



CODE OF CONDUCT

This Code of Conduct contains our Company's standards of business conduct and ethics. It is your responsibility to familiarize yourself with and comply with the requirements and guidance provided herein and in other company policies. "You" or "Employee" refers to all employees and contractors employed or contracted by the Company. The term "Department" refers to the Legal department of Ness Project Europe SRL.

Acting with integrity helps the Company strengthen its reputation, attract and retain great employees, and meet the expectations of customers, partners and communities.

A. Compliance with Company Policies and Procedures

The company is committed to doing business with integrity, and we expect you to uphold that commitment in everything you do. We rely on our employees to follow the law and act ethically and responsibly. As a condition of employment, all employees must comply with the Company's policies and standards of business conduct, including this Code of Conduct. When in doubt about ethical or legal responsibilities, employees should seek clarification from a supervisor or a member of management or a member of the department. Violations of Company policy may result in disciplinary action, up to and including termination.

I. Your Responsibilities

Each employee of the Company must:

- familiarize himself with the Company's activity and conduct his activity in accordance with this Code of Conduct, all applicable laws and other Company policies;
- treat all colleagues, customers and suppliers with respect and dignity and in an honest and fair manner;
- avoid situations where personal interests are or appear to be in conflict with the interests of the Company and communicate any potential conflict to the supervisor;
- protect and properly use the Company's proprietary information, assets and resources, as well as those entrusted to the Company by other organizations;
- complete all mandatory training courses in a timely manner;
- to report suspected irregularities;
- understand that business ethics require an even higher standard than applicable law.

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When thinking about the ethical character of a decision, consider the following:

- Is it legal?
- Do they follow Company policies and procedures?
- Will my colleagues, managers and Company management be happy with my decision?
- Will I be proud of my decision and actions?
- Will friends and relatives be proud of my decision and actions?
- Is this the right way to proceed?

If you are a manager, in addition to the above, you are expected to promote a culture of ethics and compliance by acting as a role model for correct behaviour. Managers must:

- ensure that those they supervise understand their responsibilities under the Code of Conduct;
- create an open environment where every employee feels comfortable reporting concerns and understands the importance of ethics and compliance;
- ensure that employees understand that business results are never more important than ethical behavior and compliance with the law and Company policies;
- take corrective or preventive action (in consultation with the Legal and Compliance department) when there may be a violation of the law, the Code of Conduct or Company policy.
- When evaluating employees, consider their behavior in relation to the principles of the Code of Conduct, both by recognizing compliance and penalizing non-compliance.

II. Reporting misconducts

Employees who know or suspect misconduct, harassment, illegal activities, fraud, misuse of Company assets, or other violations of the law, the standards contained in this Code of Conduct, or other Company policies must immediately report such issues to their supervisor, a member of the the management or the Legal department.

III. The investigations

Employees complaints are taken very seriously and will be promptly and thoroughly investigated. Keeping information related to an investigation confidential will be a high priority, although a thorough investigation and follow-up by the Company may require certain disclosures, for example, during interviews with the alleged perpetrator, witnesses or other involved parties. If you are involved in an investigation, we expect you to fully cooperate, answer honestly, and keep confidential any information you may learn in the course of that investigation. However, note that nothing in this Code of Conduct prevents you from making a complaint or reporting information to a regulatory or law enforcement agency.

If the Company determines that an irregularity has occurred, appropriate disciplinary action will be taken.

IV. Retaliation is prohibited

The Company is committed to maintaining a culture where our employees feel comfortable reporting concerns in good faith about potential improprieties without suffering retaliation. The Company will not tolerate any adverse consequences, including separation, demotion,

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suspension, loss of benefits, threats, harassment or discrimination, against an employee who refuses to violate the Code of Conduct, Company policies or the law or who raises a concern in good faith or who cooperate in an investigation of such misconduct. All retaliation, direct or indirect, will be subject to disciplinary sanctions, up to and including termination of employment.

B. Relations within the company

Employees are our most valuable resource. Through its policies and practices, the Company treats all employees fairly and equitably.

I. We value diversity and equal opportunity opportunity

We respect the rights and cultural differences of all people. The Company provides equal opportunity to all employees and job applicants in all aspects of the workplace, including recruitment, hiring, pay, job assignment and promotion. It is the policy of this Company to treat all employees and job applicants without regard to race, color, national origin, sex (including pregnancy), sexual orientation, gender identity or expression, age, infirmity or mental handicap or any other status protected by law.

II. Discrimination, harassment and abuse

The Company is committed to the principle that all employees have the right to be treated with respect and dignity and to work in an environment free from discrimination, harassment and abuse. Such behavior may not only violate the laws of the land, but also undermines the stability of our work environment, affects productivity and negatively impacts employee morale. We will not tolerate any form of unlawful discrimination, harassment or abuse directed against employees by anyone, including management, colleagues, suppliers or customers, regardless of any characteristic protected by law, including race, colour, religion, national origin or identity, sex (including pregnancy), sexual orientation, gender identity or its expression, age, physical disability or mental disability or any other legally protected condition. Offensive comments, insults, jokes or statements based on any of the above are unacceptable and will not be tolerated. If a violation of the law has occurred, appropriate disciplinary action will be taken. A particularly serious form of workplace harassment is sexual harassment. Conduct is sexual harassment when acceptance of the conduct is an explicit or implicit condition of employment, acceptance or rejection of the conduct is used as a basis for employment decisions, or the conduct unreasonably interferes with the individual's performance at work or creates an intimidating, hostile environment or offensive.

Any employee who believes that he or she has been the victim of discrimination, harassment or abuse at work or in the course of work-related activity, who has witnessed such conduct or who has received a report of such conduct from another employee must report the situation immediately.

III. Drugs and alcohol

The use, distribution, sale or possession of illegal or controlled substances is strictly prohibited, except when approved for medical use by a physician. In addition, employees must not be under the influence of drugs or controlled substances that may impair their performance,

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whether or not used for medically approved purposes, at the Company's work sites or during activities on behalf of the Company outside the Company's work sites. this one. In addition, employees must not consume alcohol in the Company's workplaces or while on duty outside of them, except at approved events, in which case moderation and common sense should be used.

IV. Violence at work

Intimidation, harassment, coercion and other acts or threats of violence involving or affecting employees will not be tolerated. Weapons of any kind are not permitted on Company work sites (including in employee vehicles parked at Company work sites, except as otherwise provided by local law), or in the course of Company business. Employees must immediately report all threats of violence or concerns about the presence of a weapon in the workplace and activate facility emergency plans as appropriate.

V. Privacy

We respect the privacy of our employees, customers and others we work with and are committed to collecting, managing and protecting their personal information responsibly and in compliance with applicable law. "Personal information" includes any information that could be used to identify someone, including direct, business and human resources information such as email or physical address, phone number, name, voice, image and a person's location, as well as indirect information, including device identifiers.

Personal information must only be collected for legitimate business purposes and only in accordance with the purpose for which consent was provided (where consent is required), shared only with those to whom access has been granted, protected in accordance with the security policies of Company and kept only as long as necessary. Privacy breaches can occur in many ways, such as the possible loss or theft of data as a result of losing a laptop or other equipment, or accidentally sending an email or document to the wrong person.

All employees must take reasonable steps to prevent unauthorized access, loss, disclosure or accidental destruction of Personal Information. Employees must comply with the following indications:

- Secure physical copies and storage areas.
- Properly and securely destroy unnecessary Personal Information.
- Use strong passwords and do not share them with others.
- Use only Company-approved systems and tools to store, transmit, and back-up Company data, and do not use personal email, unencrypted or unsecured devices, mobile media, cloud-based personal services, or unapproved software to conduct business the company.
- When posting information online, do not disclose Personal Information, trade secrets, proprietary information, or other confidential information of the Company.
- Do not leave Personal Information at the printer, on a server available on the network, or on a computer or website available to the general public.
- Do not transfer Personal Information without consulting the department to understand data protection standards.
- Learn about the telltale signs of phishing, malware and other cyber security threats; recognize activities that attempt to improperly acquire Company information.

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- Ensure that third parties (eg customers, suppliers) who have access to Personal Information are contractually bound to protect it and that we honor our commitments to third parties with whom we work; consult the Legal department to review third-party contracts for privacy protection information.

Report suspected or confirmed security and privacy breaches or vulnerabilities to the Legal department immediately. Some breaches require us to notify the government immediately, otherwise we could be subject to major penalties, so immediate reporting is essential.

VI. Freedom of association

The Company complies with local law regarding the rights of association and the right to collective bargaining of employees

VII. Human rights, human trafficking, forced or compulsory labor and child labour

The company supports human rights, including the rejection of forced and compulsory labour. The Company also supports the abolition of child labor.

C. Relations with business partners

The Company values its relationships with customers, suppliers and consultants or other third party business partners and complies with the laws governing these relationships. In particular, we are committed to competing fairly and openly in markets around the world. The Company believes that the broader interests of our customers and employees are best served by fully complying with antitrust laws, competition laws, anti-bribery laws and other trade regulations. The company does not tolerate corruption and bribery and fights against them.

Our relationships with competitors, customers and suppliers are subject to national laws.

I. Our competitors

To ensure compliance with the law and to avoid any appearance of impropriety, the company's employees are prohibited from participating in discussions, formal agreements or informal understandings with the company's competitors regarding the company's business without the Legal department evaluating the situation in advance. Such discussions include pricing, costs, profit, terms of sale, credit agreements, market shares, production volumes, sales territories, bidding strategies, customers and distribution methods. In the public eye, as well as in courtrooms, perceptions can be more important than reality; even innocent contacts with our competitors can be seen as inappropriate. Therefore, any contact or discussion with competitors, other than incidental and unavoidable contact, should be avoided unless approved by the Legal department. If a competitor attempts to discuss the above topics or any sensitive topic with you, inform the competitor immediately that you will not continue the conversation and report the situation to the Legal department.

Company policies require marketing products based on their strengths, not by defaming competitors or their products and services. Don't make comparisons that put a competitor in an unfairly unfavorable light. Such behavior only breeds disrespect from customers and complaints from competitors, which could damage our reputation and possibly lead to financial and legal problems.

II. Our customers, suppliers and consultants

Company policies require the extension of terms and conditions appropriate to each of our customers. The company strives to conduct its business so that customers are treated fairly. When we communicate with our customers, we highlight the advantages of our products. We

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do not distort reality or make dishonest statements. Honesty based on clear communication is at the heart of ethical behavior and the resulting trust is essential to healthy, lasting relationships.

When choosing between competing providers, weigh all the facts impartially. It is essential that suppliers competing for contracts have confidence in the integrity of our selection process and that Company representatives avoid any appearance of impropriety.

Outside consultants selected by the Company must adhere to the same code of business conduct as employees. Employees who select a consultant have a responsibility to ensure that the consultant knows and complies with company policies.

III. Corruption, bribes, gifts and contributions

The company does not tolerate corruption and bribery in our business and strongly opposes them. The company does not want to obtain contracts by trying to influence the judgment of others, and we do not tolerate any form of corruption or bribery of private or public persons.

The purpose of giving business gifts is to create goodwill for the company and nothing more. Attempting to improperly influence others by soliciting personal gifts is unacceptable and illegal. Therefore, no person carrying out activities on behalf of the Company should offer gifts that could be interpreted as an attempt to improperly influence the recipient in his relationship with this Company.

Payments or gifts of any kind to government officials or members of political parties or to persons working for or on behalf of a government agency are not permitted, unless approved by the Legal department and the Company Administrator. Such payments or gifts may constitute bribery and may result in prosecution.

You must also not accept gifts that may appear to improperly influence you on behalf of the Company. Remember that appearances are important.

The decision to give or accept gifts that are more expensive than face value, including meals, entertainment or travel, must be approved in advance by your supervisor (or by specific company policy, if applicable). You are never permitted to offer free or discounted use of Company goods, services, facilities or other property without management approval.

Employees may not make any contribution of company funds, property or services to any political party or committee or to any candidate or holder of political office. You must not exert direct or indirect pressure to influence employees to contribute to political causes or participate in the support of a political party or a candidacy for a political position, regardless of the person.

D. Safety, Health and Environmental Commitment

The company has decided that the health and safety of employees, customers and neighbors and the protection of the environment are fundamental values.

In addition to complying with applicable laws and regulations, the company requires all employees to follow fundamental safety rules and always adopt safe work practices. All employees must:

- comply with the company's safety policy and procedures;
- consult a supervisor immediately regarding any incident, injury or illness, regardless of severity;
- to know the locations of exits and fire extinguishers near the work area;

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- use all applicable personal protective equipment and advise other employees to do the same;
- know and follow all safety procedures and guidelines associated with work responsibilities;
- keep the individual and group work area clean and tidy.

The Company's commitment to a responsible management of the safety of people and the environment requires the involvement of each employee to achieve the following objectives:

- Preventing the negative impact of operations on the environment, health and safety of our communities
 - Making environmental concerns and conservation of energy and raw materials a priority in our operations
 - Reduction, minimization or elimination of waste generation and emissions at source; reuse and recycling to minimize the need for disposal; and elimination of environmental incidents, including accidental releases, leaks and spills of substances
 - Complying with environmental, health and safety laws and regulations and cooperating with all levels of government institutions on such matters

E. Financial integrity, record keeping and use of company assets

All financial reports, accounting records, research reports, sales reports, statements, time sheets, maintenance books, journals and record-keeping systems and other documents of the Company must accurately and clearly represent the relevant facts and the true nature of a transactions or activities. Improper or fraudulent financial documents or reports are against company policy and may also violate the law. All employees must make every effort to ensure that all information entered into records is legitimate, complete, accurate, and complies with applicable law and company policies.

To avoid the possibility of supporting another person or entity's efforts to avoid paying taxes, ensure that payment for goods or services is always made by and to the entity (person, company, firm) that received or provided goods or services, unless the Legal department reviews the situation and decides otherwise. If an entity insists on payment to a third party, report the situation promptly to the Legal department.

Every employee has a fundamental responsibility to protect and properly use Company assets. Employees may not use company name, equipment, systems, facilities, corporate cards, supplies or other company property for personal use or for any purpose other than company business. Personal items, messages or information that you consider personal should not be left on the Company's telephone systems, computer systems, offices, plants, workspaces, desks, filing cabinets or other devices.

The Company may monitor or access these areas and materials at any time without notice in accordance with applicable laws.

F. Company Information and Communications

The company records and confidential information must be managed properly to protect our valuable trade secrets and ensure compliance with the law.

I. Records Management



Managing company records is of crucial importance. Poor records management at any stage of the process can prove costly to the company in the end. Note that all documents, databases, voice messages, text messages, digital documents, e-mails, files, photos, electronic data are records. Employees are responsible for knowing and complying with the Records Retention Policy. The Legal Department may issue notices regarding records that must be kept in the event of actual or threatened litigation or government investigations. Employees must comply with the directions in these notices and must retain the affected information until they receive notice that it may be removed. Failure to follow these instructions can lead to serious legal and workplace consequences for the Company and individuals.

II. Company Proprietary Information

The proper use and protection of the Company's proprietary information is crucial to the good of the Company. Almost all Company information is confidential information, except for information reviewed and approved for public release. Such confidential information includes business, financial and marketing data and strategies; personnel information and salary data; business plans involving subsidiaries and external companies; and intellectual property such as technical know-how, processes and unpublished patent applications. Much of this information represents the ideas and efforts of the Company's employees and licensors and is highly sensitive, such as that relating to unannounced products, research results, marketing strategies, technological advances and customer information. Any unprotected disclosure of the Company's confidential information may limit or destroy its value.

Employees must ensure adequate safeguards to prevent the loss or disclosure of Company information. Both during your employment and after you leave the Company, you are prohibited from disclosing the Company's confidential information, including information generated by you, without the Company's approval. If you need to disclose confidential information of the Company to consultants, suppliers, customers or others, for legitimate business purposes, the recipients must first sign an appropriate confidentiality agreement (different versions are available through the Legal department). If you receive a request for information or an interview from a reporter, third party, attorney, or investigator, please forward the request to Company management or the Legal department.

Company data transmitted and/or stored electronically requires special protection. Employees who transmit, receive and/or store electronic data are responsible for complying with the Company's information technology policies and procedures, including the Company's information systems policies and procedures and the Records Retention Policy.

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You are required to return all information to the Company at the end of the collaboration. Your obligations to maintain the confidentiality of Company information continue after the end of the collaboration.

The Company treats the misuse or theft of trade secrets or other confidential information with the same seriousness as it treats the theft or misuse of any other key assets. Contact your supervisor and the Legal department immediately if you suspect the misuse of trade secrets by former or current employees or others.

III. Information held by others

The Company's policies require the same high level of protection for the confidential information of other parties as for its own information. Do not disclose confidential information derived from other information if you are in doubt as to its confidential nature. Do not disclose confidential information obtained in the course of your previous employment.

If you receive another party's confidential information, you should take care to avoid any accusation of misappropriation or misuse by the company. The receipt of confidential information (oral, visual or written) must not be made until the company and the disclosing party have agreed on the terms and conditions of use and until they have a written agreement approved by a leader of Company or a designated person. When the confidential or restricted information of another party properly comes into your hands, you must familiarize yourself with the terms of the confidentiality agreement and not use, copy, distribute or disclose such information other than in accordance with the terms of the agreement and in support of the intended objective.

Photocopying, mailing or e-mailing of third-party copyrighted articles or other materials, particularly for distribution outside the Company, may constitute copyright infringements. Contact the Legal department if you wish to distribute copyrighted material outside of the Company.

IV. Use of the Company's e-mail, text messages and Internet network

Although our e-mail, text message, and other Internet-based communications often appear more like casual communications than formal business relationships, each time you send such a message, you create a business record. Don't email things you wouldn't feel comfortable putting in writing in a letter or memorandum. Under certain circumstances, Company email may be obtained by third parties in the event of a dispute, even messages marked as deleted.

Note that the law generally protects the Company's right to monitor how employees use email, text messages, and the Internet on Company systems. Subject to applicable laws, Company employees do not have a reasonable expectation of privacy when using Company equipment, such as computers, laptops, telephones, iPads, and the email system. Each employee who has access to a Company device or uses a system in connection with Company business must become familiar with the Company's policies and procedures regarding computer systems.

Use electronic media correctly and legally for the purposes of the Company's business. Employees must not use Company resources to reproduce, display, distribute or store material that violates the trademark rights, proprietary rights, license rights or other intellectual property rights of any party or Company policies or the law.

V. Use of Social Media

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While the Company respects employees' use of social media for personal and professional purposes, employees are responsible for following Company policies when communicating on social media. When using social media, employees must:

- communicate their relationship with this Company when they comment online on Company-related topics and comment online on behalf of the Company only if they are expressly authorized to do so and if the information posted is accurate (NOTE: certain designated individuals act as bearers by word of mouth Company officials and employees must not make any statement on behalf of the Company, except in cases where they are authorized to do so);
- in personal posts, to clearly state that any opinion expressed about the Company is his own and does not reflect the opinions of the Company;
- respect the privacy of others and refrain from publishing photos without proper consent;
- to respect the rules of the social media sites used;
- not to divulge confidential commercial information of or about the Company, information of its customers, partners or suppliers, including through photographs that could accidentally transmit confidential information;
- not post anything discriminatory, threatening, intimidating, harassing or abusive.

G. Conflicts of interest

Employees must avoid any situation that could imply (or give the impression of implying) a conflict between personal interests and the interests of the Company. In dealings with current or potential customers, suppliers, contractors and competitors, employees must act in the company's interest, not for personal gain. If you believe that you are or may be involved in a conflict of interest, you must promptly and fully disclose the situation to your supervisor. A conflict of interest could include:

- any arrangement or circumstance, including family or other personal relationships, that could affect the employee's ability or inclination to act in the company's best interest;
- offering or accepting gifts, entertainment or any other personal favor or preferential treatment beyond the usual courtesies usually associated with accepted business practices;
- using company time and/or resources for personal commercial interests;
- the ownership by an employee or a relative of the employee of a significant financial interest in any other company that has (or intends to have) business relations with this Company or that is a competitor of it;
- holding a position of director, member of management, partner or consultant or any other key position in another company that has (or intends to have) business relations with this Company or that is a competitor of it;
- the activities of a broker, finder or intermediary for the benefit of a third party in transactions involving this Company or its interests.

H. General Legal Policy

Legal disputes and government investigations must be handled properly to protect the Company and its reputation.

I. Complaints, disputes and services associated with legal proceedings

The Company is subject to a number of complaints, demands and actions from third parties. Routine, minor customer complaints (where no threat of litigation has been made) should be handled in the normal course of business. Always avoid communications that could be

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misinterpreted or used against the Company should the situation involve litigation. You should immediately refer the following issues to the Legal and Compliance department for appropriate review and handling:

- customer complaints reached an impasse;
- complaints made by competitors;
- allegations of irregularities;
- threats of lawsuits or lawsuits filed;
- issues involving a lawyer for the other party.

Legal proceedings should never be initiated without first being reviewed by the Legal department and are subject to the approval of the Board of Directors in most cases.

The Legal Department may issue record retention notices in the event of actual or threatened legal action. After you have received a notice of litigation, it is crucial that you do NOT destroy or ask someone else to destroy any documents (including documents that exist only on your computer) that are in any way related to ongoing litigation, threatened litigation, or possible future litigation. Document management must be done in compliance with the Company's records retention policy.

II. Investigations by government agencies

Company policies require cooperation with every valid request received from a government agency. At the same time, the company is entitled to adopt all protective measures provided by law for the persons under investigation, including representation by a lawyer. Therefore, if an investigator, representative or government agent requests an interview, requests information or access to files, or asks written questions, you should politely respond that this Company is cooperating, but that it is represented by legal counsel and thus, you should direct the matter to the Legal department. You must then immediately inform your supervisor and discuss with the Legal department the procedure to follow.

* * *

As an employee of the Company, you must know and comply with this Code of Conduct and other Company policies and act with integrity when conducting your business. You must know and comply with all laws applicable to your position. You must complete all required training in a timely manner. If you learn of anything that suggests a violation of company policies, you must report the situation immediately as indicated above.

A commitment to high standards of integrity, honesty, ethics and compliance with the law is crucial to our continued success. We rely on you to do the right thing.

The code of conduct does not cover all possible situations and issues. Address any questions or concerns you may have to your supervisor, a member of management, or the Legal Department.

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