

A woman with curly hair and a man with a beard are smiling and looking at a computer screen. The woman is in the foreground, and the man is slightly behind her. They are both wearing casual clothing. The background is a bright, modern office space with large windows.

# DARIOHEALTH CORP. CODE OF CONDUCT

Making the Right Thing to Do the Easy Thing to Do



## COLLEAGUES,

Welcome to the DarioHealth Code of Conduct.

Our Code is an outward demonstration of our commitment to honest and ethical behavior in all that we do. Through this behavior, and our values of Team Power, Execution Excellence, Agility, a User-First Approach, and Creation of Value, we can continue to deliver on our promise of helping people live better.

Each of us, no matter what our role in the organization, is responsible for compliance with applicable laws and regulations, as well as our own personal conduct. This Code serves as a compass, providing direction toward these expected behaviors and it should be used as a resource if you ever have questions around your conduct or the conduct of others.

We pride ourselves on providing employees with a work environment that is free of harassment, discrimination, and retaliation. One where everyone is empowered to contribute toward a common goal, and experience nothing but respect, support, and motivation from one another.

These are exciting times for DarioHealth and I'm happy to share them with all of you. As we continue to experience tremendous growth and opportunity, it's important that we remain grounded in the principles and values within the Code.

Thank you for all that you do to serve our members, our clients, and one another!



**Erez Raphael**

Chief Executive Officer  
DarioHealth Corp.





# OUR VISION, MISSION, AND VALUES



## VISION

We are changing the healthcare experience by putting people at the center of simple, continuous, connected *care for health*.



## MISSION

We make it easy for people to care for their health, with continuous and connected support that anticipates needs, understands motivation, and simplifies behavior change to put better health and outcomes within everyone's reach.



## VALUES

### TEAM POWER

We are a multidisciplinary organization operating at the intersection of life sciences, behavioral science, and technology. The key to our success lies in working as a team, with mutual respect, support, and motivation to achieve a common goal.

### EXECUTION EXCELLENCE

We are goal driven and execute strategic decisions quickly and efficiently. Our strong leadership, supported by a democratized workplace culture, translates into achievable actions and successful outcomes.

### AGILITY

We are agile and flexible in the fast-paced environment of digital therapeutics. We embrace challenges and respond quickly to market needs, using data-based evidence to support every decision we make.

### A USER-FIRST APPROACH

Our users always come first! The products we build are based on a personalized, user-centric experience grounded in clinically proven outcomes. Taking a user-first approach is the foundation of our success.

### CREATE VALUE

By constantly measuring our key success factors, we adapt and evolve to optimize our resources to create added value for our users.

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## I. INTRODUCTION

As individuals, we value integrity, honesty, ethical conduct, and fairness, and we apply these values to our behavior as employees, managers, officers, and directors.

As a company, DarioHealth Corp. and its subsidiaries (collectively, “Dario”) strive to conduct business with the highest degree of integrity and honesty. In every activity, including business decisions, employee-employee interactions, and contact with customers, contractors, suppliers, and other third parties, we strive to abide by all applicable laws and rules. We believe that consistent ethical conduct is, and will continue to be, a major factor in our success: in case of a conflict between ethical conduct and business success, ethical conduct comes first.

Managers are expected to inform all employees and contractors under their supervision of this Code of Conduct (the “Code”), ensuring that their group members abide by the letter and spirit of all applicable laws and practice the highest standards of business integrity.

The Code addresses several key areas of business conduct; however, no code or policy can anticipate or address all situations that may arise and we will invariably encounter “gray areas” in the application of this policy. It is expected that every Dario employee will adhere to these standards of conduct, using his or her best judgment and seeking advice from managers, Dario’s executive management team, including Dario’s Chief Executive Officer and the Chairman of the Board of Directors, President and Chief Operating Officer, and Chief Financial Officer (collectively, the “Executive Officers”), as well as other appropriate sources to assist in decisions where the course of action is unclear. We truly value our ethical conduct. Therefore, violations of the Code will be dealt with expeditiously and as consistently as possible by the appropriate Dario officers, and may subject our employees to disciplinary action, which, in severe cases, may include termination of employment.

## II. SCOPE

The Code and associated policies and procedures apply to everyone who has a relationship with Dario (collectively the “Personnel”), including, but not limited to:

- Board Members
- Officers
- Employees, including employees of any subsidiary
- Third Parties who provide goods or services on behalf of Dario:
  - Consultants
  - Vendors
  - Contractors

## III. PRINCIPLES OF CONDUCT

We are committed to fostering an ethical environment at Dario that is built upon the following principles:

- Treating everyone with dignity and respect
- Complying with all applicable laws, regulations, and company policies
- Behaving honestly and fairly, and being truthful and accurate in all communications
- Using good judgment and high ethical standards
- Protecting the confidentiality of all private member and employee information
- Protecting trade secrets, competitive information, and intellectual property belonging to Dario and our clients
- Maintaining accurate and timely records
- Avoiding conflicts of interest
- Guarding against the theft and misuse of Dario assets
- When in doubt, seeking guidance prior to acting
- Reporting misconduct



## IV. CONFLICTS OF INTEREST

Dario expects the undivided business loyalty of its employees. This means that, unless pre-approved by our Board of Directors (for our officers) or an Executive Officer of Dario (for employees and/or consultants), officers and employees should be free from any interest, influence, or relationship which might conflict, or appear to conflict, with the interests of Dario or the effectiveness of their job performance. Officers and employees must therefore avoid any investment, gratuity, or association which interferes, or might reasonably be thought to interfere, with their best judgment in the performance of their job duties and other actions affecting Dario. It is important to closely examine any gift, loan, or other special preference offered by a person or organization that does, or wants to, do business with Dario. Any employee who has specific questions regarding the appropriateness of a particular action, including acceptance of gratuities from suppliers or contractors, should consult with his or her manager.

The following are examples of unacceptable business practices, which represent or give rise to a conflict of interest or other ethical breach:

- Use of a Dario position, or resources or confidential information gained as a result of such position, for personal gain;
- Acceptance of any item or service of value from someone doing business with Dario, where such item is offered or appears to be offered in exchange for any type of favorable treatment or advantage;
- Unauthorized outside employment or consulting, which in any way conflicts with, affects, or impacts Dario's interests;
- Offering any type of payment or business courtesy of significant value (e.g., entertainment, meals, transportation, or lodging) to a government official, supplier, or customer for the purpose of influencing any government or organizational decision or obtaining favorable treatment or advantage.

Conflict of interest issues can and should be resolved by informing the Compliance Department or Legal Counsel of the potential conflict and obtaining a written authorization to proceed whenever required. See section XXI. *Reporting* for contact information.

## V. OUTSIDE EMPLOYMENT

Unless otherwise approved by our Board of Directors (for our officers) or an Executive Officer of Dario (for employees), Dario expects its Personnel to refrain from directly or indirectly performing duties, incurring obligations, or engaging in business or professional relationships where there is, or would appear to be, a conflict of interest. No outside activity may interfere with your job performance or duties to Dario.

## VI. PROFESSIONAL AND TRADE ASSOCIATIONS

Dario encourages employee participation in professional and trade associations in accordance with personal and Dario's interests. In participating in an outside organization, one must understand whether he or she is representing Dario or acting in a personal capacity. Unless an employee is designated as the official Dario representative by Dario, the employee is acting solely in his or her individual capacity.

As a member of a trade or professional group, such employee may encounter competitors' employees. Never discuss proprietary or sensitive competitive issues, such as prices, costs, terms or conditions of sales, product plans, or any other competitively sensitive, confidential, or nonpublic information.





## VII. CHARITIES AND COMMUNITY SERVICE

Dario encourages its employees to make contributions of personal time or financial resources to non-profit organizations, according to their own interests and priorities. If, however, an employee is active in community-based non-profit organizations, the employee must be alert to possible conflicts of interest between Dario and the organization. If a conflict arises between the organization and Dario, the employee should inform the Compliance Department and disqualify himself or herself from making any decision in his or her capacity as an organization representative that may concern or impact Dario, or, if necessary, resign from the organization.

## VIII. GIVING AND RECEIVING GIFTS

Dario strives to always preserve and protect its reputation of integrity. Accepting gifts, entertainment, or meals from outside sources may create an appearance of impropriety and may violate Dario policies. Personnel are always prohibited from soliciting tips, personal gratuities, or gifts from any source.

Personnel may not accept gifts or favors intended to influence employees. Employees and their family members should refuse gifts or favors when it appears a gift is intended to influence an employee's or the company's decisions. No gift with a value of more than \$100 may be accepted.

Personnel should consult with their supervisor or the Compliance Department for additional guidance.

## IX. PROTECTING COMPANY ASSETS AND CORPORATE OPPORTUNITIES

In our competitive environment, protection of Dario's assets is crucial. Dario's assets include principally intangible assets such as Dario's intellectual property rights in its technological know-how, information about Dario's business strategies and intentions, information regarding plans for research or future research, internal databases, customer lists, confidential technical data, organizational charts, employee directories, and compensation information. Each officer and employee is contractually bound to keep company assets confidential, per the terms and conditions of his or her employment agreement and/or signed non-disclosure agreement.

Accordingly, Dario's proprietary information must not be disclosed verbally, in writing, electronically (e.g., via the Internet), or in any other way, unless specifically and expressly authorized by a manager responsible for the information being disclosed, and then only subject to the provisions of a signed non-disclosure agreement. When speaking with third parties, it is important to avoid unauthorized disclosure of any of Dario's confidential information. We must also ensure that confidential discussions are not overheard by others or disclosed by careless transmission of information. Physical documents containing proprietary information should be shredded when no longer needed in accordance with data retention policies. A great deal of information is stored on computer drives and other electronic devices, and if any such information is lost or stolen it is imperative that employees report this loss immediately to the Compliance Department. Failure to protect Dario's confidential or proprietary information is considered misconduct and may result in disciplinary action, up to and including termination of employment or association with Dario.

Furthermore, Dario's corporate opportunities are valuable assets of the company. Therefore, Personnel, except as may be approved by the Board of Directors or a committee of independent directors, or as may be memorialized in agreements approved by the Board of Directors or a committee of independent directors, must refrain from (a) taking for themselves personally opportunities that belong to Dario or are discovered through the use of corporate property, information, or position; (b) using corporate property, information, or position for personal gain; and (c) competing with Dario.



## X. APPROPRIATE USE OF DARIO RESOURCES

Dario provides a wide variety of assets to its employees for conducting company business, including computers, communication systems, and other equipment and materials. Although Personnel may occasionally use some of these resources for incidental personal activities, it is each employee's duty to keep this usage to a minimum and to comply with all of Dario's internal policies and guidelines. Excessive personal use of Dario's resources increases our costs and expenses, reduces availability of the resources for Dario's business needs, and may adversely affect employee job performance.

The rules below apply to the use of Dario's resources even outside working hours and outside Dario's premises. While employees may occasionally use Dario's telephone and computer systems to send or receive personal messages, to access internet materials that are not directly business-related, or to create personal documents or files, these activities must be kept to a minimum and in compliance with all of Dario's internal policies and guidelines. In addition, employees may not use any Dario resource in violation of any law, rule, or regulation. Personnel may not allow others to use Dario resources for any purpose, and may not use any Dario resource to create, transmit, store, or display messages, images, or materials that are for personal gain, solicitations, or chain letters, or are threatening, sexually explicit, harassing, or otherwise demeaning to any person or group. Such misuse of assets is misconduct and may result in disciplinary action, up to and including termination of employment or association with Dario.

Personnel may not use any Dario asset for personal activities that may lead to the loss or damage of the asset. Employees are responsible for safeguarding the integrity of Dario systems, by protecting them from computing viruses and the like.

Dario may access and inspect all the company's resources that Personnel may use for personal activity, including company computers, servers and systems, telephones, mobile phones, voicemail systems, desks, vehicles, and other equipment belonging to the company. Personnel should not expect personal privacy regarding any messages or records created or transmitted via Dario systems, including electronic documents, e-mail, and voice mail, regardless of whether personal passwords or filing systems are used. For reasons related to safety, supervision, security, and other concerns, Dario may inspect persons and property on Dario premises at any time and without notice, subject to applicable local laws.

## XI. INSIDER STOCK TRADING

In certain instances, Dario grants stock options or other company securities to its directors, officers, and employees to enable such persons to share in Dario's success. However, the ownership of Dario's securities, whether through the grant of options by Dario or through open market purchases, carries with it the responsibility of adhering to the applicable law and to Dario's policy governing stock trading. Directors, officers, employees, and third parties may not conduct stock transactions (purchases or sales) on the basis of material, non-public information and are absolutely restricted from trading during particular periods. Further details are provided in Dario's Insider Trading Policy, which directors, officers, and employees must adhere to as a condition of continued association with Dario. Any questions regarding this complex and important subject matter should be referred to the Chief Financial Officer. Failure to adhere to these policies may result in disciplinary action, up to and including termination of employment or association with Dario.





## XII. RESPECTING PRIVACY

Dario respects the privacy and dignity of all individuals. Under this policy, personal information necessary for effective business operation will be collected and retained. Furthermore, access to personal employee information within Dario will be limited to the employee and to those persons with a legitimate business need for such information, including needs related to the performance of job responsibilities.

With regard to employment verifications, certain employee information may be disclosed without the written consent of the current or former employee. Such information includes verification and dates of employment, job titles, and work locations. In addition, Dario will disclose any information required by law or court order.

Employee privacy also becomes an issue when personal use is made of Dario resources. Although Dario assets are intended for use in supporting and conducting Dario business, limited and reasonable personal use of company equipment and systems is permitted see section X. *Appropriate Use of Dario Resources* for more information. Where not prohibited by law or regulation, Dario reserves the right to monitor the use and content of its corporate resources and systems. Employees should have no expectation of privacy when using the company's resources, whether for business or personal use. Dario may inspect the company's records and systems, including electronic systems, and the information contained in them, with or without advance notice to employees—even when information is stored under an individual's personal identification code or password.

## XIII. PRIVACY AND SECURITY OF CUSTOMER INFORMATION

The provision of Dario services requires that the company collect and maintain personal information of those it serves. The information Dario collects is protected under federal, state, and international privacy and security laws that govern Personally Identifiable Information (PII) and Protected Health Information (PHI). These laws require the company to handle PII and PHI in a confidential manner.

PII is information that can identify a person, either by itself or when combined with other information. This can include an individual's social security number, date of birth, address, phone number, etc.

PHI is the term given to health data created, received, stored, or transmitted by HIPAA-covered entities and their business associates in relation to the provision of healthcare, healthcare operations, and payment for healthcare services. This can include an individual's demographic data, medical history, blood glucose measurements, blood pressure reading, insurance information, etc.

When dealing with a member's PII or PHI, Personnel must:

- Use and disclose only the minimum necessary amount of PII or PHI to do the required work, including:
  - Using health information with all identifiers removed whenever possible
  - Sharing PII and PHI with the minimum number of people
  - Viewing only the minimum amount of information required
- Disclose PII or PHI only with appropriate written authorization from the individual, unless the law authorizes or requires disclosure
- Never view member PII or PHI out of curiosity
- Appropriately dispose of unneeded copies of electronic records containing PII or PHI
- Always lock computers when unattended
- Ensure that PII and PHI transmitted outside of Dario is encrypted

The privacy of those the company serves is critical to Dario's success. Violating these or other privacy requirements will result in disciplinary action, up to and including termination, even for a first offense. Privacy violations can also result in civil and/or criminal penalties for Dario and the Personnel in question.





## **XIV. RECORDING AND REPORTING INFORMATION**

Every employee records, maintains, or submits some kind of information within Dario.

Examples of such information include: time worked; product testing results; service reports; product order or shipment reports; financial records; and expense reports. False, misleading, or dishonest reporting, both inside and outside Dario, is not only strictly prohibited but could also lead to civil and even criminal liability and sanction, or termination, by Dario. For example, falsification of expense reports or time records may be considered theft. Submission of false information to the government or to government agencies, such as the U.S. Securities and Exchange Commission, the Israeli Securities Authority, stock exchanges on which Dario securities are traded, or any other regulatory or self-regulatory organization can, in some instances, lead to fines and/or imprisonment. Accordingly, information must be recorded or reported accurately and honestly. In addition, all officers, members of Dario's Board of Directors, and all Dario employees, when asked by an officer or director, must produce or cause to be produced full, fair, accurate, timely, and understandable disclosure in reports and documents that Dario files with or submits to the Securities and Exchange Commission and in other public communications.

## **XV. CONTRACTING AND SIGNING ON BEHALF OF DARIO**

Signing correspondence, reports, and other documents that contain substantive opinions, conclusions, or determinations that may legally bind Dario must be signed by, or under the control of, the Executive Officers. Agreements between Dario and other companies and individuals create obligations for the parties to the agreements and expose the parties to legal and financial risks. An employee may not sign/execute an agreement on behalf of Dario unless he or she has the legal authority to obligate Dario. Typically, only the Executive Officers will have signature rights.

## **XVI. COMPLIANCE WITH LAWS**

It is Dario's policy to comply with both the letter and the spirit of all applicable laws, rules, and regulations governing its operations. Every officer and employee with significant responsibilities should have a working knowledge of permissible activities involved in his or her work and, whenever there's any question, seek guidance from the Compliance Department or Legal Counsel.

There are numerous laws that govern our conduct in almost all aspects of our business. The following areas are governed by specific laws that every employee is required to comply with: securities law compliance, healthcare/medical device regulation, Internet and e-commerce regulation, employment, health and safety, environmental matters, government contracting, import/export matters, international commerce, intellectual property (patents/copyright/trademark), domestic and international trade, and many other areas related to our business. Any questions concerning the application of this policy or a particular law to a specific situation should be discussed with the Compliance Department or Legal Counsel.

Whenever there exists a potential violation of law or possible ethical compromise, Personnel have an obligation to promptly report the situation to the Compliance Department or Legal Counsel.



## **XVII. PROHIBITION OF DISCRIMINATION AND HARASSMENT**

Dario is committed to hiring, promoting, and compensating employees based on their qualifications and demonstrated ability to perform job responsibilities. Dario treats all employees fairly, without regard to age, race, national origin, religion, sex, condition of pregnancy, marital status, disability, veteran status, and sexual orientation.

Dario does not tolerate sexual harassment or other unlawful behavior in the workplace, whether committed by a co-worker, leader, client, contractor, vendor, or anyone else. Actions, words, jokes, or comments that are derogatory and based on any person's sex, race, ethnicity, sexual orientation, age, religion, or disability will not be tolerated at the company. Although sexual harassment appears in various forms and degrees, it generally consists of unwelcome sexual advances, unwelcome requests for sexual favors, or other unwelcome verbal or physical conduct of a sexual nature. Sexual harassment occurs when submission to or repeating sexual advances adversely affects employment in any way (for example, promotion, termination, or unfavorable work assignments), or when unwelcome sexual conduct otherwise interferes with job performance or creates an intimidating or hostile work environment.

Dario is committed to providing a workplace free from unlawful behavior and sexual harassment. If an employee feels he or she has been subjected to such harassment at Dario, it is the employee's obligation to report the conduct to Human Resources.

Complaints of sexual harassment or other unlawful behavior are serious matters. Dario expects leaders to act upon such allegations and expects employees to report such behavior. If an investigation confirms that improper conduct occurred, the company will take appropriate action.

## **XVIII. EXCLUDED INDIVIDUALS**

Dario will not knowingly employ or contract with individuals or entities that have been listed as debarred, excluded, or otherwise ineligible for participation in federal healthcare programs. As a condition of employment or appointment, Personnel are required to notify the Compliance Department immediately if they are currently, or will be in the future, listed by the Federal Department of Health and Human Services Office of Inspector General, the General Services Administration, or the applicable state Medicaid Exclusion and Suspension List as a person who is excluded from participation in federal or state healthcare programs.



## **XIX. FRAUD, WASTE, AND ABUSE**

Dario policies and federal and state law prohibit fraudulent activity in the healthcare system. The Federal False Claims Act and state fraud and abuse prevention laws prohibit conduct, such as knowingly submitting a false or fraudulent bill (claim) or using or making a false statement to get a false or fraudulent claim paid. Dario and its Personnel can be prosecuted for filing inaccurate claims for reimbursement with its clients, and can be subject to civil fines, criminal penalties, or both.

Routine audits, reviews, and monitoring, along with internal controls, help Dario prevent and detect this type of activity.

Dario expects Personnel to report known or suspected activity of this type to the Compliance Department. Personnel who lawfully report false claims or other fraudulent conduct, or who otherwise assist in an investigation, are protected from retaliation in accordance with Dario policy and applicable federal and state laws.

## **XX. ANTI-BRIBERY AND CORRUPTION**

Dario strictly prohibits bribery and other improper payments in any of its business operations. This prohibition applies to all business activities, anywhere in the world, whether involving government officials or other commercial enterprises. A bribe or other improper payment to secure a business advantage is never acceptable and can expose individuals and Dario to possible criminal prosecution, reputational harm, or other serious consequences. Each officer and employee of Dario has a personal responsibility and obligation to conduct Dario's business activities ethically and in compliance with all applicable laws based on the countries wherein Dario does business. Failure to do so may result in disciplinary action, up to and including termination.

## XXI. REPORTING

All Dario Personnel having information, knowledge, or suspicion of any actual or contemplated action or inaction which is, or appears to be, in violation of this Code of Conduct is required to report the matter promptly to a manager, the Compliance Department, or Human Resources. For those who wish to remain anonymous, the report may be made via the Compliance Hotline. However, it is important to understand that the Compliance Hotline is intended to supplement and not replace other mechanisms for asking questions and raising concerns within the organization. It should be used only when other avenues of communication have not been effective, or when a reporter wishes to remain anonymous.

### COMPLIANCE HOTLINE

(Available 24 hours a day, 7 days a week):

**Phone** - 1-877-684-4780

**Online** - <https://my.compliancehotline.com/report/DarioHealth>

**Email** - [DarioHealth@compliancehotline.com](mailto:DarioHealth@compliancehotline.com)

Any violation or failure to report a known violation of law or policy may result in disciplinary action, up to and including termination.

## XXII. WHISTLEBLOWER POLICY/ NON-RETALIATION

Dario has a strict policy prohibiting intimidation of and/or retaliation against any individual who participates in good faith in Dario's Compliance Program. Good faith participation in the Compliance Program includes, but is not limited to, reporting potential issues, investigating issues, self-evaluations, audits, and remedial actions, and reporting to appropriate personnel. Any attempt at retaliation or intimidation will result in disciplinary action, up to and including termination.

## XXIII. MANAGEMENT RESPONSIBILITIES

Managers must set an example and act when compliance and ethical issues are raised. They are responsible for ensuring that their employees know the content of this Code of Conduct. Managers are responsible for seeking help from the Compliance Department for themselves and their employees when the appropriate action is not clear or when questions arise.

## XXIV. ACKNOWLEDGEMENT

At Dario, compliance and ethics are EVERYONE'S RESPONSIBILITY. All Dario Personnel will be required to acknowledge that they have reviewed and understand the Code. This acknowledgement will be required within ninety (90) days of joining Dario and annually thereafter. Acknowledgement may also be requested if material changes are made mid-year.

Any waiver of this Code of Conduct for any Executive Officer or member of the Board of Directors may only be made upon the prior written approval of Dario's Board of Directors and will be promptly disclosed as required by law. Waivers of the Code for non-officer Personnel may be made by the President, only upon the employee's making full disclosure of the transaction in question in advance. Such waivers will only be granted in extraordinary circumstances when necessary.

## XXV. INTERPRETATION OF THE CODE OF CONDUCT

The matters addressed in this Code are both fundamental and important. Dario is committed to providing Personnel with all the resources necessary to understand and comply with its terms and the terms of the underlying laws and policies. All terms of the Code should be construed in tandem with Dario's other stated policies, procedures, and guidelines, and in conjunction with any applicable laws, rules, and regulations. Any employee who is uncertain as to the meaning, interpretation, or application of this policy to a specific situation should seek guidance from his or her department manager or the Compliance Department. This Code is not a contract and Dario retains the right to change, modify, suspend, interpret, or eliminate any provision, retroactively or proactively, at any time with or without notice.

Adopted by the Board of Directors on May 15, 2022



## ACKNOWLEDGEMENT

I hereby acknowledge that I have received a copy of DarioHealth Corp.'s **Code of Conduct** (the "**Code**"). Further, I certify that I have reviewed the Code, understand the policies and procedures contained therein, and agree to be bound by and adhere to the Code, the policies and procedures contained therein, and any related policies and procedures of the company.

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**DATED:**

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**SIGNATURE:**

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**NAME:**