

NANO-X IMAGING LTD.
WHISTLEBLOWER POLICY

1. OVERVIEW

- 1.1 This policy for complaints regarding accounting, internal accounting controls or auditing matters, wrongdoings in the management of the business of the Company, or violations of the Code of Ethics and Conduct or fraudulent or illegal conduct (“**Policy**”) has been adopted by and applies to any and all entities within the organization of Nano-X Imaging Ltd (including all affiliates and subsidiaries), referred to collectively in this Policy as “**Nanox**” or the “**Company**”.
- 1.2 Nanox is committed to honest and ethical conduct as well as full and accurate financial disclosure and to maintaining its books and records in compliance with all applicable laws, rules and regulations.
- 1.3 Nanox wishes to encourage employees, independent contractors, third-party vendors, customers and business partners to make Nanox aware of any practices, procedures or circumstances that raise concerns about the integrity of its financial disclosures, books and records, the conduct of management or violations of its Code of Ethics and Conduct.
- 1.4 This Policy governs the receipt, retention and treatment of complaints regarding Nanox’s accounting, internal accounting controls or auditing matters, wrongdoings in the management of the business of the Company, violations of the Code of Ethics and Conduct or fraudulent or illegal conduct and the protection of the confidential reporting of employee concerns regarding such matters.
- 1.5 This Policy is in addition to Nanox’s Code of Ethics and Conduct, which describes the policy and procedures for reporting any illegal or unethical behavior.
- 1.6 This Policy shall be presented to all Company employees, officers and directors, which shall execute the acknowledgement notice, in the form attached hereto as **Exhibit A**.

2. ACCOUNTING COMPLAINT

- 2.1 For purposes of this Policy, an “**Accounting Complaint**” is a complaint about accounting, internal accounting controls, auditing matters or questionable financial practices, including but not limited to complaints of:
 - 2.1.1 fraud against investors, securities fraud, mail or wire fraud, bank fraud or fraudulent statements to the Securities and Exchange Commission (the “**SEC**”) or the investing public;
 - 2.1.2 violations of SEC rules and regulations or any other laws applicable to Nanox’s financial accounting, maintenance of financial books and records, internal accounting controls and financial statement reviews or audits;
 - 2.1.3 fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of Nanox;
 - 2.1.4 significant deficiencies in or intentional noncompliance with Nanox’s internal accounting controls;
 - 2.1.5 misrepresentations or false statements regarding a matter contained in the financial records, financial reports or audit reports of Nanox; and
 - 2.1.6 deviation from the full and fair reporting of Nanox’s financial condition.

3. CONDUCT COMPLAINTS

- 3.1 For purposes of this Policy, a “**Conduct Complaint**” is a complaint about wrongdoings in the management of the business of the Company and/or violations of the Code of Ethics and Conduct and/or fraudulent or illegal conduct by an employee or officer of Nanox.

4. REPORTING COMPLAINTS

- 4.1 The Company urges any person desiring to make an Accounting Complaint or a Conduct Complaint (together, a “**Complaint**”) to contact Nanox’s designated compliance officer (the “**Compliance Officer**”), who is currently the Chief Legal Officer, directly, orally or in email to whistleblowing@nanox.vision. For persons who wish to report a Complaint anonymously, Nanox has established the following three (3) alternative procedures to report a Complaint:
- 4.2 Telephone Hotline or Electronic Form: Any person may call the numbers available at: +1-877-306-4970 or submit an electronic form, available at www.whistleblowerservices.com/NNOX to report a Complaint anonymously. The phone call and electronic form will be received by a third-party contractor specifically engaged to provide Complaint services.
- 4.2.1 Written Complaints: Any person may report a Complaint in writing marked CONFIDENTIAL and mailed to the following address: The Communications Center, Neve Ilan, Israel (Attn: Chief Legal Officer).
- 4.2.2 Audit Committee: Any person may also report a Complaint to the Chairman of the Audit Committee directly, orally or in writing marked CONFIDENTIAL and mailed to the following address: The Communications Center, Neve Ilan, Israel (Attn: Chairman of the Audit Committee).
- 4.3 Upon receipt of a Complaint, the Compliance Officer or the Audit Committee, as applicable, will acknowledge receipt to the person reporting the Complaint if possible (if his or her identity is known).

5. REVIEW AND INVESTIGATION OF COMPLAINTS

- 5.1 Complaints received by the Compliance Officer or the Audit Committee, as applicable, will be reviewed and investigated either by himself, herself or themselves or by a designated employee, outside counsel, advisor, expert or third-party service provider. If determined to be necessary by the Compliance Officer or the Audit Committee, as applicable, Nanox shall provide for appropriate funding to obtain additional resources that may be necessary to conduct the investigation, including without limitation, retaining outside counsel and/or expert witnesses. Unless otherwise directed by the Compliance Officer or the Audit Committee, as applicable, any person assigned to investigate a Complaint will report his or her findings and recommendations to both the Compliance Officer and the Audit Committee.
- 5.2 At least once each calendar quarter and whenever else as deemed necessary, the Compliance Officer shall submit a report to the Audit Committee (and any member of Company management that the Audit Committee directs to receive such report) that summarizes each Complaint made to the Compliance Officer within the last twelve (12) months and shows specifically: (i) the complainant (unless anonymous, in which case the report will so indicate), (ii) a description of the substance of the Complaint, (iii) the status of the investigation, (iv) any conclusions reached by the investigator and (v) findings and recommendations.
- 5.3 The Audit Committee shall review all Complaints periodically.

6. CONFIDENTIALITY AND ANONYMITY OF PERSONS REPORTING ACCOUNTING COMPLAINTS

- 6.1 While Nanox prefers that persons reporting Complaints identify themselves to aid in the investigation, if necessary, reports may be made anonymously if desired and if permitted by applicable laws. If requested by the employee, Nanox will protect the confidentiality and anonymity of an employee who makes a Complaint, in accordance with applicable laws, to the fullest extent possible, consistent with the need to conduct an adequate review and investigation of the Complaint. The Company is not obligated to protect the confidentiality and anonymity of a non-employee person who makes a Complaint.

7. ACCESS TO REPORTS AND RECORDS REGARDING COMPLAINTS

- 7.1 All reports and records associated with Complaints are considered confidential information and access will be restricted to the Compliance Officer, the members of the Audit Committee and such other persons reasonably determined by the Compliance Officer or the Audit Committee to require such access.

8. DISCLOSURE OF INVESTIGATION RESULTS

- 8.1 Complaints and any resulting investigations, reports or resulting actions will generally not be disclosed to the public except as required by any legal requirements or regulations or by any Company policy in place at the time.

9. RETENTION OF RECORDS

- 9.1 Any reported information or documents which we consider unfounded or not falling within the scope of a Complaint will be promptly deleted.
- 9.2 Any reported information or documents that are not deleted pursuant to Section 8.1 but that do not give rise to disciplinary action or legal proceedings will be deleted or securely archived, if permitted by applicable law, within two (2) months of completion of the investigation into the report unless an alternative period is required or permitted by applicable law.
- 9.3 All other reported information and documents relating to a Complaint made through the procedures outlined in this Policy shall be retained for at least seven (7) years from the date of resolution of the Complaint, after which time the information and documents may be destroyed, unless the information or documents should be kept under applicable laws, or may be relevant to any pending or potential litigation, inquiry or investigation, in which case the information and documents may not be destroyed and must be retained for the duration of that litigation, inquiry or investigation and thereafter as necessary.

10. NO RETALIATION

- 10.1 The Company will not discipline, discriminate against or retaliate against any person who reports a Complaint in good faith and will not tolerate any such action.
- 10.2 The Company will abide by all laws that prohibit retaliation against employees who lawfully submit complaints under these procedures.

11. PERIODIC REVIEWS AND AMENDMENTS

- 11.1 The Compliance Officer will periodically review this Policy. Any amendments to this Policy must be approved by the Audit Committee. When we update this Policy, we will notify you by updating the "Effective Date" on the cover page of this Policy by posting the new Policy to our website and taking any other steps, including sending additional notices and/or obtaining your acknowledgement to material changes, to the extent required by applicable law.

Exhibit A**Acknowledgement Notice**

By signing this document, I acknowledge that I have read and understand the foregoing Policy and am aware that I may report real or suspected fraudulent or unethical activity to the Compliance Officer, and that such reporting will be strictly confidential and anonymous. I also acknowledge that retaliation in any form taken against any employees who report a Complaint will not be tolerated, and such action will be grounds for disciplinary action.

Dated: _____

Name: _____

Title: _____

Signature: _____