

# OTONOMO TECHNOLOGIES LTD.

## FAIR DISCLOSURE POLICY

**Effective Date: August 13, 2021**

It is the policy of Otonomo Technologies Ltd. and its subsidiaries (the “Company”) to maintain an active and open public dialogue with shareholders, institutional investors, broker/dealers, and sell-side analysts (collectively, “Securities Market Participants”). While the Securities and Exchange Commission’s Regulation Fair Disclosure (“Regulation FD”) does not apply to the Company as a foreign private issuer, the Company is committed to the fair disclosure of information consistent with the spirit of Regulation FD. Regulation FD prohibits the selective disclosure of material nonpublic information to certain enumerated persons and is intended to eliminate situations where a company may disclose important nonpublic information, such as earnings warnings, to securities analysts or selected institutional investors, before disclosing the information to the general public.

For purposes of this policy, “public disclosure” means filing or furnishing a Form 6-K with the Securities and Exchange Commission (“SEC”), or disseminating information through another method (or combination of methods) of disclosure that is reasonably designed to provide broad, non-exclusionary distribution of the information to the public. The Company has established the following guidelines to avoid selective disclosure of material nonpublic information.

### **Compliance Guidelines for this Fair Disclosure Policy**

Directors, officers and employees of the Company will not disclose material nonpublic information about the Company except via a means reasonably designed to provide broad, non-exclusionary distribution to the public (e.g., a press release and/or Form 6-K).

Information is “material” if there is a substantial likelihood that a reasonable investor would consider it important in deciding whether to buy, sell or hold a security. Any information that could reasonably be expected to affect the price of a security is material. Possible material information or events include, but are not limited to:

- earnings information and quarterly results;
- guidance on earnings estimates;
- mergers, acquisitions, tender offers, joint ventures or dispositions;
- changes in control of the Company or changes in senior management;
- new products or developments regarding customers (e.g., the acquisition or loss of a contract);
- changes in auditors or auditor notification that the Company may no longer rely on an audit report;
- significant events concerning the Company’s physical assets;
- events regarding the Company’s securities (e.g., defaults on senior securities, calls of securities for redemption, repurchase plans, stock splits, dividends, changes to the rights of security holders, or public or private sales of additional securities);

- bankruptcies or receiverships;
- cybersecurity or data security incidents; and
- significant litigation or regulatory actions.

Because this is an area that requires specialized judgment, you should contact the Company's Compliance Officer if you have questions. For purposes of this Policy, the "Compliance Officer" shall be the Company's General Counsel; provided that if the General Counsel is unavailable, the Compliance Officer shall be the Company's Chief Financial Officer ("CFO").

"Nonpublic" information is information that is not generally known or available to the public. Information is considered publicly available, and thus public, only when it has been released in a manner that would result in its widespread dissemination, including via a post on our website, and the investing public has had time to absorb the information, typically 2 business day[s].

If any director, officer or employee believes that material nonpublic information may have been selectively disclosed, that individual should contact the Compliance Officer immediately. The Compliance Officer will determine the appropriate public disclosure, if any, that will have to be made in accordance with SEC rules and regulations and this policy.

#### 1. **Authorized Representatives of the Company**

- a. Persons authorized to communicate on behalf of the Company to Securities Market Participants are limited to the Chief Executive Officer (the "CEO") and the Company's Investors' Relations nominated by the CEO (each, an "Authorized Person"). Individual members of the board of directors will not communicate with Securities Market Participants other than through, or with the consent of, the Chairperson (or lead independent director, if applicable). From time to time, the CEO may designate other persons authorized to communicate on behalf of the Company with Securities Market Participants.
- b. In addition, the CEO is authorized to communicate with employee shareholders and beneficial owners in response to inquiries regarding employee shareholder accounts and other administrative matters.
- c. It is the Company's policy that, except as specified under (a) and (b) above, employees shall not communicate with Securities Market Participants, and should refer all questions to the Authorized Person. Any reference to "employees" in this policy also relates to officers of the Company and contractors who devote all or substantially all of their time to the Company.
- d. In order to ensure that complete and accurate information is obtained, Securities Market Participants should direct all inquiries regarding the Company's financial condition, results of operations, strategies and other similar matters, to the CEO. Statements by employees or agents who are not Authorized Persons should not be relied upon.

## 2. **Quarterly Earnings Release Conference Calls and Updates**

- a. The Company will hold quarterly investor conference calls open to the public and media and provide advance notice of the call through a press release or other means of widespread public dissemination. Before the conference call, the Company will distribute publicly its quarterly or annual earnings release. The Company will also furnish its quarterly or annual earnings release with the SEC on Form 6-K.
- b. A transcript of the conference call will be provided on the Company's website after the conference call for 90 days.
- c. To the extent that the Company provides guidance relative to its financial goals, all guidance, and changes to or affirmations of guidance, will be provided through public disclosure. Any change to guidance practices will be announced in the same manner in which the Company provides guidance. The Company will not subsequently affirm previously-released earnings guidance, if any, or comment on current quarter or annual performance except through public disclosure.
- d. As needed, from time to time, the Company may hold investor conference calls open to Securities Markets Participants and will provide public notice about the call through public disclosure.

## 3. **Quiet Period**

Other than broad, non-exclusionary distribution to the public (e.g., a press release or Form 6-K), the Company will observe a "quiet period," during which the Company shall not comment on its earnings estimates or other prospective financial results for the applicable period. The quiet period will begin two weeks prior to the end of the quarter and continue until the Company's earnings information for the applicable period is made public.

## 4. **Analyst Models and Reports**

Analyst reports and earnings models may only be reviewed to correct errors that can be corrected by referring to publicly available, historical, factual information or to correct any mathematical errors. No other analyst feedback or guidance on earnings models may be communicated to an analyst. No Company employee should distribute copies of, or refer to, selected analysts' reports to anyone outside the Company. This is consistent with the Company's intention not to adopt any particular analyst report.

## 5. **Communications and Meetings**

- a. It is the Company's policy that, to the extent practical, at pre-scheduled meetings and conference calls with Securities Markets Participants, at least one Authorized Person and another representative of the Company will be present.

- b. The Company may participate from time to time in securities firm-sponsored and other investor and industry conferences. The CEO shall pre-approve the Company's participation in these conferences. It will be the Company's practice to publicly announce its participation in such conferences.
- c. The Company will not intentionally disclose any material, non-public information during said meetings, conference calls, conferences or such other communications, unless such disclosure is made in advance or simultaneously on a widespread basis and with adequate prior notice. If the Company unintentionally discloses material non-public information during said meetings, conference calls, conferences or such other communications, the Company will make the appropriate public disclosure, if any, that is required under applicable SEC rules and regulations and this policy.
- d. Although the Company recognizes that Regulation FD does not apply to communications with the media nor to it as a foreign private issuer, it is the Company's policy to publicly disclose material information before discussing such material with individuals representing the media.

6. **Television, Radio and Online Broadcasting Appearances**

All requests to conduct business-related television, radio or online broadcasting programs, or to appear as a guest on such programs, must be approved in advance by the CEO or CFO. Broadcast activities that are a part of an approved marketing effort do not need to be approved in advance.

7. **Online Chat Rooms, Forums and Social Media Platforms**

The Company may monitor what others are saying about the Company in online chat rooms, forums and social media platforms. However, the Company generally will not respond to any business-related rumors or correct any inaccuracies that might appear unless required to do so by law or by regulators.

8. **Commenting on Rumors**

The Company has a policy of not responding to business-related rumors absent a legal duty to do so. Whether or not the rumor has any basis in fact, the Company normally will respond by saying: "Our policy is not to comment on business-related rumors or speculations." Like most companies, the Company follows this approach consistently in order to avoid providing an implied confirmation or denial in other circumstances. Exceptions to this policy must be approved by the CEO or CFO.

9. **Use of Safe Harbor Language**

The Company will use safe harbor language with respect to forward-looking statements about financial performance at the beginning of quarterly conference calls with the investment community and whenever its representatives speak with analysts or investors.

Safe harbor language will also be included in all of the Company's written investor relations documents that contain forward-looking statements.

10. **Further Information about this Policy**

All inquiries regarding the provisions or procedures associated with this policy should be addressed to the Compliance Officer.