

| Code of Ethics

Corporate



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Code of Ethics

"CLEAN" : Collaborate and Lead Ethically At Neocase

At Neocase, ethics are in our DNA : a **company** and a **product** developed to care for **people**.

Acting with integrity, transparency and respect among the company but also with people outside the company is essential to assert our people value. Our philosophy is based on these 5 pillars:

1. **CLEAN with Customers** : because our commitment is for customer's and their employee's benefit
2. **CLEAN with Partners** : because together, we can go further
3. **CLEAN with Employees** : because our success is based upon our talents
4. **CLEAN with the Company** : because our assets are the best instrument to innovation
5. **CLEAN with the Earth** : because she gathers all of us in the unique place welcoming human beings

Compliance with the laws and these principles allows us to develop the company on the long-term to provide security and well-being to our employees, reinforce the trust of our customers and our shareholders.

This Code of Ethics aims to re-state and insist on some practices that are commonly used but a reminder is never useless! These principles shall apply to all our employees and shall be guidelines for our partners. They are also a testimony of our values to our customers.

There will be zero tolerance of non-compliance and any violations will result in corrective action. It also provides you with information regarding when and how to report any violations.

Please read carefully the following pages feel and free to contact me, a member of the top management or your manager in case of doubt or questions related to these principles.

Sincerely,

Didier Moscatelli, CEO



"Tone at the Top"

The top management of Neocase support these principles

Thierry Mathoulin
Chief Operating Officer



Jérôme Arras
Chief Financial Officer



Jérôme Menard
*Chief Technology Officer &
VP Product Management*



Tony Girardo
*VP Director Research &
Development*



Stéphane Dutertre
*VP Customer Operations and
Security*



Noémie Reynaud-Lacroze
General Counsel



Nor Dakir
Pre-Sales Director EMEA



Pierre Cointe
*Professional Services
Director EMEA*



Jose Pena
*Director - Alliances &
Business Development USA*



Lila Nazef
Regional Sales Director USA

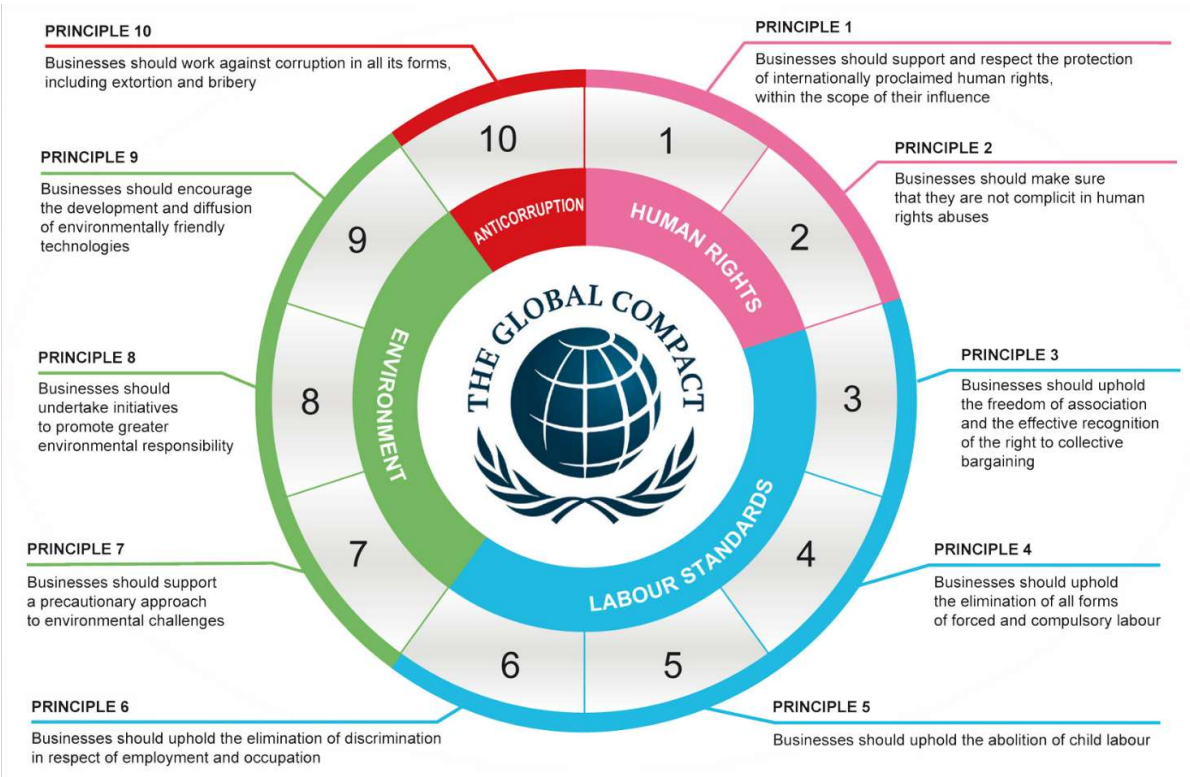


Renee Madlangbayan
Pre-Sales Director USA



To demonstrate our commitment towards these principles and to continue to develop them on a day-to-day basis, Neocase has registered with different organizations:

- 1. Since April 2021, Neocase is signatory to [the Global Compact of the United Nations](#)



- 2. Neocase has also received the silver medal with [Eco Vadis](#)



Neocase Expectations

Neocase expects from each employee strict adherence to the Code of Ethics. There will be **zero tolerance** in case of non-compliance or violations, and this will result in corrective action, including possible termination of employment from Neocase. Note that a misconduct cannot be excused because it was directed or requested by another.

Managers have an extra responsibility of setting a clear example by treating employees, customers and prospects, partners and suppliers, and competitors with integrity, transparency and respect, and to follow our policies and the laws.

You are expected to alert Neocase management whenever an illegal, dishonest or unethical act is discovered or suspected (see appendix 1 - **Violations Report** for details). You will never be sanctioned nor penalized for reporting your findings or suspicions.

Neocase also expects **customers** and **partners** to understand and respect our principles and our **investors** to implement a strategy aligned with these principles

1. « CLEAN with Customers »

Our Customers : respect , loyalty and communication for a full satisfaction

Neocase is pursuing a transparent, collaborative and positive communication with its customers in order to reach **customer's satisfaction**. For this purpose, we expect all our employees to act with respect, open-mindset, and in **accordance with the laws** and regulations.

This naturally implies rejecting any corruption, conflict of interest, money laundering or other similar misconduct as further detailed in our **Anti-Bribery Policy** in appendix 2.

Any employee should always seek to provide valued and suited products and services to a customer's or prospect's request or needs. Selling must never include misstatements or lies about our company, our products and services, or about client's or prospect's needs.

Our Product : quality and innovation

We are looking to providing our customers with the **highest quality standard** and to address customer's needs and concerns.

We aim to bring new ideas to market and have a positive impact. Our resources are mobilized to **create**, to **develop**, to **innovate** every day to benefit our customers, our competitiveness and more globally our society.

Our Commitment : security, confidentiality and personal data

One of our key principle is to ensure the integrity, confidentiality and availability of our Customer's data. For this purpose, and in accordance with our **ISO 27001 Certification** "Information Security Management System", we have implemented procedures and policies that shall be followed at all time. It mainly warrants the proper protection of customer's data and their information in case of any security incident and eventual consequences thereof. It also provides a clear processing of customer's personal data as per the **GDPR** and other applicable data protection laws.

Neocase ensures its customers and imposes to all its employees to comply with these procedures and policies that customer's data are never accessed for any other purpose than those for which the data have been provided, are not transferred without proper approval or notification and are subject to strict confidentiality obligations.

Our Market: fair competition

To ensure the best to our customers, Neocase complies with all applicable **fair competition and antitrust laws**. These laws attempt to ensure that businesses compete fairly and honestly and prohibit conduct seeking to reduce or restrain competition.

Each employee shall abide by these laws and must not violate our competitors' rights. You shall not accept, use or disclose **confidential or proprietary information** which may provide Neocase or a competitor with a business advantage. Never ask any person to violate a non-compete or non-disclosure agreement or to reveal confidential or proprietary information. You shall limit your information and communication to publicly available data such as annual reports, company web sites and publications, public presentations and public marketing documents, magazine articles, etc.

Note also that spreading rumors, even indirectly, about our competitors, their products or their financial condition is strictly prohibited.

Our Vendors and Partners: similar commitments

If Neocase commits to all these principles directly, it also commits that any vendors and partners involved in dealing with a customer respect similar rule. If you use a third party to assist (consultants, suppliers, partners, etc.), you must be extremely diligent that they strictly **adhere to letter and spirit of this Code of Ethics**. In no event you may use a third party to undertake activities that would be unacceptable or improper if conducted by Neocase.

2. « CLEAN with Partners »

At Neocase, the term “Partners” include all our sales and technologic partners but also our vendors, suppliers, consultants, etc. because we believe that we do better together!

To ensure that our partners are in the best mode to achieve success together, we expect them to **adhere to our principles** and to demonstrate it in their daily activities. So before selecting any partner and during performance of their activities make sure your properly assess their capacities in regards with this code and adequately monitor them.

We care in the **chain of value** and to make a positive impact in a global way, we insist on the following adhesion of our partners:

- compliance with applicable laws;
- compliance with internationally recognized environmental, social and corporate governance standards based on the ten principles of the Global Compact from the United Nations, the United Nations Guiding Principles on Business and Human Rights (“ESG Standards”);
- compliance with the strictest restrictions related to intellectual property and privacy.

We also want to make sure that they are **growing sustainably** and for this purpose, they shall not financially depend on us or benefit of any exclusivity.

Our partners are required to commit to our **Supplier Code of Conduct** in appendix 3 or to have implemented similar processes in their own organization.

3. « CLEAN with Employees »

We comply with the principles and fundamental rights of the Universal Declaration of Human Rights of the United Nations and the Charter of Fundamental Rights of the European Union:

- NO child labor
- NO forced labor or slavery
- NO human trafficking

Harassment: No ! Diversity: Yes!

At Neocase, we promote a workplace **free from discrimination and harassment**, moral and sexual. For this purpose, we propose an environment focused on people and we see **diversity** as a strength. We fundamentally respect and grant equal opportunity to every gender, family situations, sexual preferences, race, color or origins, physical or mental disabilities, etc.

Employees noticing any discrimination or harassment may report it – see Appendix 1 on when and how to report. Any report will be treated with confidentiality, anonymity and seriousness.

Health, Safety and Wellbeing of our Employees

We also wish to build and maintain a **healthy and safe workplace** for each and every employee. We monitor hazards to protect you and, to ensure safety of everyone, we also count on you to report all work-related injuries or illnesses as well as any hazardous conditions on our, customer's and partner's site.

Also, because we believe that happiness, balanced between personal and professional life, and where motivation and innovation are strictly embedded in success, we recognize to each of you a right to disconnect from work and not to start professional communications during your period of rest.

Professional Development

Neocase employees are our most valued resources. We invest in our people to develop the professional knowledge and skills necessary for them to perform their roles and reach their potential.

4. « CLEAN with the Company »

Loyalty to the Company

At Neocase, we expect a loyal behavior from our employees. This includes abiding by the laws, fair dealing (no manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice), not covering-up mistakes or falsifying records, not disparaging about the Company, the products or other employees.

Neocase Intellectual Property

Neocase has several assets like our employees, our materials but also our **intellectual property**. This type of property gathers our know-how and more generally our confidential information, which, among other things, includes: business methods, pricing and marketing data, strategy, computer code, screens, forms, experimental research, information about, or received from, our current, former and prospective clients, vendors and associates. Such information requires appropriate measures and procedures to be protected. Our **Information Sensitivity & Privacy Policy** clarify these rules. As per this policy, you shall not use or reveal confidential or proprietary information and you shall secure documents, limit access to computers and electronic media, and use proper disposal methods.

If you learn about any potential leak, disclosure, unauthorized access to this information, you must immediately **report** it to your manager or one member of the top management.

Loss, Theft and Misuse

Every employee must safeguard Neocase property (tangible or intangible) from **loss or theft** and shall not use or take such property for **illegitimate purpose** (illegal use, personal use, etc.) This includes intangible assets such as confidential information, software, etc. and tangible assets such as computers, PDAs, cell phones, office equipment, supplies, etc. For this purpose, you shall:

- appropriately secure materials
- use only Neocase electronic communications systems
- follow instructions related to your use of Neocase' and third-party's software to which you access

Limited personal use of IT resources is permitted but must not interfere with your work.

Responsibility to Shareholders and Financial Sustainability

We have a transparent and positive relationship with our shareholders. We will attempt to respond to their inquiries and to deliver value for shareholders. All employees will work to reach the objectives agreed with our shareholders.

5. « CLEAN with the Earth »

Neocase is aware of the need for **sustainability** and attempt to limit its impact on the environment. Highest environmental standards are taken into account at several stages: development of the products, run and usage.

As part of its Environment, Social and Governance commitment, Neocase has been taking steps since January 2021 to set up internal processes to reduce the impact of digital technology in general, and Neocase solution in particular. This **digital sobriety** has been designed in accordance with the various applicable rules (e.g. personal data), security imperatives (ISO 27001) while focusing on customer satisfaction (service performance).

These processes are based on 4 pillars:

1. Eco-design :
 - Lighter solution: UX design to minimize the number of clicks and the weight of the transferred elements.
 - Use of cache mechanisms when possible
2. Limited use of cloud resources
 - Setting reasonable retentions to limit storage usage (backups and automatic deletion)
 - Selection of third-party storage adapted to the type and use of the data.
 - Specific purge tool for old data,
 - Sizing of Virtual Machines per type/per client.
 - Automatic stop of Virtual Machines not used
 - Gathering specific services (e.g. online help, installation sources),
3. Employee awareness to sustainable practices (emails, communication tools, attachments, files storage)
4. Use of digital tools to reduce environmental impact (electronic signature, etc.)

We continue to look for partners that support these principles and demonstrate awareness of these concerns.

Appendices

Appendix 1 – Reporting Violations: “Speak Up”!

Appendix 2 – Anti-Corruption Policy: “Zero Tolerance”

Appendix 3 – Supplier Code of Conduct

Appendix 1 – Reporting Violations: “Speak Up”!

Your conduct can reinforce an ethical atmosphere and positively influence the conduct of fellow associates.

This Code of Ethics provides you with information regarding when and how to report a violation. Your calls and written communications will always be dealt with confidentially and there will never be retaliation when a matter is brought forth in good faith.

When?

While there are no universal rules to determine when reporting a suspected or confirmed violation, we recommend you ask yourself in case of doubt:

- Is this action in conflict with any provision of this Code of Ethics or the laws?
- Is this action adequate to the situation and how would I react if I was the subject of such action?
- How would my supervisors, colleagues, clients, family and the general public react to such action?
- Is anyone embarrassed or fooled, including myself, with this action?

If you are uncomfortable with your answer to any of the above, you shall first discuss with your local management before starting any action or directly follow the steps outlined in the next section on.

How?

If you are powerless to stop suspected misconduct or discover it after it has occurred, you must report it to the appropriate level of management at your location.

If you are still concerned after speaking with your [local management](#) or feel uncomfortable speaking with them, you must (anonymously, if you wish) contact the Neocase Software [Legal Department](#) and send a detailed note with relevant documents to *Neocase Software Legal Department, 89/91 boulevard National 92250 La Garenne-Colombes France* or to legal@neocasesoftware.com.

Any report that involves the Chief Executive Officer, Chief Financial Officer or Chief Operating Officer will be immediately communicated to the [Chairman of the Board of Directors](#).

Note that nothing prohibits you from providing information to any government agency in a manner contemplated by relevant law or regulation.

Any person may be subject to corrective action, up to and including immediate dismissal in case:

- He/she ignores or violates any of Neocase ethical standards,
- He/she penalizes a subordinate for trying to follow those standards,
- He/she willfully or knowingly omits to tell the truth during any investigation, or
- He/she obstructs, defeats or attempts to stop an investigation.

No Retaliation

Neocase will not retaliate against you when reporting concerns and findings in good faith. Any retaliation is prohibited by the laws and by our principles. Anyone attempting to exercise sanction or pressure on you in such cases would be subject to disciplinary actions.

Appendix 2 – Anti-Corruption Policy: “Zero Tolerance” !

This policy is designed to comply with the requirements of the “*Loi n° 2016-1691 du 9 décembre 2016 relative à la transparence, à la lutte contre la corruption et à la modernisation de la vie économique*” (the “Loi Sapin II”), the U.S. Foreign Corrupt Practices Act (the “FCPA”), the U.K Bribery Act 2010 (the “U.K. Bribery Act”) and the anti-bribery laws of those other jurisdictions in which we do business. These laws generally prohibit bribes, kickbacks, or illegal payments to influence business transactions and require us to maintain accurate books and records and a system of internal controls.

This policy extends to Neocase’s operations anywhere in the world, including consultants or other representatives, as well as other business enterprise in which Neocase is a participant. The policy is applicable to activities of Neocase’ employees, officers and agents, as well as corporate and departments programs, events, mergers and acquisitions and other initiatives.

Bribery, Conflict of Interest, Gifts

Bribery: You shall never offer payments of money or anything else of value, whether directly or indirectly, to a government official or a participant in a private commercial transaction to induce that person to affect any act or decision in a manner that will assist Neocase or any of its subsidiaries or divisions, or any of its associates or agents, to obtain or retain business. Each transaction involving any expense of Neocase or any other transaction involving the disposal or transfer of Neocase assets shall be accurately and fairly recorded.

Are considered “government officials”:

- Officers and employees of any government, department, agency, bureau, authority, instrumentality or public international organization;
- Persons acting in an official capacity on behalf of a government;
- Employees of entities that are owned or controlled by a government; and
- Candidates for political office.

Conflict of interest : You must avoid any personal activity, investment or association which could appear to interfere with good judgment concerning Neocase’ best interests. You may not exploit your position or relationship with Neocase for personal gain. You should avoid even the appearance of such a conflict. For example, there is a likely conflict of interest if you:

- Cause Neocase to engage in business transactions with relatives or friends;
- Use non-public Neocase, client or vendor’s information for personal gain by you, relatives or friends (including securities transactions based on such information);
- Have more than a modest financial interest in Neocase’ vendors, clients or competitors;
- Receive a loan, or guarantee of obligations, from Neocase or a third party as a result of your position at Neocase; or
- Compete, or prepare to compete, with Neocase while still employed by Neocase.

There are other situations in which a conflict of interest may arise. If you have concerns about any situation, follow the steps outlined in the Appendix 1.

Acts of our employees shall not interfere with an impartial and objective decision of our customers, and we expect our customers to purchase our products on the basis of price, quality, and innovation.

Gifts and Contributions: In addition to direct payments of money, other examples of prohibited payments would include the following made at the direction, or for the benefit, of a government official or a commercial business partner:

- Payment of money or anything else of value to influence a decision
- Excessive gifts, or travel, meals, entertainment or other hospitality expenses;
- Contributions to any political party, campaign or campaign official; or
- Charitable contributions and sponsorships.

Neocase allows employees to offer Neocase Software logo items (such as pen and pencil sets, shirts, hats and other similar items) in the ordinary course of business, provided that:

- it do not exceed USD/EUR/GBP 50 in value;
- such item be given only once per calendar year to any single person.

If gifts are offered more frequently or have a higher value or are not a logo item, the employee shall immediately notify the CFO in writing and seek prior approval.

Gifts shall always comply with the laws and customs of the country in which the expenditures are incurred, as well as the policies, rules or codes of conduct of the recipient. We also expect our customers, partners or any other third parties dealing with Neocase to comply with our policy.

Specific Countries : Employees shall be especially cautious when operating in or starting business with a person in, a country perceived to have high levels of corruption as defined by Transparency International's annually updated "Corruption Perception Index": http://www.transparency.org/policy_research/surveys_indices/cpi)

Sanctions

Violations by any employee of the anti-bribery laws or this Anti-Corruption Policy will result in **disciplinary sanction**, including possible termination of employment with Neocase.

Violations by any employee can also result in severe **penalties** for both Neocase and such individuals :

For example:

In France, under the Loi Sapin II, individuals may be punished by 500.000 euros to 1.000.000 euros fine and 5 to 10 years imprisonment for bribery and corruption and companies may receive from 2.500.000 euros to 5.000.000 euros fine.

In the US, under the FCPA, individuals can receive five years of imprisonment and a \$100,000 fine for each violation of the anti-bribery provisions of the FCPA, and 20 years imprisonment and a \$5 million fine for each violation of the record keeping provisions of the FCPA.

In the UK, under the U.K. Bribery Act, bribery and corruption is punishable for individuals by up to ten years imprisonment and companies could face an unlimited fine.

Most of the anti-bribery laws specifically prohibit a company from reimbursing an officer, director, stockholder, employee, or agent for fines imposed for violations of such laws so any fines for violations for which you are responsible will be paid from your personal assets.

In addition, and in accordance with Neocase general legal compliance commitment, Neocase will cooperate fully with law enforcement authorities in the investigation and prosecution of alleged violations of anti-bribery laws.

Training

Neocase recommends to all its employees and officers to follow the e-learning on www.doingbusinesswithoutbribery.com or www.fairedesaffairesanscorruption.com.

The CEO, CFO, COO and the Sales Team will follow at least every two years a training module similar to this e-learning.

Appendix 3 – Supplier Code of Conduct

Neocase work to create a sustainable environment. We continuously drive sustainability in products and solutions, combining customer satisfaction, respect of peers, social responsibility, added value and environmental concern in our daily activities.

We want our partners and suppliers to comply with these principles, with applicable laws and to adhere to internationally recognized environmental, social and corporate governance standards based on the ten principles of the Global Compact from the United Nations, the United Nations Guiding Principles on Business and Human Rights ("ESG Standards"). As part of a responsible chain, we also expect them to use sub suppliers and subcontractors embracing the same ESG Standards.

Environment

As Neocase supplier, you shall comply at any time with all applicable environmental regulations and promote organizations, processes, development, products and services reaching the highest environmental standards.

We expect you to use energy-efficient and environmentally friendly technologies and to work to reduce your impact on the environment (health, biodiversity, climate change and water pollution).

Social

Our suppliers shall support the Universal Declaration of Human Rights of the United Nations and the Charter of Fundamental Rights of the European Union and protect human rights, fight forced labor and child labor.

You shall comply at any time with health and safety regulations, local labor laws (including minimum wages and working hours) and protect your employees and the public.

Your workplace shall be free from harassment or abuse and none of your employees shall suffer from illegal practices or discrimination, including retaliation for speaking up.

Governance

In compliance with the ESG Standards, all applicable trade laws and regulations including but not limited to fair competition, antitrust, and sanctions shall be strictly observed.

We expect all of our supplier to comply with the strictest restrictions in term of intellectual property (confidentiality, misuse) and privacy of the information we may share with you.

Integrity is the basis of our relationships and all types of bribery, conflict of interest, prohibited gifts and contributions are prohibited.

Respect of the ESG Standards is important to us and to our customer. Should we consider that your behavior deviates from these principles, we reserve the right to request modification or discontinue our relationship.

Should you have any questions, doubts or a need for further information, you may consult our Code of Conduct on our website

In case you have notified illegal or improper conduct, please contact us at : legal@neocasesoftware.com. Your message will be treated with confidentiality.

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