circumstances.

C. *Checklist of Things to Consider.* In many situations it may be difficult to know the proper course of action. Because this Code does not anticipate every situation that may arise, it is important that you approach a new question or problem in a deliberate fashion:

- (1) Determine if you know all the facts and identify exactly what it is that concerns you.
- (2) Discuss the problem with a supervisor or a member of the Legal Department, or if you are an executive officer or director, with the Legal Counsel.

(3) Seek help from other resources such as other management personnel.

(4) Seek guidance before taking any action that you believe may be, or may appear to be, unethical or improper.

D. *The Standards to Which You Will be Held.* You are expected to meet the following compliance standards:

(1) You are personally responsible for your own conduct and for complying with all provisions of this Code and for properly reporting known or suspected violations.

(2) If you are a supervisor, manager or officer, you should use your best efforts to ensure that employees understand and comply with this Code.

(3) No one has the authority or right to order, request or even influence you to violate this Code or the law. A request or order from another person will not be an excuse for your violation of this Code.

(4) Any attempt by you to induce a director, officer or employee of BWV to violate this Code, whether successful or not, is itself a violation of this Code and may be a violation of law.

(5) Any retaliation or threat of retaliation against any director, officer or employee of BWV for refusing to violate this Code, or for reporting in good faith the violation or suspected violation of this Code, is itself a violation of this Code and our Whistle-blower process and may be a violation of law.

E. *Violations Will be Disciplined.* Violation of any of the standards contained in this Code, or in any other policy, practice or instruction of BWV, can result in disciplinary actions, including dismissal and civil or criminal action against the violator.

ANNEX A. "Whistle-blower" Process

Introduction

BWV has adopted this "Whistle-blower" process as part of our ongoing efforts to ensure compliance with applicable legal requirements and business ethics policies. The purpose of this process is to encourage employees to report, in a non-threatening and non-retaliatory manner, suspected legal or ethical violations. BWV's Code of Business Conduct and Ethics (the "Code") as approved by our Board of Directors, requires our directors, officers and employees to maintain ethical standards in the course of performing activities relating to BWV. The Code also requires cooperation in helping to maintain and enforce those standards.

Reporting Concerns or Complaints

Taking action to prevent ethical problems is a critical part of our ethics policy. If you observe any conduct that you suspect may be illegal or in violation of the Code, you should report your concerns. You are encouraged to provide relevant information relating to such suspicions, without regard to the position held by the suspected offender. This includes, among other matters described in the Code, any suspected violations of our standards for financial reporting and internal controls.

You are requested to notify in writing BWV's General Manager Legal Counsel Adv. Yoav Kastel, with any information, complaint or concern regarding suspected legal or ethical violations by:

Telephone: (972)-(04)-8316012

Email: yoav.kastel@bw-vision.com

Mail: Advanced Technology Center, POB 15126, Haifa 3190500 Israel.

In order to be better able to respond to any information, we would prefer that you identify yourself and give us your telephone number and other contact information when you make your report. However, we will accept anonymous reports if you so choose.

Confidentiality

All notices, reports and information received under this process will be treated in a confidential manner. Every reasonable effort will be made to handle the matter with discretion and to protect the identity of those who make reports as well as those who are being investigated. However, if necessary to conduct a proper review or to comply with legal requirements, our chairman of the Board of Directors, independent accountants or others may become involved in the review process. Also, if it becomes apparent that there has been a violation of law notifications may be made to the appropriate authorities.

Retaliation

BWV's policy is to protect anyone who in good faith:

- (1) reports a possible violation of law or the Code,
- (2) reports any other concerns regarding questionable practices, or
- (3) assists in the investigation of a reported violation.

This is the case whether or not it turns out that the report is mistaken.

Retaliation in any form against someone who takes such actions will not be tolerated. Any act of retaliation should be reported immediately and will be investigated.

Questions

If you have any questions about the Whistle-blower process or other issues relating to the Code or BWV's other related policies and procedures please feel free to contact our Legal Counsel as indicated above.

Anti-Bribery Compliance Policy

1. Executive Summary

The purpose of this Policy is to assist employees in identifying anti-bribery related issues and in understanding and complying with applicable anti-bribery standards.

Guidelines:

Compliance with anti-bribery laws and regulations.

Compliance with Company policy on business entertainment and gifts.

BrightWay Vision ("BWV") is committed to conducting our business based upon ethical best practices and principles, including compliance with anti-bribery standards.

BWV is active in numerous markets, requiring compliance with the anti-bribery laws of many jurisdictions. This includes:

Applicable Israeli law, such as:

Israel's ratification of the Organization for Economic Co-operation and Development Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (the OECD Convention).

Various Israeli laws and regulations, such as Section 291 of the Penal Code, regarding anti-bribery in domestic and international transactions.

Other anti-bribery laws throughout the world applicable in the countries in which we do business, such as United States Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act.

Failure to comply with this Policy may result in significant civil and criminal penalties against the Company and the individuals involved, and is grounds for disciplinary action against such individuals, including potential termination of employment. This Policy supplements our Code of Conduct and Business Ethics (see <http://www.brightwayvision.com/>) and other related policies and procedures.

This Policy applies to:

All directors, officers and employees of BrightWay Vision Ltd. Consultants and Representatives - consistent with section "Consultants and Representatives" below, compliance with anti-bribery laws will be reflected in Company agreements with consultants and representatives.

Subcontractors and Suppliers - as part of Company's Supplier Code of Conduct (see Subcontractors and Suppliers section below), subcontractors and suppliers are required to comply with applicable anti-bribery laws and regulations.

Any questions about this Policy should be addressed to the Legal Department.

2. General

General Prohibition

Company directors, officers and employees are prohibited from making a "bribe"- giving, offering or promising "anything of value" to a Government Official with the intent to obtain any "business or any other advantage". The above statement should be interpreted broadly.

Bribery

Giving, offering or promising anything of value to a Government Official with the intent to obtain any business or other advantage.

Government Official"

(1) Officers and employees, regardless of rank, of local and national governments, and anyone who holds a position within a legislative or juridical body, or holds a position in any entity established according to a legislative act.

(2) Officials of government-owned or controlled companies.

(3) Officials of public international organizations (such as the United Nations or World Bank).

(4) Political parties, political officials and candidates for public office.

Direct or Indirect

If you are prohibited from making any payment, gift, offer or promise directly, you are also prohibited from making it indirectly.

You may not instruct, authorize or allow a third party to make a prohibited payment on your behalf, and you may not make a payment to a third party knowing or having reason to know that it will likely be given improperly to a Government Official.

Anything of Value

"Anything of value" includes not only cash and cash equivalents, but also gifts, entertainment, accommodations and anything else of tangible or intangible value.

However, certain business entertainment, gifts and travel expenses may be permissible as described in the "Business Entertainment, Gifts and Travel Expenses" section below.

Business or Other Advantage

Any improper payment to a Government Official in connection with Company business is prohibited, including payments to obtain government business or to gain any other advantage, such as reduction in taxes, tolerance of non-compliance with applicable rules or other favors or preferential treatment.

Facilitation Payments

Facilitation or "grease" payments are small payments to a low-level Government Official to expedite or secure performance of a routine, non-discretionary governmental action, such as obtaining utility services or clearing customs.

Such payments are prohibited under Israeli law and are against Company policy.

Record-Keeping

Employees must help to ensure that Company books and records (which include virtually all forms of business documentation) accurately and fairly reflect, in reasonable detail, all transactions and dispositions of assets.

No undisclosed or unrecorded fund or asset may be established or maintained for any purpose.

No employee will participate in falsifying any accounting or other business record. All employees must respond fully and truthfully to any questions from the Company's internal or independent auditors or other internal investigative functions.

Reporting Violations

Violations of this Policy should be reported to the Legal Department.

Consistent with Company policy, there will be no retaliation or any adverse employment consequence for reporting information in good faith.

Training

Employees will be provided training regarding the Company's anti-bribery compliance policy.

3. Business Entertainment, Gifts and Travel Expenses

Entertaining or providing gifts to Government Officials, or paying for travel expenses for such officials, is a potential area of risk.

Business Entertainment

Company employees may only entertain Government Officials in situations where there is a valid business purpose and the entertainment is reasonable in view of such business purpose. Entertainment must provide an opportunity to address business issues and must not be lavish or otherwise prove embarrassing for the Company.

Business entertainment for Government Officials that meets the standards set forth above is permitted if it does not exceed U.S. \$300 in value per person per occasion, and the employee arranging for such entertainment promptly thereafter submits documentation of the business entertainment and expense to his/her supervisor and to the finance department in accordance with applicable Company procedures for reimbursement of business expenses.

If the amount of the business entertainment is more than U.S. \$300 per person per occasion, it is only permitted upon the approval of the General Manager. Amounts greater than U.S. \$750 per person per occasion must also receive approval of the Legal Counsel.

Gifts

Gifts may only be given to Government Officials if they are of token or nominal value, are legal and customary in the jurisdiction in which they are given and in the jurisdiction in which the recipient of the gifts resides, and are given openly to the Government Officials.

Pre-approval is not required for items with the Company logo or gifts valued at less than U.S. \$100, but the expenses for such gifts must be supported by receipts and accurately recorded in the Company's books.

Travel Expenses

Payment of travel expenses, including food and lodging, for Government Officials is permissible only if directly related to the promotion or demonstration of Company business, or related to the performance of a contract to which the Company is a party.

Expenses beyond what is reasonably necessary for the business purpose, such as lavish accommodations or expenses for spouses and children are not permitted.

4. Consultants and Representatives

Related Procedures and Policies

Consultants or representatives who may interact with Government Officials in connection with Company business may only be retained following contracting processes and receipt of approvals specified in Company applicable procedures and policies.

Such policies provide, among other requirements, for sufficient, documented due diligence to be performed to enable the Company to conclude with reasonable assurance that the consultant or representative understands and will fully abide by relevant anti-bribery laws applicable to the Company's business.

The Company must have a written agreement with each such party, and the agreement must specifically bind such party to comply with all applicable anti-bribery laws, including, but not limited to, Israeli anti-bribery laws, the OECD Convention and the U.S. FCPA, as if such laws applied directly to such parties.

Consultants will be provided training with respect to the Company's anti-bribery compliance policy.

Red Flags

In all dealings with potential or current consultants or representatives, Company employees must be conscious of any "red flags" that may be present or arise suggesting possible violations of anti-bribery standards.

It is the responsibility of the employee who observes or suspects a red flag to report the matter to his or her supervisor as well as the Legal Department.

Subcontractors and Suppliers

In accordance with the Company's Supplier Code of Conduct (see <http://www.brightwayvision.com/>), the Company's subcontractors and suppliers are required to comply with applicable anti-bribery laws and regulations.

Prevention of Nepotism Instructions

The purpose of these instructions is to define the applicable rules relating to prevention of nepotism in the process of employee recruitment, procurement and termination, in order to avoid potential conflicts of interest.

- [1. Definitions](#)
- [2. Policy](#)
- [3. Exceptions Committee](#)

1. Definitions

Nepotism	Favoritism in employment or promotion of individuals who have a family relationship with other Company employees or representatives, thus creating the potential for conflicts of interest.
Senior Officer	<ul style="list-style-type: none">• BrightWay Vision' General Manager• A management employee reporting within one level of BrightWay Vision' General Manager• A member of BrightWay Vision' Board of Directors.
Relatives	<ul style="list-style-type: none">• Spouse• Children• Sister/brother• Sister/brother-in-law• Aunt/uncle• Niece/nephew Or spouse to each of them.

2. Policy

In order to avoid nepotism and to prevent conflicts of interest in recruiting, promoting and terminating a Company employee, the following rules will apply:

- It is prohibited to recruit and hire employees in Israel who are Relatives of a Company employee or of an employee in Israel in of the Elbit Systems' Aerospace Division.
- It is prohibited to recruit Relatives of Senior Officers to any position in the Company.

In case that existing employees are Relatives, or if two employees marry or become common-law spouses while they both are working in the Company, they are not permitted to work in the same reporting chain or in positions which require ongoing business relationships between them. If the employees find themselves in the same reporting chain, one of them will be moved to another position for which he/she has the required qualifications. If no such position is found in a reasonable period of time, one of the employees will be asked to leave the Company.

3. Exceptions Committee

An "Exceptions Committee" will convene in exceptional cases, when the General Manager believes the below-mentioned criteria may apply and, together with the General Manager or applicable Senior Officer, desires to receive approval to hire an employee as an exception to the general anti-nepotism policy.

Members of the Committee will include:

General Manager
Human Resources
Legal Counsel

The Exceptions Committee will discuss the matter and may approve an exception to the nepotism policy if **all** of the following conditions are met:

Unsuccessful search for an appropriate candidate, lasting at least four months;

The candidate is not a relative of a Senior Manager;

The candidate has specific uncommon qualifications and experience for the position in the relevant area; and

It is the responsibility of the applicable HR Manager to document the Exception Committee's decisions and maintain it in the candidate's personnel file, if recruited, and in the Divisional Exceptions Committees file and coordinate the decision with Elbit Systems Aerospace Division HR VP.

Supplier Code of Conduct

To Our Supply Chain:

BrightWay Vision Ltd. (the "Company") is committed to best practices regarding integrity in business conduct, including in our dealings with our suppliers, contractors and consultants. Our commitment to operate according to ethical standards is an important factor in enabling the Company to meet our business goals and demands of today's marketplace.

A reliable and ethical supply chain is critical for the Company's ability to support our and our customers' goals. Integrity, safety and quality are fundamental to the Company's performance, and we encourage a collaborative environment with our supply chain in these areas. Our customers rely on us to work with suppliers, subcontractors and other business partners who share these values.

To support the business integrity of our activities, we require that members of our supply chain endorse our values relating to the range of areas set forth in this Supplier Code of Conduct (the "Code"). The principles set forth in the Code represent a fundamental part of our mutual commitment on how we do business and are integral to every relationship you have with the Company.

Thank you for doing your part in helping us maintain a leading standard of business integrity.

Dr. Ofer David
General Manager
BrightWay Vision Ltd.

Introduction

Welcome to BrightWay Vision Ltd.'s (the "Company") *Supplier Code of Conduct* ("Code"). Conducting our business honestly, ethically and properly is critical to the Company's continued success. The purpose of this Code is to facilitate our suppliers, subcontractors and consultants (collectively "Supply Chain") commitment to ethical and compliant business conduct.

In addition to the specific provisions of the Code and any other Company policies, procedures or contractual obligations we may ask you to follow, we expect members of our Supply Chain to conduct their business activities ethically and in compliance with all applicable laws and regulations. This Code is intended to promote a culture that complies with not only the letter, but also the spirit, of all applicable laws, rules and regulations and related Company's policies and procedures.

This Code incorporates best practice supply chain in compliance principles and is based upon the Company's Code of Business Conduct and Ethics, which is available for review on our website, <http://www.brightwayvision.com/>.

Conducting Your Business

The Company's reputation is based on delivering systems and products that create value for our customers. In order to maintain this reputation, we strive for excellence in all that we do, including conducting ourselves according to leading ethical standards. We expect our Supply Chain to follow similar standards.

You should refer to this Code's principles when ethical and compliance issues arise. Each of the principles in this Code is fundamental to how we do business.

The Company relies on our Supply Chain to choose sub-tier subcontractors and suppliers that also share the values included in the Code. It is important everyone working on your behalf for us conducts business in the manner prescribed by the Code.

By entering into any subcontract or purchase order with the Company, you are committing to conduct your activities in a manner consistent with this Code. Accordingly, all of your business activities relating to work with the Company must be performed in a manner that is fair, ethical and compliant with this Code and applicable laws and regulations.

While the Code contains standards to be followed, no one document can cover all situations. If, for whatever reasons, following the Code would conflict with a legal requirement, you must comply with the law.

A. Compliance with Laws

You must comply with all applicable laws and regulations of the countries in which operations are managed or services provided.

B. Human Rights

You are expected to treat people with respect and dignity, encourage diversity, remain receptive to diverse opinions, promote equal opportunity for all and foster an inclusive and ethical culture, in accordance with the relevant International Labor Organization (ILO) Conventions.

1) Child Labor

You must ensure that illegal child labor is not used in the performance of work. The term "child" refers to any person under the minimum legal age for employment where the work is performed provided the legal age is consistent with the minimum working ages defined by the ILO.

2) Human Trafficking, including Forced or Indentured Labor

You must adhere to regulations prohibiting human trafficking and comply with all applicable local laws in the country or countries in which you operate. This includes refraining from violating the rights of others. You are expected to address any adverse human rights impacts of your operations. When acting as a supplier to us for a program for end use by the U.S. Government, you will comply with the requirements for prohibiting human trafficking as set forth in U.S. Federal Acquisition Regulation, Section 52 222-50 and Executive Order 13627.

C. Employment Practices

1) Harassment

You are expected to ensure that your employees are afforded an employment environment that is free from physical, psychological and verbal harassment, or other abusive conduct.

2) Non-discrimination

You are expected to provide equal employment opportunity to employees and applicants for employment without discrimination, consistent with all applicable regulations.

3) Wage and Benefits

You must pay workers at least the minimum compensation required by local law and provide all legally mandated benefits. In addition to payment for regular hours of work, workers must be paid for overtime at such premium rate as is legally required or, in those countries where such laws do not exist, at least equal to their regular hourly payment rate. Deduction from wages as a disciplinary measure should not be permitted.

4) Free Association

You are expected to respect the rights of workers to associate freely and communicate openly with management regarding working conditions without fear of harassment, intimidation, penalty, interference or reprisal. You are also expected to recognize and respect any rights of workers to exercise lawful rights of free association with any labor association of their choosing.

D. Anti-Corruption

1) Anti-Corruption Laws and Regulations

You must comply with the anti-corruption laws, directives and regulations that govern operations in the countries in which you do business.

2) Zero Tolerance Policy

The Company has a "zero tolerance" policy against corruption, whether done directly by Company employees or indirectly through our Supply Chain. For further information, see the Company's Anti-Bribery Compliance Policy, which is available on our website <http://www.brightwayvision.com/>.

3) Illegal and Improper Payments or Benefits

Doing business the right way means never providing or receiving anything of value to obtain a business advantage or favorable treatment or exert undue influence, including offering, giving, asking for or taking any form of bribe or kickback. This prohibition extends to payments and gifts of cash or in kind, made directly or through others. You must not offer any illegal payments to, or receive any illegal payments from, any customer, supplier, their agents, representatives or others. This includes a prohibition on facilitating payments intended to expedite or secure performance of a routine governmental action like obtaining a visa or customs clearance, even in locations where such activity may not violate local law.

4) Due Diligence

You are expected to exert reasonable due diligence to prevent and detect corruption in all business arrangements, including partnerships, joint ventures, offset agreements and the hiring of intermediaries such as agents or consultants.

5) Gifts/Business Courtesies

We and our Supply Chain must compete solely on the merits of our products and services. You must not try to influence a customer's decision to purchase from us or to otherwise gain an unfair competitive advantage by offering gifts, meals, travel expenses, entertainment or other business courtesies that exceed acceptable levels. Government agencies and companies have regulations prohibiting their employees' acceptance of items of value from contractors or suppliers. In any business relationship, you must ensure that: (i) the offering or receipt of any gift or business courtesy is permitted by law and regulation, and (ii) these exchanges do not violate the rules and standards of the recipient's organization and are consistent with reasonable marketplace customs and practices. Although standard give-away items of a nominal value may be provided or accepted in appropriate situations, cash and cash equivalents (such as gift cards) are prohibited.

6) Offers of Employment

Offers of employment to employees or representatives of our customers or end users, or their close relatives, could be viewed as an attempt to improperly influence decisions relating to our programs. Therefore, you should exercise caution in hiring activities in order to avoid the possibility of undue influence.

7) Fraud and Deception

You must not seek to gain any advantage of any kind by acting fraudulently, deceiving people or making false claims, or allow anyone else to do so. This includes defrauding or stealing from the Company, a customer or any third party, and any kind of misappropriation of property.

E. Competition and Anti-Trust

We compete, but fairly and within the law. As such, where you support us in doing business, you must comply with applicable competition laws (sometimes called "antitrust laws") of all applicable countries. These laws prohibit formal or informal understandings, agreements or arrangements among competitors that unfairly restrict competition. You must not fix prices, rig bids with your competitors or participate in a cartel. This includes a prohibition on exchanging current, recent or future pricing information with competitors.

F. Insider Trading

You and your personnel must not use any material or non-publicly disclosed information obtained in the course of your business relationship with the Company as the basis for trading or for enabling others to trade in the stock or securities of any company. Also, Since BrightWay Vision is a subsidiary of Elbit Systems Ltd., which its shares are publicly traded, you are required to comply with all insider trading rules relating to any business dealings with us.

G. Conflicts of Interest

You are expected to avoid all conflicts of interest or situations giving the appearance of a potential conflict of interest and provide notification to all affected parties in the event that an actual or potential conflict of interest arises. This includes a conflict between the interests of the Company or your employees' personal interests or the interests of you or your close relatives, friends or associates.

H. Maintain Accurate Records

You are expected to keep appropriate records to demonstrate compliance with this Code, as well as all applicable laws and regulations. This includes creating accurate records and not altering any record entry to conceal or misrepresent the underlying transaction represented by such records. Regardless of format, all records made or received as evidence of a business transaction must fully and accurately represent the transaction or event being documented. Records should be retained based on applicable document retention requirements.

I. Information Protection

1) Protection of Sensitive Information

The Company is committed to ensuring our intellectual property rights and those of our customers and business partners are protected to the full extent of the law and our contractual commitments. You must comply with all the applicable laws and contractual requirements governing intellectual property rights assertions, including protection against disclosure, patents, copyrights and trademarks. We also require appropriate security measures to protect classified and other sensitive information. When working with the Company, you must take necessary steps to protect and safeguard intellectual property rights and sensitive information, including the following:

Proprietary Information includes trade secrets, patents, trademarks, copyrights, business, marketing, financial, human resources, technical and administrative information not released to the public. You must safeguard proprietary information of, or provided by, the Company. It cannot be shared with a third party without the Company's express written permission.

2) Use of Sensitive Information

You will properly handle sensitive information, including classified, proprietary and personal information. Such information should not be used for any purpose (e.g. advertisement, publicity and the like) other than the business purpose for which it was provided, unless there is prior authorization from the owner of the information. Unauthorized use or distribution of Proprietary Information or Classified Information through any means, including social media, violates this Code. It may also violate applicable law, as well as regulatory and contractual requirements.

3) Information Security

You must comply with applicable data privacy laws and must protect the confidential and proprietary information of others, including personal information, from unauthorized access, destruction, use, modification and disclosure, through appropriate physical and electronic security procedures. You are expected to take the necessary information security measures, for both computer systems and portable electronic devices, to protect against malware and unauthorized disclosure of any proprietary information and other program related information provided by the Company. If there is a suspicion that a possible data security breach has occurred, it is critical that such circumstance be immediately reported to the Company.

J. Marketing Materials and Interactions with the Media

The Company controls the release of any marketing materials, press releases or media interviews that include a reference to the Company, our affiliated companies, our customers, our end users or our cooperative activities with you. Any such release requires advanced approval by the Company.

K. Environment, Health, and Safety

1) Environmental, Health and Safety Management

You must comply with all applicable environmental, health and workplace safety laws and regulations. You are also expected to establish an appropriate management system for environmental, health and safety compliance.

2) Conservation of Natural Resources

You are expected to operate in a manner that actively manages risk, conserves natural resources and protects the environment in the communities within which you operate.

3) Protection of Employee Health and Safety

You should protect the health, safety and welfare of your employees, contractors, visitors and others who may be affected by your activities.

L. Global Trade Compliance

You must ensure that your business practices are in accordance with all applicable laws, directives and regulations governing the import and export of parts, components and technical data. You will provide truthful and accurate information relating to import and export authorization processes and obtain import and export licenses and/or approvals where necessary.

M. Responsible Sourcing of Minerals

You must comply with applicable laws and regulations regarding "Conflict Minerals", which include tin, tungsten, tantalum and gold. Additionally, you should establish a policy to reasonably assure that the tin, tungsten, tantalum and gold which may be contained in the products you manufacture do not directly or indirectly finance or benefit armed groups that are perpetrators of serious human rights abuses. You should exercise, as may be directed by law or industry practice, due diligence on the source and chain of custody of these minerals and require the same from your next tier suppliers.

N. Counterfeit Parts

You are expected to develop, implement and maintain effective methods and processes appropriate to your products to minimize the risk of introducing counterfeit parts and materials into products to be delivered to us. In addition, you will provide notification to recipients of counterfeit product(s) when warranted, and exclude them from the delivered product.

O. Ethics Program Expectations

1) Whistleblower Protection and Non-Retaliation

You are expected to provide your employees with avenues for raising legal or ethical issues or concerns without fear of retaliation. You are also expected to take action to prevent, detect and correct any retaliatory actions. Company policy prohibits retaliation against any person making a good faith effort to report possible violations of the principles in this Code.

2) Consequences for Violating the Code

In the event that the expectations of this Code are not met, the business relationship may be reviewed and corrective action pursued subject to the terms of the related procurement contracts.

3) Ethics Policies

Commensurate with the size and nature of your business, you are expected to establish management systems to support compliance with laws and regulations, as well as the expectations expressed within this Code. You are encouraged to implement your own written code of conduct and to flow down those principles to the entities that furnish you with goods and services. We expect you to maintain effective programs to encourage their employees to make ethical, values-driven choices in your business dealings-beyond compliance with laws, regulations and contract requirements.

P. Reporting Concerns

1) Self-Monitoring and Reporting

You are expected to self-monitor your compliance with this Code and promptly report any integrity concern involving or affecting the Company, whether or not the concern involves your company. When requested, you are expected to assist the Company in investigating concerns.

2) Reporting Point of Contact

Prompt reporting is crucial. Concerns may be raised by contacting the Company's Legal Counsel by e-mail at: yoav.kastel@bw-vision.com.

Q. Right to Audit

We reserve the right to periodically review your business practices to ensure compliance with this Code. You are expected to comply with our reasonable inquiries related to your work for us and cooperate with audits and investigations.