

**CODE OF BUSINESS CONDUCT AND ETHICS**  
**NESS TECHNOLOGIES**

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**Introduction**

This Code of Business Conduct and Ethics (this “Code”) shall apply to all directors, officers, and employees of Ness Technologies and its subsidiaries (the “Company”) and is designed to provide guidance regarding the Company’s standards of integrity and business conduct. Every director, officer and employee of the Company is expected to adhere to the principles and procedures set forth herein. The purpose of this Code is to promote:

- Honest and ethical conduct, including fair dealing and the ethical handling of actual or apparent interest between personal and professional relationships;
- Conducting business with professional competence and integrity;
- Full, fair, accurate, timely and understandable disclosure;
- Compliance with applicable laws, rules and regulations;
- Prompt reporting of violations of this Code; and
- Accountability for adherence to this Code and to deter wrongdoing.

If a law conflicts with a policy in this Code, you must comply with the law. If you have any questions about these conflicts, you should ask your supervisor how to handle the situation.

Those who violate the standards in this Code will be subject to disciplinary action, up to and including termination of employment.

**1. Compliance with Laws, Rules and Regulations**

Obedying the law, both in letter and in spirit, is the foundation on which this Company’s ethical standards are built. All directors, officers and employees must respect and obey the laws, rules and regulations of the cities, states and countries in which we operate. It is the personal responsibility of each individual to adhere to the standards and restrictions imposed by those laws, rules and regulations. Any director, officer or employee who is unfamiliar or uncertain about the legal rules involving the Company’s business conducted by him or her should consult with higher levels of management or the Company’s legal department (the “Legal Department”) before taking any actions that may jeopardize the Company or that individual.

## **2. Professional Competence and Integrity**

The Company is committed to deliver professional services in accordance with its policies and relevant technical and professional standards, to meet its contractual obligations, and to uphold its name and reputation.

## **3. Conflicts of interest**

A “conflict of interest” exists when a person’s private interest interferes in any way with the interests of the Company. A conflict situation can arise when a director, officer or employee takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest may also arise when a director, officer or employee, or members of his or her family, receives improper personal benefits as a result of his or her position in the Company. Loans to, or guarantees of obligations of, employees and their family members may create conflicts of interest.

It is almost always a conflict of interest for a Company employee to work simultaneously for a competitor, customer or supplier. You are not allowed to work for a competitor as a consultant or board member. The best policy is to avoid any direct or indirect business connection with our customers, suppliers or competitors, except on our behalf. Conflicts of interest are prohibited as a matter of Company policy, except under guidelines approved by the board of directors of the Company (the “Board”). Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with higher levels of management or the Legal Department. Any employee, officer or director who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor, manager or other appropriate personnel.

## **4. Confidential Information**

Directors, officers and employees must maintain the confidentiality of confidential information entrusted to them by the Company or its customers and suppliers, except when disclosure is authorized by the Legal Department or required by laws or regulations. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers and suppliers, if disclosed. It also includes information that suppliers and customers have entrusted to us. The obligation to preserve confidential information continues even after employment ends.

The confidentiality of information must be maintained regardless of the method of communication, including through personal contact, written or oral communications, and electronic means. Electronic means include, among other things, emails and postings on personal web logs (or blogs), Twitter, MySpace, FaceBook or similar social networking services or channels.

Therefore, the Company’s directors, officers and employees are prohibited from disclosing any information about the Company, its customers or suppliers, to any person outside the Company, except as specifically allowed by the Company’s corporate governance and disclosure guidelines. Do not comment on work-related legal matters unless you are the Company’s official spokesperson for the matter, and have the Company’s legal and management

approval to do so. This prohibition includes the disclosure of information through any social networking services or channels, such as blogs, Twitter, MySpace and FaceBook.

## **5. Corporate Opportunities**

Directors, officers and employees are prohibited from taking for themselves personally (or directing to a third party) opportunities that are discovered through the use of corporate property, information or position without the consent of the Board. No director, officer or employee may use corporate property, information, or position for improper personal gain, and no director, officer or employee may compete with the Company directly or indirectly. Directors, officers, and employees owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

## **6. Competition and Fair Dealing**

We seek to outperform our competition fairly and honestly. Obtaining illegally proprietary information, possessing trade secret information that was obtained without the owner's consent or inducing such disclosures by past or present employees of other companies is prohibited. Each director, officer or employee should endeavor to respect the rights of and deal fairly with the Company's customers, suppliers, competitors and employees. No director, officer, or employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other intentional unfair-dealing practice.

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers. Please refer to the Company's guidelines on this subject.

## **7. Discrimination and Harassment**

The diversity of the Company's directors, officers, and employees is a tremendous asset. We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. Examples include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances.

## **8. Health and Safety**

The Company strives to provide each employee with a safe and healthy work environment. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

Violence and threatening behavior are not permitted. Directors, officers, and employees should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol.

## **9. Record-Keeping**

The Company requires honest and accurate recording and reporting of information, including time sheets, sales records and expense reports, in order to make responsible business decisions. For example, only the true and actual number of hours worked should be reported.

Many directors, officers and employees regularly use business expense accounts, which must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, ask your supervisor or your controller.

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation.

Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, internal memoranda, and formal reports. Records should always be retained or destroyed according to the Company's record retention policies. In accordance with those policies, in the event of litigation or governmental investigation please consult the Legal Department.

## **10. Protection and Proper Use of Company Assets**

All directors, officers and employees should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. Company equipment should not be used for non-Company business, though incidental personal use may be permitted.

The obligation of directors, officers and employees to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy. It could also be illegal and result in civil or even criminal penalties.

## **11. Corruption and Bribery**

The Company has a zero tolerance for bribery and/or corruption, and accordingly:

- The Company through its employees or anyone on its behalf shall not offer, give, or receive bribes or inducements for any purpose, whether directly or through a Third Party;

- The Company shall not knowingly enter into business relationships with any person or entity who gives or receives bribes or inducements for any purpose, whether directly or through a Third Party;
- The Company shall comply with applicable laws, regulations and contract requirements relating to the fight against bribery and corruption, as a minimum. Moreover, in the many instances where the Company sets its own higher standards, the Company shall apply these first;
- The Company shall bring its policy of zero tolerance of bribery and corruption to the attention of every employee of the Company and to the attention of every actual or potential business associate of the Company;
- The Company shall rigorously implement, supervise and enforce the foregoing principles of zero tolerance of bribery and corruption with all of its employees and all of its business associates; and
- Any Employee who encounters an event which raises a concern of inappropriate behavior must immediately report such behavior to the Company's Compliance Manager. The Company prefers such reports to be open and direct, but has made the necessary arrangements to enable anonymous "whistle-blowing" reporting as well.

## **12. Disclosure**

Each director, officer or employee involved in the Company's disclosure process, including the Chief Executive Officer and all senior financial officers, including the chief financial officer and principal accounting officer, is required to be familiar with and comply with the Company's internal reporting practices. This includes the Company's disclosure controls and procedures and internal controls over financial reporting, to the extent relevant to his or her area of responsibility. Supervisory personnel should, to the extent appropriate within his or her area of responsibility, consult with other Company officers and employees and take other appropriate steps regarding these disclosures with the goal of making full, fair, accurate, timely and understandable disclosure.

Each director, officer or employee who is involved in the Company's disclosure process must:

- Familiarize himself or herself with the disclosure requirements applicable to the Company as well as the business and financial operations of the Company;
- Not knowingly misrepresent, or cause others to misrepresent, facts about the Company to others, whether within or outside the Company, including to the Company's independent auditors, governmental regulators and self-regulatory organizations; and

- Properly review and critically analyze proposed disclosure for accuracy and completeness (or, where appropriate, delegate this task to others).

### **13. Reporting any Illegal or Unethical Behavior**

Directors, officers and employees are required to talk to supervisors, managers or other appropriate personnel about observed illegal or unethical behavior and when in doubt about the best course of action in a particular situation. Failure to report such existing or potentially wrongful behavior is itself a violation of this Code. It is the policy of the Company not to allow retaliation for reports of misconduct by others made in good faith by employees. Directors, officers and employees are expected to cooperate in internal investigations of misconduct.

The Board shall take all appropriate action to investigate any reported violations of this Code. If a violation has occurred, the Company will take such appropriate disciplinary or preventive action, after consultation by the Board, in the case of director or officer, or the Audit Committee, or another committee of the Board, in the case of any other employee.

### **14. Submission of Complaints**

Complaints about violations of the law or of the Code can be submitted in any form to the direct manager of the reporting person, or to the local general counsel or to the head of human resources in the relevant unit.

Should none of the above individuals be the appropriate person to handle the complaint, the reporting person can address the complaint directly to the Chief Legal Officer and Secretary, Ilan Rotem, at +972-3-766-6842 (phone), +972-3-769-3603 (fax) or [ilan.rotem@ness.com](mailto:ilan.rotem@ness.com).

We encourage any reporting person to stand behind his/her complaint as we will not allow any retaliation against reporters of violations. However, we understand the need for allowing anonymity in certain situations and we welcome such anonymous reports.

To ensure the anonymity of all complaints and specifically complaints regarding accounting practices, internal accounting controls and auditing matters – all complaints can also be reported to our external legal counsel Mr. Ephraim Abramson, Adv. at Ephraim Abramson & Co. Law Offices, Beit Hatayelet, 2 Beitar Street, Jerusalem 93386, Israel, via fax to +972-2-565-4001 or via email to [efia@abramson-law.co.il](mailto:efia@abramson-law.co.il) with a copy to [nesswb@abramson-law.co.il](mailto:nesswb@abramson-law.co.il).

All reports submitted to Mr. Abramson will be transferred to our Audit Committee through the Company's Secretary.

### **15. No Retaliation**

The Company is committed to protecting individuals against retaliation. The Company will not tolerate any retaliation against any person who provides information in good faith to the Company or law enforcement official concerning a possible violation of any law, regulation or this Code. Any director, officer or employee who violates this rule may be subject to civil, criminal and administrative penalties, as well as disciplinary action, up to and including termination of employment.

## **16. Corporate Social and Environmental Responsibility**

In addition to our commitment to absolute adherence to laws and regulations, the Company has adopted an approach of corporate social and environmental responsibility in everything that we do – and in regard to all our stakeholders. This means that directors, officers and employees must look beyond the letter of the law to how we impact people, communities, economies and the environment; they must maintain dialog with key stakeholders to understand their expectations, needs and concerns; and they must seek to improve our overall impact wherever possible in all our business endeavors.

The Company participates in the United Nations Global Compact as a demonstration of its commitment to doing business responsibly. This participation requires the understanding, motivation and personal engagement of all Ness personnel around the globe. The Company expects all directors, officers and employees to be familiar with the concept of corporate responsibility and to take personal responsibility for all actions which can support the Company in being a good corporate citizen.

## **17. Amendments and Waivers of the Code of Business Conduct and Ethics**

This Code may be amended or modified only by the Board. Any waiver of this Code for executive officers or directors may be made only by the Board or a Board committee.