

FINANCE & REGULATION RISK MANAGEMENT

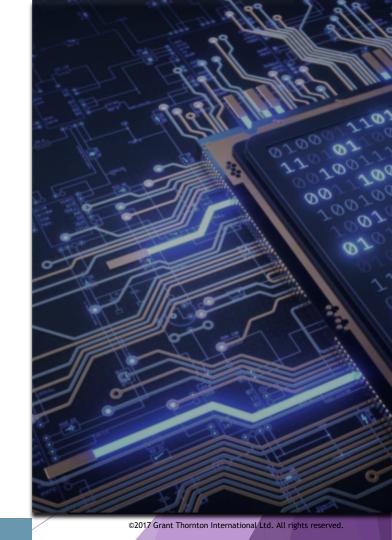
SEPTEMBER 2024

YISRAEL GEWIRTZ, CPA PARTNER



AGENDA

- Prevention of Fraud & Embezzlement
- Compliance Program for Public Traded Company
- Prevention of Bribery & Corruption
- Investment Management
- Information Flow from Subsidiaries / Business Divisions



Fraud is a deliberate act of deception or impersonation intended to obtain an illegal or unethical advantage.

Examples include:

- Fake receipts
- Forged signatures
- Presenting false information

Embezzlement is a type of fraud, committed by a person entrusted with assets or funds belonging to others.

Examples include:

- Document forgery
- False reporting

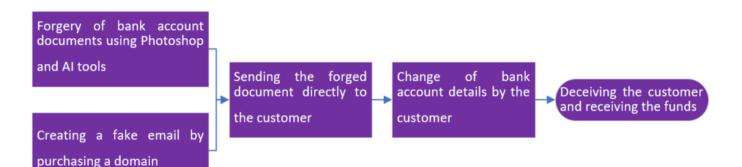


Mapping the risks / scenarios

Raising fraud awareness

PREVENTION OF FRAUD & EMBEZZLEMENT: PHISHING EXAMPLE

Impersonation, leading to the theft of funds



PREVENTION OF FRAUD & EMBEZZLEMENT: PHISHING EXAMPLE

| Original email | Fake email | Cost |
|-------------------|-------------------|--------|
| Fanince@gt.il.com | Fanince@gt-il.org | 9.99\$ |

つ gt-il.org \$ 9.99 for first year ③

Disclosure of material weakness in the Financial Reports

The Company's management, including our chief executive officer and chief financial officer, concluded that, as of June 30, 2022, we did not have effective controls related to changes of suppliers' payments details in our systems. As previously disclosed, during the quarter ended June 30, 2022, we identified a material weakness in our internal control over financial reporting relating to a cybersecurity incident in which a third party impersonated a supplier of services by using a falsified email domain account and requested us to wire a payment to a false bank account. As a result, we transferred an amount of \$165,000 to the third party (a fictitious vendor). We were able to recover most of the falsely obtained payment from our financial institution, but have established an immaterial reserve for the amount of the disbursement that we have no assurance will be recoverable.



COMPLIANCE PROGRAM FOR PUBLIC TRADED **COMPANY**

COMPLIANCE PROGRAM FOR PUBLIC TRADED COMPANY

Development of the Compliance Work Plan

Formulate and implement a Compliance Program

Employee Training Program

Develop an employee training program to meet regulatory requirements

COMPLIANCE PROGRAM - FOR PUBLIC TRADED COMPANY

- SEC compliance is an ongoing process
- Aspects of SEC compliance:
 - Corporate Finance Controls
 - Marketing and Sales Practices
 - Insider Trading

COMPLIANCE PROGRAM - FOR PUBLIC TRADED COMPANY

Effective SEC compliance program requires:

- Senior Management Commitment to Compliance
- Internal Corporate Oversight Structure
- Code of Conduct
- Compliance Policies and Procedures
- Initial and Ongoing Compliance Training Programs
- > Internal Reporting Mechanisms for Compliance Violations
- Internal SEC Compliance Monitoring and Auditing
- Enforcement and Remediation
- Discipline for Non-Compliance and Incentives for Compliance
- Documentation of Initial and Ongoing Compliance Efforts

PREVENTION OF BRIBERY & CORRUPTION



PREVENTION OF BRIBERY & CORRUPTION: THE CHALLENGE OF IDENTIFYING CULTURAL GAPS IN MULTINATIONAL OPERATIONS

In March 2009, Israel signed the OECD Anti-Bribery Convention, committing to take the necessary measures to combat the global phenomenon of bribery of foreign public officials in international business transactions.

PREVENTION OF BRIBERY & CORRUPTION

Procedures and clear work Compliance Program instructions

Training program to raise employee awareness and help employees identify situations יץ situ ייאפly to invoi פיים corruption and bribery

Monitoring transactions in ongoing operations

Monitoring

nvestigation

Reviewing specific transactions (see example)

PREVENTION OF BRIBERY & CORRUPTION

הסדר בפרשת השוחד באפריקה: שיכון ובינוי תשלם 260 מיליון שקל, חברה בת תודה בקשירת קשר לפשע

חברת הבת שיכון ובינוי SBI תשתיות, שאחראית לפעילות הבינלאומית, תורשע בעבירה של קשירת קשר לפשע ותודה בהפרה של חוק ני"ע. במקביל, תיקי החקירה נגד חברת האם שיכון ובינוי הציבורית, ו-SBI שוויץ ייסגרו

הסדר טיעון לחברות בקבוצת שיכון ובינוי ב<u>פרשת השוחד</u> לעובדי ציבור זרים באפריקה כדי לקדם פרויקטים ולזכות במכרזים: חברת הבת שיכון ובינוי SBI תשתיות, שאחראית לפעילות הבינלאומית, תורשע בעבירה של קשירת קשר לפשע ותשלם למדינה סכום של כ-260 מיליון שקל. SBI תשתיות תודה גם בהפרה של חוק ני"ע, וזאת בשל אי הפסקת התשלומים ללא קבלות, שחלקם היו בלתי נאותים. במקביל, תיקי החקירה נגד חברת האם שיכון ובינוי הציבורית, ו-SBI שוויץ ייסגרו.

הסדר הטיעון שעליו חותמת שיכון ובינוי, וכפוף לאישורו של בית המשפט המחוזי בת"א שעליו יוגש ההסדר, הוא אקורד הסיום של הפרשה, לאחר שבכיריה לשעבר חתמו על הסדרי טיעון. על פי ממצאי החקירה, בין השנים 2008-2017 בקבוצת שיכון ובינוי פעל מנגנון משומן, בידיעת ואישור מנהלים בכירים, שפעל לשלם שוחד לעובדי ציבור שונים באפריקה, ובקניה בפרט, על מנת לקדם את עסקי החברה. עיקר התשלומים הועברו סביב השנים 2012 במזומן, תוך ניהולם במערכת הנהלת חשבונות נפרדת, ואי מתן גילוי אודותיהם בדוחות החברה.



INVESTMENT MANAGEMENT

INVESTMENT MANAGEMENT:

MANAGING A SIGNIFICANT INVESTMENT PORTFOLIO AFTER AN IPO

Determining and documenting investment risk level

Formalizing the Investment Policy, including a foreign currency exposure policy

Establishing an Investment Committee

Implementing controls on periodic reporting

INVESTMENT MANAGEMENT - CURRENCY RISK MANAGEMENT

Use of Financial Instruments



FWRD (Forward Contracts)



Options



Natural Hedges (Loans in Local Currency)

INVESTMENT MANAGEMENT CURRENCY EXPOSURE ASPECTS

| Financial Instrument | Pros | Cons |
|-------------------------|--|---|
| Forward Contracts | Fixes the exchange rate for a future date. | Changing market movements can result in losses. |
| Options | Provides the option to buy or sell according to needs. | High premiums can make it expensive. |
| Loans in Local Currency | Access to local loans and local banks. | Exposure to interest rate risk, depending on the central bank's policies. |

INFORMATION FLOW FROM SUBSIDIARIES / **BUSINESS DIVISIONS**



INFORMATION FLOW FROM SUBSIDIARIES / BUSINESS DIVISIONS

Global Information Flow

Establishing processes and controls for the flow of information between subsidiaries/business divisions and the parent company/headquarters.

Uniform reporting structure

Communication channels for pivotal information

Monitoring signature rights

THANKS!

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