

**My Size, Inc.**  
**Code of Business Conduct and Ethics**

1. Introduction.

1.1 The Board of Directors of My Size, Inc. (the "**Company**") has adopted this Code of Business Conduct and Ethics (the "**Code**") in order to promote:

(a) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;

(b) full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Israeli Securities Authority (the "**ISA**") and the Securities and Exchange Commission (the "**SEC**") and in other public communications made by the Company;

(c) compliance with applicable governmental laws, rules and regulations;

(d) the prompt internal reporting of violations of the Code to an appropriate person or persons identified in the Code; and

(e) accountability for adherence to the Code.

1.2 The Code applies to all employees, officers and directors of the Company (collectively referred to herein as the "**Covered Persons**", and each, individually a "**Covered Person**").

1.3 The Code addresses conduct that is particularly important to ensure proper dealings with the people and entities with which we interact, but reflects only a part of our commitment. From time to time, we may adopt additional policies and procedures with which our employees, officers and directors are expected to comply, if applicable to them. However, it is the responsibility of each employee to apply common sense, together with his or her own highest personal ethical standards, in making business decisions where there is no stated guideline in the Code.

1.4 Action by members of your family, significant others or other persons who live in your household (referred to in the Code as "**family members**") also may potentially result in ethical issues to the extent that they involve the Company's business. For example, acceptance of inappropriate gifts by a family member from one of our customers could create a conflict of interest and result in a Code violation attributable to you. Consequently, in complying with the Code, you should consider not only your own conduct, but also that of your family members.

1.5 Violations of the Code will not be tolerated. Any Covered Person who violates

the standards in the Code may be subject to disciplinary action, which, depending on the nature of the violation and the history of the Covered Person, may range from a warning or reprimand to and including termination of employment and, in appropriate cases, civil legal action or referral for criminal prosecution.

## 2. Honest and Ethical Conduct.

2.1 The Company's policy is to promote high standards of integrity by conducting its affairs honestly and ethically.

2.2 The Company's continued success and reputation are dependent upon each Covered Person adhering to the highest ethical and legal standards of business conduct. Each Covered Person must act with integrity and observe the highest ethical standards of business conduct in his or her dealings with the Company's customers, suppliers, partners, service providers, competitors, employees and anyone else with whom he or she has contact in the course of performing his or her job.

## 3. Conflicts of Interest.

3.1 It is the Company's policy that no Covered Person shall maintain any relationship, activity, or ownership interest that might create a conflict between his or her personal interests and the business interests of the Company. Each Covered Person is expected to adhere to a strict standard of loyalty and ethics in avoiding situations that might be thought to influence her or his actions or prejudice her or his judgment in handling the Company's business. Implicit in such standard is the obligation to make prompt and full disclosure of any potential conflict of interest as soon as practicable. All exempt, salaried personnel are expected to apply all of their ability and, except in the case of outside directors and part-time employees, all of their working effort to furthering the business interests of the Company. Honesty and integrity must be characteristic of every Covered Person's business activities. Unscrupulous or illegal dealings of any kind are not permitted. The potential for conflicts of interest is greatest for employees whose jobs involves making decisions for the Company in its dealings with third parties.

3.2 Covered Persons are required to disclose to the Company all possible conflicts of interest as soon as practicable so that the Company can determine whether a conflict of interest exists and, if so, the appropriate corrective action. Whenever a conflict of interest involving an employee (other than an executive officer) exists or may possibly exist and is not promptly eliminated, full disclosure of all relevant facts and circumstances must be made to the employee's immediate supervisor, who will transmit the information through the appropriate chain of authority to the Chairman and Chief Executive Officer ("CEO") of the Company. The Chairman and CEO will determine whether or not a conflict exists and, if so, the necessary corrective action that must be taken. It shall be the responsibility of the Chairman and CEO to ensure that any necessary corrective action is taken. Each situation disclosed will be handled, to the

extent possible, on a confidential basis. Any decision as to corrective action will take into account the nature and relative significance of the conflict of interest, how such conflict arose, the importance of the transactions involved, and the scope of the employee's responsibilities. If family holdings or activities are involved, consideration will also be given to the closeness of the personal relationship between the employee and the related individuals. Directors and executive officers must receive prior authorization or approvals of potential conflicts of interest exclusively from the Audit Committee of the Board of Directors (the "**Audit Committee**").

3.3 Notwithstanding the foregoing, the Audit Committee is responsible for reviewing and approving all transactions or arrangements that constitute "**Related-Party Transactions**" as defined by both the ISA and the SEC.

4. Compliance with Laws. The Company's policy is to operate its businesses in strict compliance with all laws and regulatory requirements. Under no circumstances shall a Covered Person take any action on behalf of the Company that he or she knows or reasonably should know violates any applicable law or regulation. Every Covered Person is expected to be familiar with the basic legal and regulatory requirements that apply to his or her duties on the job. An employee who needs help to understand his or her legal obligations is expected to ask a manager, or higher level executive or the Corporate

Compliance Officer.

5. International Business and Trade Laws. Covered Persons are expected to comply with the applicable laws in all countries to which they travel, in which they operate and where we otherwise do business, including laws prohibiting bribery, corruption or the conduct of business with specified individuals, companies or countries. The fact that in some countries certain laws are not enforced or that violation of those laws is not subject to public criticism will not be accepted as an excuse for noncompliance. In addition, we expect Covered Persons to comply with U.S. and Israeli laws, rules and regulations governing the conduct of business by its citizens and corporations outside the U.S. and Israel. If you have a question as to whether an activity is restricted or prohibited, you should make every effort to seek assistance from the Corporate Compliance Officer before taking any action, including giving any verbal assurances that might be regulated by international laws.

6. Anti-Corruption Laws. The Foreign Corrupt Practices Act (the “FCPA”) prohibits the Company and its employees and agents from offering or giving money or any other item of value to win or retain business or to influence any act or decision of any governmental official, political party, candidate for political office or official of a public international organization. Stated more concisely, the FCPA prohibits the payment of bribes, kickback or other inducements to foreign officials. This prohibition also extends to payments to a sales representative or agent if there is reason to believe that the payment will be used indirectly for a prohibited payment to foreign officials. In addition, the FCPA’s books and records provisions make it illegal to improperly record transactions subject to the FCPA. Violation of the FCPA is a crime that can result in severe fines and criminal penalties, as well as disciplinary action by the Company. Certain small facilitation or “grease” payments to foreign officials may be permissible under the FCPA if customary in the country or locality and intended to secure routine governmental action. Governmental action is “routine” if it is ordinarily and commonly performed by a foreign official and does not involve the exercise of discretion. For instance, “routine” functions would include setting up a telephone line. To ensure legal compliance, all facilitation payments must receive prior written approval from the Corporate Compliance Officer and must be clearly and accurately reported as a business expense.

7. Antitrust. Antitrust laws of the U.S. and other countries are designed to protect consumers and competitors against unfair business practices and to promote and preserve competition. Our policy is to compete vigorously and ethically while complying with all antitrust, monopoly, competition or cartel laws in all countries, states or localities in which we conduct business. If you are responsible for areas of the business where these laws apply, you must be aware of them and their implications, including how they apply in the country where you operate. Antitrust laws impose severe penalties for certain types of violations, including criminal penalties and potential fines and damages of millions of dollars, which may be tripled under certain circumstances. You should consult the

Corporate Compliance Officer with any questions you may have concerning compliance with these laws. The following is a summary of actions that are violations of applicable antitrust laws:

- **Price Fixing.** The Company may not agree, formally or informally, with its competitors to raise, lower or stabilize prices or any element of price, including discounts and credit terms, or establish or fix the price at which a customer may resell a product.
- **Limitation of Supply.** The Company may not agree, formally or informally, with its competitors to limit its production or restrict the supply of its products or services.
- **Allocation of Business.** The Company may not agree, formally or informally, with its competitors to divide or allocate markets, territories or customers.
- **Monopolies.** The Company may not engage in any behavior that can be construed as an attempt to monopolize through anti-competitive conduct.
- **Boycott.** The Company may not agree, formally or informally, with its competitors to refuse to sell or purchase products from third parties. In addition, the Company may not prevent a customer from purchasing or using non-Company products or services.
- **Tying.** The Company may not require a customer to purchase a product that it does not want as a condition to the sale of a different product that the customer does wish to purchase.

8. Meetings with Competitors. Covered Persons should exercise caution in meetings with competitors when discussing marketed products and services. For purposes of this section, co-promotion and research collaboration partners are not considered competitors. Any meeting with a competitor may give rise to the appearance of impropriety. As a result, if you are required to meet with a competitor and have questions concerning proper topics for discussion, you should consult the Corporate Compliance Officer with any questions. You should try to meet with competitors in a closely monitored, controlled environment for a limited period of time. The contents of your meeting should be fully documented. Specifically, you should avoid any communications with a competitor, regardless of how innocent or casual the exchange may be and regardless of the setting, whether business or social, regarding:

- Prices;
- Costs;
- Market share;
- Allocation of sale territories;
- Profits and profit margins;

- Product of service offerings;
- Terms and conditions of sale;
- Selection, retention or quality of customers;
- Distribution; or
- Methods or channels.

9. Corporate Opportunities. You may not take personal advantage of opportunities for the Company that are presented to you or discovered by you as a result of your position with us or through your use of corporate property or information. Even opportunities that are acquired privately by you may be questionable if they are related to our existing or proposed lines of business. Significant participation in an investment or outside business opportunity that is directly related to our lines of business must be pre-approved Corporate Compliance Officer. You cannot use your position with us or corporate property or information for improper personal gain, nor can you compete with the Company in any way.

10. Political Contributions and Activities. The Company encourages Covered Persons to participate in the political process as individuals. Covered Persons should be careful to make it clear that their political views and actions are their own, and not made on behalf of the Company. The Company's funds or assets shall not be used to make a political contribution to any political party or candidate, unless prior approval has been given by the Corporate Compliance Officer. The following guidelines are intended to ensure that any political activity you pursue complies with this policy and to ensure that any political activity you pursue is done voluntarily and with your own resources and time:

- Contribution of Funds. You may contribute your personal funds to political parties or candidates. The Company will not reimburse you for personal political contributions.
- Volunteer Activities. You may participate in volunteer political activities during non-work time. You may not participate in political activities during working hours.
- Use of Company Facilities. The Company's facilities generally may not be used for political activities (including fundraisers or other activities related to running for office). However, the Company may make its facilities available for limited political functions, including speeches by government officials and political candidates, with the approval of Compliance Officer.
- Use of Company Name. When you participate in political affairs, you should be careful to make it clear that your views and actions are your own, and not made on behalf of the Company. For instance, neither Company letterhead nor your Company email account should be used to send out personal letters in connection with political activities.

11. Competition and Fair Dealing. You should endeavor to deal fairly with customers and competitors, and anyone else with whom you have contact in the course of performing your job. Covered Persons not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

- Relationships with Customers. Our business success depends upon our ability to foster lasting customer relationships. The Company is committed to dealing with customers fairly, honestly and with integrity. Be aware that the Federal Trade Commission Act (the “FTCA”) provides that “unfair methods of competition in commerce, and unfair or deceptive acts or practices in commerce, are declared unlawful.” It is a violation of the FTCA to engage in deceptive, unfair or unethical practices and to make misrepresentations in connection with sales activities. Specifically, you should keep the following guidelines in mind when dealing with customers:
  - Information we supply to customers should be accurate and complete to the best of our knowledge. Covered Persons should not deliberately misrepresent information to customers.
  - Customer gifts and entertainment, when permitted, should not exceed reasonable and customary business practice. Employees should not provide gifts or entertainment or other benefits to customers that could be viewed as an inducement to or a reward for, customer purchase decisions. See “*Meals, Gifts and Entertainment*”, for additional guidelines in this area.
- Relationship with Competitors. We strive to outperform our competition fairly and honestly. Advantages over our competitors are to be obtained through superior performance of our products and services, not through unethical or illegal business practices. Acquiring proprietary information from others through improper means, possessing trade secret information that was improperly obtained, or inducing improper disclosure of confidential information from past or present employees of other companies is prohibited, even if motivated by an intention to advance our interests. If information is obtained by mistake that may constitute a trade secret or other confidential information of another business, or if you have any questions about the legality of proposed information gathering, you must consult Compliance Officer. The Company is committed to free and open competition in the marketplace. Employees should avoid actions that would be contrary to laws governing competitive practices in the marketplace, including federal and state antitrust laws. Such actions include misappropriation and/or misuse of a competitor’s confidential information or making false statements about the competitor’s business and business practices. For further discussion of appropriate and inappropriate business conduct with competitors, see Section 7,

*“Antitrust”*.

- Meals, Gifts and Entertainment. You shall not solicit or accept money, loans, credits, or prejudicial discounts, or accept gifts, entertainment, favors, or services from present or potential customers that might influence or appear to influence purchasing decisions. You should make every effort to refuse or return a gift that is beyond the Company’s permissible guidelines. If it would be inappropriate to refuse a gift or you are unable to return a gift, you should promptly report the gift to your supervisor. Your supervisor will bring the gift to the attention of Compliance Officer, who may require you to donate the gift to an appropriate community organization. These principles apply to the conduct of our business everywhere in the world, even where certain practices are widely considered a “way of doing business.” If you conduct business in other countries, you must be particularly careful that gifts and entertainment are not construed as bribes, kickbacks or other improper payments. For clarity, a “bribe” is anything of value given in an attempt to affect a person’s actions or decisions in order to obtain or retain business or to secure an unfair business advantage. A “kickback” is the return of a sum already paid or due to be paid as a reward for awarding or fostering business. See Section 6, *“Anti-Corruption Laws”*, for a more detailed discussion of our policies regarding giving or receiving gifts related to business transactions in other countries. If you have any questions about whether it is permissible to accept a gift or something else of value, contact your supervisor or Compliance Officer for additional guidance.
  
- Gifts, Meals and Entertainment Provided To or By Non-Customers. The Company recognizes that in some instances, gifts, meals and entertainment can provide an entirely appropriate means of furthering a business relationship. Appropriate business gifts, meals and entertainment are welcome courtesies designed to build relationships and understanding among business partners. Gifts, meals and entertainment, however, should not compromise, or appear to compromise, your ability to make objective and fair business decisions, and should not be (a) of excessive value, (b) in cash, (c) susceptible of being construed as a bribe or kickback, (d) made or received on a regular or frequent basis or (e) in violation of any laws. It is your responsibility to use good judgment in this area. As a general rule, you may give or receive gifts, meals or entertainment to or from non-customers only if the gift, meal or entertainment is consistent with customary business practices and would not be viewed as an inducement to or reward for any particular business decision. All gifts, meals and entertainment expenses should be properly accounted for on expense reports. The following specific examples may be helpful:
  - Meals and Entertainment. You may occasionally accept or give meals, refreshments or other entertainment if:
    - The items are of reasonable value;



- A primary purpose of the meeting or attendance at the event is business related; and
  - The expenses would be paid by the Company as a reasonable business expense, if not paid for by another party.
- Entertainment of reasonable value may include food and tickets for sporting and cultural events if they are generally offered to others.
- Advertising and Promotional Materials: You may occasionally accept or give advertising or promotional materials of nominal value. All advertising and promotional materials provided by the Covered Persons must be approved in advance by the Compliance Officer.
  - Personal Gifts: You may accept or give personal gifts of reasonable value that are related to recognized special occasions such as a graduation, promotion, new job, wedding, birth of a child, retirement or a holiday. A gift is also acceptable if it is based on a family or personal relationship and unrelated to the business involved between the individuals.
- Gifts Rewarding Service or Accomplishment: You may accept a gift from a civic, charitable or religious organization specifically related to your service or accomplishment.
- Gifts, Meals and Entertainment Provided to Customers. The Company does not provide any gifts or entertainment to customers, including, without limitation, “reminder” gifts, such as branded mugs, pens, and notepads. This prohibition applies irrespective of the cost of the item (there is no *de minimis* exception), and no company representative may use personal funds to provide anything of value to a customer that is otherwise prohibited. The Company may provide occasional educational items to some customers (except where state law further restricts or prohibits such gifts), but only if the value of the item (i) is less than \$100, (ii) is used for educational purposes, (iii) does not have independent value to a customers outside of his or her profession, and (iv) has been approved by the appropriate review process prior to use.

12. Protection and Propose Use of Company Assets. All Covered Persons are expected to protect our assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on our profitability. Our property, such as office supplies, computer equipment, buildings, and products, are expected to be used only for legitimate business purposes, although incidental personal use may be permitted. You are also required to safeguard all electronic programs, data, communications and written materials from inadvertent access by others. You may not, however, use our corporate name, any brand

name or trademark owned or associated with the Company or any letterhead stationery for any personal purpose. You may not, while acting on behalf of the Company or while using our computing or communications equipment or facilities, either:

- Access the internal computer system (also known as “hacking”) or other resource of another entity without express written authorization from the entity responsible for operating that resource; or
- Commit any unlawful or illegal act, including harassment, libel, fraud, sending of unsolicited bulk email (also known as “spam”) in violation of applicable law, trafficking in contraband of any kind, or espionage.

If you receive authorization to access another entity’s internal computer system or other resource, you must make a permanent record of that authorization so that it may be retrieved for future reference, and you may not exceed the scope of that authorization.

Unsolicited bulk email is regulated by law in a number of jurisdictions. If you intend to send unsolicited bulk email to persons outside of the Company, either while acting on our behalf or using our computing or communications equipment or facilities, you should contact your supervisor or Corporate Compliance Officer for approval.

All data and communications transmitted or received to or by, or contained in, the Company’s electronic or telephonic systems is the property of the Company. The Company property also includes all written communications. You have no expectation of privacy with respect to these communications and data. To the extent permitted by law, The Company has the ability, and reserves the right, to monitor, retain and review, with or without an employee’s or third party’s knowledge, consent or approval, all electronic and telephonic communication in accordance with applicable law. These communications may also be subject to disclosure to law enforcement or government officials.

You are also required to promptly report to your supervisor or the Corporate Compliance Officer of the actual or suspected theft, damage or misuse of Company assets or property.

13. Disclosure. The Company applies the highest ethical standards in its financial and non-financial public reporting and follows all applicable ISA, SEC, Tel Aviv Stock Exchange, NASDAQ and other standards and rules regarding reporting. It is of critical importance that all disclosures and announcements made by the Company to security holders or the investment community be accurate and complete, fairly present, in all material respects, the subject matter of the disclosure, and be made on a timely basis. Covered Persons who prepare disclosures or review information that will be included in the Company’s filings with the SEC or other government agencies or otherwise disclosed to the public must take this responsibility very seriously. Such Covered Persons must provide information that is relevant, objective, accurate and complete to promote full, fair, accurate, timely and understandable disclosures. Each Covered Person has the responsibility to immediately report to appropriate Company personnel or the Audit Committee any information that he or she becomes aware of that affects disclosures made

by the Company. This includes any violations of law or this Code that may warrant disclosure to appropriate government authorities. Requests for information about the Company or its business should be directed to the appropriate departments for response. In general, such requests should be answered only by departments and personnel directly responsible for communicating with the groups making the requests, such as the Company's CEO or Chief Financial Officer ("CFO"). Any inquiry about a pending or threatened legal matter or other sensitive issue should be referred to the Company's CEO and/or CFO. The Company has designated corporate spokespersons to control the flow of information among the media. No Covered Person other than a designated corporate spokesperson should provide any information about the Company or its business to the media. If a Covered Person receives an inquiry from the media, he or she should ask for the inquirer's contact information and pass the inquiry on to the corporate managers or executives who are trained in such matters.

14. Waivers. The Board of Directors may, in its discretion, waive any violation of this Code with respect to any Covered Person. Any waiver of the Code for a director or an executive officer of the Company shall be disclosed as required by the ISA, SEC, Tel Aviv Stock Exchange and NASDAQ rules.

15. Reporting Violations and Communicating Concerns. As part of its commitment to ethical and legal behavior, the Company requires that Covered Persons report to the Company as soon as practicable any actual or apparent violations of law or ethical standards and any questionable accounting or auditing matters so that they may be investigated and dealt with appropriately. This obligation extends to any instance where a Covered Person suspects, but is uncertain whether, a violation may be occurring. Failure to comply with this duty to come forward is a violation of this Code and can result in disciplinary action, including termination of employment. To obtain guidance on a Code issue or to report a suspected violation, a Covered Person may choose from several

options. An employee should first speak with his or her supervisor. If the employee feels uncomfortable talking with his or her supervisor, the employee should speak with higher management. If the employee also feels uncomfortable discussing the matter with higher level management, the employee should contact the Corporate Compliance Officer the Chairman, the CEO, President, or the Audit Committee. Officers and directors should contact the Corporate Compliance Officer or any Deputy Corporate Compliance Officer, the Human Resources Department, the Company's General Counsel, the Chairman, CEO, President or the Audit Committee. To provide Covered Persons with another means of communicating concerns regarding possible violations of the Code, the Company maintains a toll-free compliance hot line. The compliance hot line will not identify the source from which the call originates so that the caller may remain anonymous if he or she so chooses. However, callers are encouraged to provide their name and contact information so that the investigator may contact them with any follow-up questions. The phone number of the compliance hot line will be publicized in the Company e-Directory and, as appropriate, on work area posters. All reports of possible misconduct or wrongdoing will be handled in a manner that protects the privacy of the individual reporting the matter to the greatest extent possible. There will be no retribution for anyone solely on the basis that he or she reported what he or she reasonably believed to be an act of wrongdoing or a violation of the Code. Any Covered Person who deliberately makes a false accusation will be subject to disciplinary action.

#### 16. Enforcement.

- The Company's Corporate Compliance Officer, in coordination with senior management and, where appropriate, the Board of Directors and the Audit Committee, is responsible for overseeing the fair, prompt and consistent enforcement of this Code, including the investigation of possible violations and the undertaking of remedial actions. Actions prohibited by this Code involving directors or executive officers must be reported to the Audit Committee. After receiving a report of an alleged prohibited action by a director or executive officer, the Audit Committee must promptly take all appropriate actions necessary to investigate and recommend to the Board of Directors any appropriate remedial actions.
- The Corporate Compliance Officer shall report all matters to the Chairman of the Audit Committee relating to any (i) alleged violation of the Code by any director or executive officer (ii) complaints, reports, or concerns regarding financial statement disclosures, accounting, internal accounting controls, or auditing matters (collectively, "**Accounting Matters**"); (iii) violation of applicable securities laws, rules, and regulations relating to financial reporting; (iv) retaliation against any employees who make any allegations relating to (i) through (iii) above; and (v) other matters required to be addressed by the Audit Committee (A) set forth in the Reporting Procedures for

Accounting Matters, the Charter of the Audit Committee, or otherwise, and (B) pursuant to all applicable laws, rules, and regulations.

- The Audit Committee has the continuing duty to review the performance of the Company's Chief Financial Officer and other members of the financial management staff and to provide independent and skilled guidance to the Board of Directors in fulfilling its responsibilities and to ensure the fairness and accuracy of the Company's Accounting Matters. Pursuant to Section 301 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder and the Audit Committee Charter, the Audit Committee established reporting procedures for the receipt, retention and treatment of complaints received by the Company and Audit Committee on issues regarding alleged Code violations by directors and executive officers, Accounting Matters and other matters.

17. Acknowledgement Process. The Company requires each employee to sign an acknowledgment from time to time confirming that they have received the Code and understand that it represents a mandatory policy of the Company. New Covered Persons are required to sign this acknowledgment as a condition of employment. Adherence to and support of the Code, as well as participation in related activities and training, are considered in decisions regarding hiring, promotion and compensation for all candidates and employees. The form of acknowledgement is attached as **Exhibit A** to this Code.

**EXHIBIT A**  
**ACKNOWLEDGMENT OF RECEIPT AND REVIEW**

[To be signed and returned to the Corporate Compliance Officer]

I acknowledge that I have received and read a copy of the My Size Group, Inc. Code of Business Conduct and Ethics. I understand the contents of the Code and I agree to comply with the policies and procedures set out in the Code.

I understand that I should report a suspected conflict of interest or other violation of the Code to any person listed in the Code to receive such reports or to the toll-free compliance hotline.

\_\_\_\_\_

[SIGNATURE]

\_\_\_\_\_

[PRINTED NAME]

\_\_\_\_\_

[DATE]