



Code of Conduct

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1. Introduction

The Board of Directors of Neurosoft SA (hereinafter: Company) has adopted this Code of Conduct, which constitutes an integral part of the Company's Organizational structure (hereinafter: the Code). The Code reflects the Company's commitment to conducting its business in line with ethical principles that ensure reliability, honesty, correctness and transparency and fully comply with the applicable laws and regulations.

It is designed to regulate business activities, setting principles and rules with the primary objective of clarifying a system of values and conduct, necessary to achieve the Company's mission.

Adoption of the Code implies the following objectives:

- providing employees with guidelines to assist them to recognize and tackle ethical issues;
- maintaining focus on management methods of the areas at risk;
- developing a culture of integrity, honesty and responsibility within the Company, rejecting corruption and all illegal practices.

The Company believes that implementation of this Code is necessary as an increasingly efficient tool to combat corruption as required by international and domestic laws.

Therefore, the Code is the conduit used to implement the Company's policies. It reflects the Company's precise intention to abstain from any corruption and illegal practices.

2. Addressees

The Code is applicable to the Company's bodies, employees and all those parties who in any way cooperate with the Company in its activities and operations in Greece and abroad (hereinafter all referred as: Addressees).

Addressees shall adopt conduct practices based on the fundamental principles of honesty, moral integrity, correctness, transparency, objectivity and respect for the individual when carrying out their activities to pursue the Company's mission towards such practices and in all transactions performed with individuals and bodies both inside and outside the Company, in the public and private sectors.

Pursuit of the Company's interests never justifies actions that do not comply with honest conduct. Accordingly, Neurosoft SA may decide not to work with or continue working with third parties that adopt practices which are not compliant with the provisions of this Code.

3. General principles

3.1 Legality

Addressees shall comply with the applicable law and equivalent regulations of Greece, as well as those of all other countries where the Company is active and/ or operates.

No violations of this requirement are accepted, not even when a violation reflects an interest or objective of the Company.

Addressees shall comply with the internal rules of Neurosoft SA given that their scope is to better ensure constant compliance with the applicable law.

3.2 Correctness

Addressees shall comply with professional rules, especially those referring to diligence and appraisals applicable to transactions performed in the name or on behalf of the Company.

Addressees shall also comply with internal rules which detail how to achieve Company's objectives without violating the Code.

3.3 Transparency

All transactions carried out in the name and on behalf of Neurosoft SA shall comply with the principles of integrity and transparency. The addressees shall act loyally, in good faith and responsibly.

The Company guarantees correctness, completeness, accuracy, consistency and timeliness in managing and communicating internal information. It thus avoids deceptive practices by parties that may gain undue advantages.

3.4 Conflicts of interest

Situations where the parties involved, including Addressees, find themselves in conflicts of interest should always be avoided when carrying out Company's business.

Conflicts of interest exist when an Addressee pursues an objective different to that of the Company or intentionally procures a personal advantage when carrying out business in the Company's interest. They also exist when the representatives of consumers, contractors, subcontractors, suppliers or public or private institutions act contrary to the fiduciary duties inherent in their position.

3.5 Prevention of corruption: gifts, benefits and other benefits

As provided for by internal rules and anti-corruption regulations, the Addressees shall abstain from offering or promising public sector or private sector parties gifts, presents or other benefits, unless they have a modest value and are part of normal courtesy practices (e.g. official celebrations) or normal commercial transactions, when these are made to obtain preferential treatment during the performance of any activities linked to Neurosoft SA.

Neurosoft forbids Addressees to accept, request or seek for themselves or others recommendations, preferential treatment, gifts or other benefits from parties with which they do business outside normal commercial or courtesy practices, which may prejudice impartial judgment.

For the purposes of this article, modest value gifts or other benefits may not exceed the amount of €200. Employees who receive gifts, preferential treatment, economic advantages or other benefits, which do not qualify as modest value courtesy practices or are above the limits set by internal procedures, shall refuse them and inform the relevant departments, their direct superior and/or the supervisory body immediately. They shall indicate the origin of the payment in kind or promised as well as the size and nature of the gift received or promised.

As Neurosoft S.A. is required to comply with laws combating corruption in all the countries in which it operates, any gifts or presents outside Greece shall not be offered or received before consulting the local anti-corruption laws.

Gifts and benefits of all kinds (charitable donations, sponsorships, hosting, etc.) shall be managed and authorized in line with internal procedures and shall be properly documented.

Gifts, economic advantages or other benefits shall generally have the following characteristics:

- a) they shall not consist of cash payments;
- b) they shall relate to legitimate commercial or other activities of Neurosoft S.A. and shall be given in good faith;
- c) they shall be reasonable in the circumstances;
- d) they shall comply with all applicable, generally accepted, professional courtesy standards.

Neurosoft shall take decisions about sponsorships and charitable donations to organisations active in the social or non-profit sector, particularly considering all possible conflicts of interest. Neurosoft forbids sponsorships which are not justified by related and proportionate advantages of promoting the Company's businesses and developing its commercial relations.

All contributions to charitable organisations, bodies and organisational bodies shall be specifically authorised in line with the Company's internal procedures.

Addressees may offer lunch invitations or attend social or sporting events to develop good business relations or promote the Company's image as long as these activities are carried out within acceptable limits set by the Company and the law and are provided in compliance with applicable legislation and regulations.

Addressees shall always refuse invitations of this type when they deem that they may compromise their independence and impartiality when taking decisions during their normal working duties.

Addressees shall not accept fees in any form from external parties for services they are required to provide as part of their normal working duties. When agreeing contracts on behalf of the Company, they shall not negotiate, pay or promise benefits, as compensation, to facilitate (or solely for having led to) the agreement or execution of contracts, including when this creates an advantage for the customer.

4. Relations with the company's personnel

Neurosoft protects and fosters the value and development of its human resources, also because they are a key success factor, so that they can fully realise their professional potential, based on merit criteria.

The hiring, transfer or promotion of employees shall not in any way be influenced by offers or promises of money, goods, benefits, preferential treatment or services of any kind.

Neurosoft requires that any authority be exercised equally and correctly with respect to hierarchical relations within the Company. It forbids all actions and behaviors that may damage employees' dignity and independence.

All forms of discrimination are forbidden, especially discrimination based on race, nationality, gender, age, disability, sexual orientation, political opinions or trade union membership, philosophical belief or religious convictions, involving persons within or outside the Company.

Sexual harassment or physical or psychological violence is not tolerated. Neurosoft SA is committed to protecting its employees' moral integrity, ensuring the right to work conditions that respect the individual's dignity.

Neurosoft does not accept any forms of irregular work, i.e., illegal employment contracts or any type of resort to work services not provided for in the contractual and legal framework in the country in which such services are provided. The Company also protects its employees' privacy.

Addressees and/or consultants shall keep information acquired during their duties strictly confidential and shall not circulate it within or outside the Company, except within the terms of the applicable legislation and internal procedures.

At the start of the employment relationship, each employee shall receive concise information about their duties, responsibilities and tasks as well as of this Code; the legal, contractual or regulatory disciplinary measures; all legal and remuneration information, standards and procedures to be adopted in order to avoid any action and behavior that does not comply with the applicable law and the internal policies.

Employees shall avoid performing or facilitating transactions which give rise to effective or potential conflicts of interest with the Company. Similarly, they shall avoid activities that may affect their ability to take impartial decisions in the Company's best interests and in full compliance with this Code's provisions.

Specifically, employees shall not have a financial interest in selecting suppliers, in a competitor or customer. They shall not perform activities that may give rise to conflicts of interest.

No one may be fired, transferred, suspended or discriminated against in any way as part of the employment relationship as a result of having refused to make a prohibited payment or give a benefit that does not comply with the Company's internal practices as herein expressed.

5. Relations with suppliers

Relations with suppliers are based on principles of transparency, loyalty, integrity, confidentiality, diligence, professionalism and objectivity.

The relevant company department selects suppliers and purchases goods and services using objective criteria about legality, expertise, competitiveness, quality, correctness, respectability, reputation and price.

Supplier selection procedures shall comply with applicable regulations and internal procedures. Therefore, undue pressure aimed at privileging a supplier to the detriment of another and such to discredit the Company within the market with respect to transparency and correctness when applying the law, is unacceptable.

It is forbidden to accept gifts or any other type of benefit, except for the one provided by the company, in case such gifts, benefits etc could compromise the independent selection of suppliers.

Neurosoft recommends that its suppliers do not offer goods or services, especially gifts, exceeding normal courtesy practices, to the Company's personnel. It forbids its employees to offer goods or services to employees of other companies or bodies to obtain confidential information or significant direct or indirect benefits for themselves or for the Company.

Neurosoft may legally take action in the case of violations of the principles of legality, correctness, transparency, confidentiality and respect for the individual's dignity. This may result to termination of the relationship with a supplier.

6. Relations with external consultants, agents, brokers and other contractors

With respect to relations with external consultants, agents, brokers and other contractors, directors and employees (Addressees) are required to:

- carefully assess whether to resort to external consultants and contractors and select counterparties with appropriate professional and reputation qualifications;
- develop efficient, transparent and cooperative relations, maintaining open and frank communications in line with best commercial practices;
- constantly check for the best service/cost ratio;

- ensure application of contractual provisions related to this Code;
- work in accordance with applicable regulations and ensure compliance.

Relations with these parties are governed by contracts which specify collection and payment methods under the rules set by this Code.

All parties working on behalf of or representing Neurosoft shall comply with this Code, as far as it is applicable, based on the specific clauses included in the individual contracts.

All Addressees are forbidden from accepting gifts or other benefits that might compromise independent judgment when selecting consultants, brokers, agents and other contractors.

All Addressees are forbidden from providing services or payments to contractors, consultants, brokers, agents or other third parties working on the Company's behalf who are not in compliance with the rules herein set.

Violation of the principles of legality, correctness, transparency, confidentiality and respect for the individual's dignity is just cause for termination of any contract.

7. Relations with customers

Professionalism, expertise, availability, respect and correctness are Neurosoft's guiding principles and conduct rules of thumb for its relations with customers.

Customer relations are hinged on complete transparency and correctness, compliance with the applicable law and independence from all forms of pressure, either internal or external.

To this end, the Company forbids all forms of gifts, economic advantages or other benefits which exceed normal courtesy practices or normal commercial practice in sales procedures, (e.g. official celebrations) given to illegally obtain preferential treatment pursuant to this Code and internal regulations.

Contracts and communications with customers shall be:

- clear and straightforward;
- compliant with applicable legislation, without resorting to obstructive or incorrect practices;
- compliant with internal commercial policies and their parameters;
- complete, without neglecting any relevant factor necessary for customers to take decisions.

8. Partnerships, consortia, joint ventures and similar undertakings

The Company complies with the applicable law and ethical standards contained in this Code when setting up and developing partnerships, consortia, joint ventures and similar undertakings. Specifically, directors, employees and contractors shall:

- solely work with partners that have respectable reputations and only engage in lawful activities;
- ensure that business combinations operate in line with the principles set out herein;
- ensure that no partner receives excessively preferential treatment compared to their contribution;
- ensure transparency of agreements avoiding secret and/or illegal agreements or pacts;
- maintain transparent and correct relations with partners.

9. Fair competition

Neurosoft adheres to the principle of fair competition and abstains from collusive or predatory conduct.

The Company and Addressees shall comply with the principles and rules of free competition and shall not violate current laws about competition, antitrust and consumer protection. It is forbidden to engage in actions and behaviors which violate regular and free trade as well as the industry and damage commercial trust and good faith.

With respect to fair competition and consumer protection, the Company and Addressees are committed to not violating third party's rights to intellectual property and to respecting rules which protect distinguishing marks of intellectual works or industrial products (trademarks, patents). They ensure full compliance with regulations governing industrial and intellectual property rights.

10. Relations with public administration

Relations with public administration and public institutions (Greek and foreign) which perform activities of public use or interest are solely held by Company representatives or authorized managers or persons/employees authorized by them, pursuant to the applicable regulations, the rules of this Code and occasional internal instructions, especially the principles of correctness, honesty and transparency.

All directors, employees, contractors and any other party working in the name or on behalf of the company are absolutely forbidden to inappropriately influence the decisions of the related institution in order to ensure actions not compliant with or contrary to their official duties.

Specifically, it is forbidden to exert illegal pressure (offers or promises of money or other benefits) or use unlawful coercion (violence or threats) in order to induce the person called before the court to make statements to be used in a criminal or civil proceeding, not to make statements or to make false statements, when this person has the right to remain silent.

11. Conduct principles for corporate, administrative or financial activities

Neurosoft requires correct, transparent, cooperative actions and behavior in accordance with the applicable law and internal procedures for all activities undertaken to prepare financial statements and other corporate communications, designed to provide shareholders and the market with true and fair information about the Company's financial position, financial performance and cash flows.

All transactions shall be true, accurate, exact, verifiable and legal.

This implies that all actions and transactions shall reflect appropriately on the accounting records and files and shall be supported by suitable documentation to allow audits, identification of the various levels of responsibility and correct reconstruction of the transaction.

The following is applicable to all persons who, including when they solely provide data, are involved in the

preparation of financial statements and similar documents, or documents presenting the company's financial position, financial performance and cash flows, and especially directors, statutory auditors and senior management:

- they are required to provide maximum cooperation for the specific aspects they are responsible for and ensure completeness and clarity of the information provided and accuracy of the data they are processing;
- it is forbidden to provide untrue facts/data, even when they are subject to assumptions, or omit information or hide data directly or indirectly violating the law and internal regulations so as to mislead users of the above-mentioned documents;
- it is forbidden to undertake fictitious transactions or circulate false information/data about the company and its activities.

It is forbidden to prevent or hinder controls/ audits legally performed to shareholders or other Company bodies.

It is forbidden to engage in fictitious or fraudulent conduct aimed at influencing shareholders to obtain an undue gain/ profit for themselves or other parties.

Neurosoft intends to guarantee circulation and compliance with conduct principles aimed at protecting share capital, creditors and third parties that work/collaborate with the Company in full compliance with the applicable law.

The Company is committed to providing its shareholders with accurate, true and timely information and improving their ability to participate incorporate decisions, in full compliance with the applicable regulations and the company's by-laws.

Company employees shall ensure that their dealings with the board of statutory auditors and independent auditors are transparent, clear and correct so as to develop a professional and cooperative relationship. Information is provided after being supervised and coordinated by the relevant departments.

12. Use of company assets and IT systems

Documents, work tools, systems, infrastructure and equipment and all other tangible and intangible assets (including intellectual property and trademarks) owned by Neurosoft, are used solely to pursue Company objectives, as established. They may not be used for illegal purposes. They shall be used and utilised with the same diligence employees would show for their own belongings. All illegal use is punishable regardless of whether such use is legally considered as a crime as per the applicable penal code.

The Company protects personal data of all parties it has relations with, in accordance with the applicable privacy regulations.

Information, which any Addressee becomes aware of during their activities, belongs to the Company and as such is subject to the relevant legal provisions and confidentiality requirements set by the Company and the applicable legislation. Such requirements shall be treated, even after termination of the relationship with the Company, as legally provided for and confidential.

The Company's IT and computer tools (such as telephones, faxes, e-mail, internet, intranet and all hardware and software) made available for use to employees are work tools and, therefore, shall be used solely for work purposes. This applies to the use of personal computers and other tools, programs and services.

Employees are required to take the necessary care to prevent any possible infringement of the applicable legislation during the use of all IT tools, during their employment with the Company.

Specifically, the following is forbidden to employees:

- abusive access to an IT or computerized system;
- unauthorized holding or abusive circulation of access codes to IT or computerized systems;
- circulation of equipment, devices or IT programs designed to damage or block an IT or computerized system;
- illegal tapping, blocking or interrupting IT or computerized communications;
- damaging information, data and computer programs, IT and computerized systems.

Employees may not upload unauthorized or unlicensed software on the Company's systems. Similarly, it is forbidden to make unauthorized copies of licensed programs for personal, other Company's or third party use.

13. Prohibition on transactions for handling stolen goods, laundering and use of cash, assets or other illegally gained goods

Neurosoft carries out its activities in full compliance with current regulations about money laundering and instructions issued by the competent authorities.

Neurosoft ensures maximum transparency in its commercial transactions and uses the most suitable tools to combat the handling of stolen goods, laundering and use of cash, assets or other illegally gained goods.

The Company's employees and all Addressees are severely forbidden from undertaking or being involved in activities entailing laundering (i.e. receipt or laundering) of any form of proceeds from criminal activities.

The directors, employees and contractors shall verify in advance the available information (including financial) about commercial counterparties, consultants and suppliers to check their moral integrity, respectability and the legitimacy of their activities before entering into a business relationship with them. They are required to scrupulously comply with the applicable law and internal policies and procedures during all economic transactions, ensuring full traceability of cash inflows and outflows and full compliance with money laundering laws, when applicable.

14. Health and safety in the workplace

Neurosoft is committed to pursuing all necessary actions to improve its employees' health and safety environment as an integral part of its business activities. To this end, the company:

- is committed to circulating and building a culture of health and safety in the workplace, making all employees aware of risks and encouraging their responsible actions and behavior;
- provides training courses at specific stages of the employees' time with the Company and ongoing training for operating personnel;

- encourages and implements all actions aimed at minimizing risks and removing causes that could damage employees' health and safety, undertaking technical and organizational projects to this purpose.

Accordingly, the use of drugs, abuse of alcohol or abuse of illegal drugs is unacceptable in the workplace.

15. The environment

Neurosoft is committed to carrying out its business with full respect of the environment, in the widest sense possible; specifically by:

- considering the environmental impact of new activities and new production processes;
- using natural resources responsibly and knowledgeably;
- developing a constructive relationship, based on maximum transparency and trust, both internally and with the general public and institutions in managing environmental issues;
- maintaining high safety and environmental protection indexes by implementing effective management systems.

16. Relations with media, unions and government

16.1 Trade unions and political parties

Neurosoft does not provide any funding directly or indirectly to political parties, movements, committees or political and trade union organizations and their representatives or candidates, except in the forms and with the use of the methods provided for by applicable regulations.

16.2 Media relations

The Company's Media relations are based on the principles of correctness, availability and transparency in compliance with its defined communication policy.

Employees, bodies, consultants and contractors may not provide information to the media without prior specific authorization of the relevant departments of the Company.

Information and communications about the Company shall be true, accurate, complete, transparent and consistent.

17. Communication of violations

Any alleged or known violation of the rules of this Code and the applicable regulations referred to herein, including anti-corruption laws, shall be reported immediately or as soon as possible to the following parties:

- The company's CEO
- Any other Supervisory body.

Neurosoft employees will not be fired, downgraded, suspended, threatened, oppressed or discriminated in

any way due to the fact that they have correctly communicated a violation of this Code in good faith.

18. Compliance with the Code of Conduct

Violation of the rules of this Code harms the relationship of trust with the Company and may lead to disciplinary measures against the individual violating this Code or create claim for compensation.

Violation of any provision of this Code by an Addressee shall be considered as a breach of the employment agreement of such employee with the company and shall be adequately treated as per the provisions of the applicable legislation and the related regulations.

Actions and behaviors by employees that violate the law and conduct or procedural rules set out herein shall be considered as unlawful and shall be subject to disciplinary sanctions as provided for by the applicable regulations.

Compliance of third parties with this Code (suppliers, consultants, etc) integrates their obligation to comply with diligence and good faith during negotiations and when executing contracts with the Company.

Violations committed by third parties shall be dealt as breach of the related engagements and contracts.

19. Circulation and revision of the Code

Neurosoft is committed to promoting and guaranteeing proper knowledge of the Code, and to this end it shall circulate it to Addressees. The Company is also committed to revising the content of this Code when required to do so to comply with any future regulation.

The Company's Board of Directors is responsible for the compliance with the rules of this Code and for all changes and/or integrations to it.