

FOREIGN CORRUPT PRACTICES ACT COMPLIANCE POLICY

DeepShield Systems, Inc.

Effective Date: January 15, 2024

Policy Number: GOV-2024-001

Version: 2.0

1. PURPOSE AND SCOPE

1 This Foreign Corrupt Practices Act ("FCPA") Compliance Policy (the "Policy") establishes DeepShield Systems, Inc.'s ("DeepShield" or the "Company") requirements and procedures for ensuring compliance with the U.S. Foreign Corrupt Practices Act and other applicable anti-corruption laws.

2 This Policy applies to all directors, officers, employees, contractors, consultants, agents, representatives, subsidiaries, and affiliates of DeepShield worldwide (collectively, "Covered Persons").

2. POLICY STATEMENT

1 DeepShield maintains a zero-tolerance approach to bribery and corruption. The Company prohibits offering, promising, giving, or authorizing the giving of anything of value, directly or indirectly, to any government official or private party to obtain or retain business or secure any improper advantage.

2 As a provider of critical infrastructure cybersecurity solutions operating globally, DeepShield recognizes its heightened responsibility to maintain the highest ethical standards in its business dealings with government entities, state-owned enterprises, and private sector clients.

3. DEFINITIONS

1 "Government Official" means:

- a) Any officer or employee of a government or government-owned/controlled entity
- b) Any officer or employee of a public international organization
- c) Any person acting in an official capacity for or on behalf of any government or department
- d) Any political party official or candidate for political office

e) Employees of state-owned or state-controlled utilities, infrastructure operators, or industrial facilities

2 "Anything of Value" includes but is not limited to:

- a) Cash or cash equivalents
- b) Gifts, meals, travel, and entertainment
- c) Training programs or technical support services
- d) Business, employment, or investment opportunities
- e) Confidential information or intellectual property
- f) Personal favors

4. PROHIBITED CONDUCT

1 Covered Persons are strictly prohibited from:

1.1 Making corrupt payments, bribes, kickbacks, or other improper benefits to any person, including Government Officials

1.2 Using third parties or intermediaries to channel payments that would otherwise violate this Policy

1.3 Creating false, inaccurate, or misleading books and records to disguise improper payments

1.4 Establishing off-the-books accounts or slush funds

5. DUE DILIGENCE AND CONTROLS

1 Third Party Due Diligence

1.1 DeepShield shall conduct risk-based due diligence before engaging third parties who may interact with Government Officials on the Company's behalf.

1.2 The Legal Department must approve all third-party representatives operating in high-risk jurisdictions.

2 Financial Controls

2.1 All payments must be:

- a) Supported by complete and accurate documentation
- b) Recorded in reasonable detail in the Company's books and records

- c) Made by corporate check or wire transfer (no cash)
- d) Consistent with local written laws and regulations

6. REPORTING AND COMPLIANCE

1 Training Requirements

- 1.1 All employees must complete annual FCPA compliance training
- 1.2 Additional training required for personnel in high-risk positions or locations

2 Reporting Violations

2.1 Employees must report suspected violations to:

- a) Their immediate supervisor
- b) The Legal Department
- c) The Ethics Hotline at [ethics@deepshield.com]
- d) The Chief Compliance Officer

2.2 DeepShield prohibits retaliation against anyone who reports suspected violations in good faith

7. ENFORCEMENT

1 Violations of this Policy may result in disciplinary action up to and including termination of employment or business relationships.

2 The Company will cooperate with law enforcement authorities in the investigation and prosecution of FCPA violations.

8. POLICY ADMINISTRATION

1 The Legal Department is responsible for implementing and updating this Policy.

2 Questions regarding this Policy should be directed to the Chief Compliance Officer or Legal Department.

3 This Policy shall be reviewed annually and updated as necessary to reflect changes in applicable laws and business operations.

9. ACKNOWLEDGMENT

I acknowledge that I have read and understand DeepShield's FCPA Compliance Policy and agree to comply with its terms.

Name: _

Title:

Date:

Signature:

Approved by the Board of Directors

DeepShield Systems, Inc.

January 15, 2024