



neogames[®]
Code of Ethics and Conduct



NeoGames S.A. Code of Ethics and Conduct

In accordance with the requirements of the Securities and Exchange Commission (the "SEC") and the Nasdaq Stock Market ("Nasdaq") Listing Standards, the Board of Directors (the "Board") of NeoGames S.A. (the "Company," "we," "us" or "our") has adopted this Code of Ethics and Conduct (the "Code") to encourage:

- > Honest and ethical conduct, including fair dealing and the ethical handling of actual or apparent conflicts of interest;
- > Full, fair, accurate, timely and understandable disclosure;
- > Compliance with applicable governmental laws, rules and regulations;
- > Prompt internal reporting of any violations of law or the Code;
- > Accountability for adherence to the Code, including fair process by which to determine violations;
- > Consistent enforcement of the Code, including clear and objective standards for compliance;
- > Protection for persons reporting any such questionable behavior;
- > The protection of the Company's legitimate business interests, including its assets and corporate opportunities; and
- > Confidentiality of information entrusted to directors, officers and employees by the Company and its customers.

All directors, officers, consultants and employees (each a "Covered Party" and, collectively, the "Covered Parties") of the Company and all of its subsidiaries and controlled affiliates are expected to be familiar with the Code and to adhere to those principles and procedures set forth below. Covered Parties must conduct themselves accordingly, exhibiting the highest standard of business and professional integrity, and seek to avoid even the appearance of improper behavior. In this Code, we refer to our principal executive officer, principal financial officer, principal accounting officer and controller, or persons performing similar functions, as our "principal financial officers."

1. Conflicts of Interest

A conflict of interest occurs when the private interests of a Covered Party interfere, or appear to interfere, with the interests of the Company as a whole.

For example, a conflict of interest can arise when a Covered Party takes actions or has personal interests that may make it difficult to perform his or her Company duties objectively and effectively. A conflict of interest may also arise when a Covered Party, or a member of his or her family, receives improper personal benefits as a result of his or her position at the Company. For purposes of this Code, "family member" means a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-

law, and anyone (other than domestic employees) who shares such person's home.

Conflicts of interest can also occur indirectly. For example, a conflict of interest may arise when a Covered Party is also an executive officer, a major shareholder or has a material interest in a company or organization doing business with the Company.

This Code does not attempt to describe all possible conflicts of interest that could develop. Other common conflicts from which Covered Parties must refrain are set out below:

- > Covered Parties may not engage in any conduct or activities that are inconsistent with the Company's best interests or that disrupt or impair the Company's relationship with any person or entity with which the Company has or proposes to enter into a business or contractual relationship.
- > Covered Parties may not accept compensation, in any form, for services performed for the Company from any source other than the Company.
- > No Covered Party may take up any management or other employment position with, or have any material interest in, any firm or company that is in direct or indirect competition with the Company.

Each Covered Party has an obligation to conduct the Company's business in an honest and ethical manner, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company, should be disclosed promptly to the Company's General Counsel (the "General Counsel"), or if you are a director or executive officer, to the Board. The General Counsel or the Board, as applicable, will work with you to determine whether you have a conflict of interest and, if so, how best to address it. All transactions that could give rise to a conflict of interest involving a director, executive officer or principal financial officer must be approved by the disinterested directors of the Board, and any such approval will not be considered a waiver of this Code.

2. Disclosures

The information in the Company's public communications, including in all reports and documents filed with or submitted to the SEC, must be full, fair, accurate, timely and understandable.

To ensure the Company meets this standard, all Covered Parties (to the extent they are involved in the Company's disclosure process) are required to maintain familiarity with the disclosure requirements, processes and procedures applicable to the Company commensurate with their duties. Covered Parties are prohibited from knowingly misrepresenting, omitting or causing others to misrepresent or omit, material facts about the Company to others, including the Company's independent auditors, governmental regulators and self-regulatory organizations.

3. Compliance with Laws, Rules and Regulations

The Company is obligated to comply with all applicable laws, rules and regulations. It is the personal responsibility of each Covered Party to adhere to the standards and restrictions imposed by these laws, rules and regulations in the performance of his or her duties for the Company.

The principal financial officers are also required to promote compliance by all employees with the Code and to abide by Company standards, policies and procedures.

Covered Parties located outside of the United States must comply with laws, regulations, rules and regulatory orders of the United States, including the Foreign Corrupt Practices Act ("FCPA") and U.S. export control laws, in addition to applicable local laws. For additional information regarding the Company's policies and procedures relating to compliance with anti-corruption laws, please see the Company's Anti-Bribery and Corruption Policy.

4. Insider Trading

Trading on inside information is a violation of federal securities law. Covered Parties in possession of material non-public information about the Company or companies with whom we do business must abstain from trading or advising others to trade in the respective company's securities from the time that they obtain such inside information until adequate public disclosure of the information. Material non-public information is information of such importance that it can be expected to affect the judgment of investors as to whether or not to buy, sell, or hold the securities in question. To use material non-public information for personal financial benefit or to "tip" others, including family members, who might make an investment decision based on this information is not only unethical but also illegal. Covered Parties who trade securities based on material non-public information can be personally liable for civil fines. All Covered Parties are required to carefully review and observe the Company's Insider Trading Compliance Policy.

5. Public Communications and Regulation FD

The Company places a high value on its credibility and reputation in the community. What is written or said about the Company in the news media and investment community directly impacts our reputation, positively or negatively. Our policy is to provide timely, accurate and complete information in response to public requests (from media, analysts, etc.), consistent with our obligations to maintain the confidentiality of competitive and proprietary information and to prevent selective disclosure of market-sensitive financial data. The Company has adopted a separate Regulation FD: Policy Regarding Communications with Analysts, Securityholders and Others (the "Regulation FD Policy") to maintain the Company's credibility and reputation in the community, to maintain the confidentiality of competitive and proprietary information and to prevent selective disclosure of market-sensitive financial data.

While the Securities and Exchange Commission's Regulation Fair Disclosure ("Regulation FD") does not apply to the Company as a foreign private issuer, the Company is committed to the fair disclosure of information consistent with the spirit of Regulation FD. Regulation FD provides that, when we disclose material non-public information about the Company to securities market professionals or the Company's stockholders (where it is reasonably foreseeable that the stockholders will trade on the information), we must also disclose the information to the public. "Securities market professionals" generally include analysts, institutional investors and other investment advisors.

The Company has designated certain individuals as "spokespersons" who are responsible for communicating with analysts, institutional investors and representatives of the media. Any employee or director who is not a designated spokesperson of the Company is prohibited from communicating any information about the Company to analysts, institutional investors, other stockholders or representatives of the media, except at the request of the Company's designated spokespersons.

For more information on the Company's policies and procedures regarding public communications and Regulation FD, please contact the General Counsel for a copy of the Regulation FD Policy or with any questions you may have about disclosure matters

6. Reporting, Accountability and Enforcement

A. Reporting Known or Suspected Violations

The Company promotes ethical behavior at all times and encourages Covered Parties to talk to supervisors, managers and other appropriate personnel, including the officers, the General Counsel, and the Board or the relevant committee thereof, when in doubt about the best course of action in a particular situation. If you know of, or suspect, a violation of this Code, immediately report the conduct to your supervisor, the General Counsel, another officer of the Company, the Board or a committee thereof or according to the Policy for complaints regarding accounting, internal accounting controls or auditing matters (Whistleblower Policy). Such supervisor or officer of the Company will promptly notify the General Counsel of any such report. The General Counsel, Audit Committee, or a designee, as applicable, will work with you and other appropriate persons to investigate your concern.

B. Anonymous Reporting

If you do not feel comfortable reporting the conduct to your supervisor or you do not get a satisfactory response, you may contact the General Counsel directly.

Covered Parties may also report known or suspected violations or other unethical behavior on the Company's following alternatives:

Telephone Hotline: Any person may call the following lines to report an Accounting Complaint. The phone call will be received by a third-party contractor specifically engaged to provide Accounting Complaint services.

US/Canada: 888-695-3532

Ukraine:

0800-801-390

Israel: 809-399-895

Czech Republic: 800-720-841

Company Intranet:

<https://app.mycompliancereport.com/report?cid=NEO>

The link opens a Complaint Form text box in which a person may submit a Complaint. To protect the anonymity of employees, the web logs for the Company's Intranet have been disabled and any submission will result in an email being generated that appears to be from the Company's server.

If requested, confidentiality will be maintained, subject to applicable law, regulations, and legal proceedings. All Covered Parties are expected to cooperate in any internal investigation of misconduct.

C. Investigations

The General Counsel, the Audit Committee of the Board or designee, as applicable, shall investigate and determine the legitimacy of any reports of actual or suspected violations of this Code. The General Counsel, the Audit Committee or designee, as applicable, will then determine the appropriate disciplinary action. Such disciplinary action may include, but is not limited to, reprimand, termination with cause, and possible civil and criminal prosecution. This determination will be based upon the facts and circumstances of each particular situation. If a Covered Party is accused of violating this Code, such Covered Party will be given an opportunity to present his or her version of the events at issue prior to any determination of appropriate discipline. Your conduct as a representative of the Company, if it does not comply with the law or with this Code, can result in serious consequences for both you and the Company.

D. Prohibition on Retaliation

To encourage employees to report any and all violations, the Company will not tolerate retaliation for reports made in good faith. "Good faith" does not mean that an individual has to be right about a concern, but that an individual needs to believe a concern to be true. Retaliation or retribution against any Covered Party for a report made in good faith of any suspected violation of laws, rules, regulations or this Code is considered a violation of this Code and is cause for appropriate disciplinary action up to and including termination. Retaliation can include any adverse action, such as changing an employee's responsibilities, demoting, transferring, ostracizing, or terminating anyone for raising a question or speaking up in good faith.

7. Corporate Opportunities

All Covered Parties owe a duty to the Company to advance the legitimate interests of the Company when the opportunity to do so arises. Covered Parties are prohibited from directly or indirectly (a) taking personally for themselves opportunities that are discovered through the use of Company property, information or positions; (b) using Company property, information or positions for personal gain; or (c) competing with the Company for business opportunities; provided, however, if the Company's disinterested directors of the Board determine that the Company will not pursue an opportunity that relates to the Company's business, a Covered Party may do so, after notifying the disinterested directors of the Board of intended actions in order to avoid any appearance of conflict of interest.

8. Confidentiality

In carrying out the Company's business, Covered Parties may learn confidential or proprietary information about the Company, its customers, distributors, suppliers or joint venture partners. Confidential or proprietary information includes all non-public information relating to the Company, or other companies, that would be harmful to the relevant company or useful or helpful to competitors if disclosed, including financial results or prospects, information provided by a third party, trade secrets, new product or marketing plans, research and development ideas, manufacturing processes, potential acquisitions or investments, customer lists, personally identifiable information of its Covered Parties, customers, partners and vendors or other information of use to our competitors or harmful to us or our customers if disclosed.

Covered Parties must maintain the confidentiality of all information so entrusted to them, except when disclosure is authorized or legally mandated. Covered Parties must safeguard confidential information by keeping it secure, limiting access to those who have a need to know in order to do their job, and avoiding discussion of confidential information in public areas such as planes, elevators, and restaurants and on mobile phones. This prohibition includes, but is not limited to, inquiries made by the press, analysts, investors or others. Covered parties also may not use such information for personal gain. These confidentiality obligations continue even after employment with the Company ends.

9. Fair Dealing

Each Covered Party should endeavor to deal fairly with the Company's customers, service providers, suppliers, competitors and employees. No Covered Party should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair dealing practice. Inappropriate use of proprietary information, misusing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is also prohibited.

10. Protection and Proper Use of Company Assets

All Covered Parties should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. Assets include, but are not limited to, its offices, facilities, computers, workstations, supplies, networks, equipment and furniture. All Company assets should be used only for legitimate business purposes. The obligation of 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.

Covered Parties should not have any expectation of privacy in the Company's assets. Covered Parties are required to only use the Company's property and resources in a way that is reasonable, lawful and appropriate, always act in the Company's best interest and respect the Company's property and resources. To the extent allowed by applicable law, the Company may monitor the use of any of its assets to protect assets from theft and destruction and to ensure the safety and security of Covered Parties.

11. Waivers

Before a director, executive officer, or other principal financial officer, or a family member of a director, executive officer or other principal financial officer, engages in any activity that would be otherwise prohibited by this Code, he or she must obtain a written waiver from the disinterested directors of the Board. Such waiver must then be disclosed to the public as required by law or the Nasdaq Rules, when applicable. Waivers of this Code for other employees may be made only by our Chief Financial Officer or the General Counsel and will be reported to the Audit Committee.

12. Accuracy of Business Records

All financial books, records and accounts must accurately reflect transactions and events, and conform both to International Financial Reporting Standards ("IFRS") and to the Company's system of internal controls. No entry may be made that intentionally hides or disguises the true nature of any transaction. Covered Parties should therefore attempt to be as clear, concise, truthful and accurate as possible when recording any information.

13. Corporate Loans or Guarantees

U.S. federal law prohibits the Company from making loans and guarantees of obligations to directors, executive officers, and their family members.

14. Gifts and Favors

The purpose of business gifts and entertainment in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with customers. Covered Parties must act in a fair and impartial manner in all business dealings. Gifts and entertainment should further the business interests of the

Company and not be construed as potentially influencing business judgment or creating an obligation.

Gifts must not be lavish or in excess of the generally accepted business practices of one's country and industry. Gifts of cash or cash equivalents are never permitted. Requesting or soliciting personal gifts, favors, entertainment or services is unacceptable. Covered Parties should contact the officers, the General Counsel, outside counsel for the Company and the Board or the relevant committee thereof to discuss if they are not certain that a gift is appropriate.

The FCPA prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country. In addition, the promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate Company policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules.

15. Personal Investments

Covered Parties may not own, either directly or indirectly, a substantial interest in any business entity that does or seeks to do business with or is in competition with the Company without providing advance notice to the Audit Committee, the Chairman of the Board or the General Counsel. Investments in publicly traded securities of companies not amounting to more than three percent (3%) of that company's total outstanding shares are permitted without such advanced approval.

16. Antitrust Laws and Competition

The purpose of antitrust laws is to preserve fair and open competition and a free market economy, which are goals that the Company fully supports. Covered Parties must not directly or indirectly enter into any formal or informal agreement with competitors that fixes or controls prices, divides or allocates markets, limits the production or sale of products, boycotts certain suppliers or customers, eliminates competition or otherwise unreasonably restrains trade.

17. Money Laundering, Criminal Property and Terrorist Financing

Money laundering is the process by which people attempt to disguise illegally gained proceeds to make the proceeds appear to come from legitimate sources or activities, or, conversely, finance illegal activities using funds routed through legitimate sources. Covered Parties are required to comply with all applicable anti-money laundering laws. Covered Parties should act to ensure that the Company's assets and business are not used or utilized by any persons, be they directors, officers, employees, customers, suppliers or contractors, in any way so as to launder money, finance terrorism or deal with criminal property. Covered Parties should promptly report any knowledge or suspicion they have in this regard to their supervisor, Company officer or General Counsel.

18. Political Contributions

Covered Parties may participate in the political process as individuals on their own time. However, Covered Parties must make every effort to ensure that they do not create the impression that they speak or act on behalf of the Company with respect to political matters. Company contributions to any political candidate or party or to any other organization that might use the contributions for a political candidate or party are prohibited subject and in accordance to Company's Anti-Bribery and Corruption Policy Policy. A Covered Party may not receive any reimbursement from corporate funds for a personal political contribution..

19. Equality, Discrimination and Harassment

The Company is an equal opportunity employer and will not tolerate illegal discrimination or harassment of any kind. All employment decisions are made without regard for an applicant's or employee's race, sex, religion, or other legally protected characteristics. The Company maintains robust equal employment opportunity and related policies and procedures that all employees, regardless of their position within the organization, are required to follow. Covered Parties are encouraged to report any concerns of discrimination, harassment or other violation of Company's policies. The Company will not tolerate any retaliation in response to good faith reporting and will thoroughly and impartially investigate all such reports and take all necessary and appropriate remedial actions.

The Company's most valuable asset is its employees. The Company celebrates cultural and individual diversity and fosters an environment of inclusion. The Company does not permit or tolerate any form of discrimination, whether due to race, ethnicity, color, nationality, origin, religion, gender identity or expression, sexual orientation, social class, marital status, age, weight, height, physical disability or any other inappropriate criteria. Every Covered Party is required to:

- > Respect and value the diversity and the right of others to express thoughts, ideas, and opinions within the boundaries of expected and appropriate behavior and with an understanding that the Company does not tolerate discrimination or harassment;
- > Foster an atmosphere of openness, teamwork and trust;
- > Not tolerate discriminatory behavior; and
- > Never engage in bullying or harassment, or any behaviors that could reasonably be viewed as offensive or intimidating.

While all types of harassment are prohibited, sexual harassment requires particular attention. The Company prohibits sexual harassment of any kind. Sexual harassment includes, among others, sexual advances, requests for sexual favors, and inappropriate verbal discussions or physical conduct, or any other form of communication, of a sexual nature when: (a) submission to or rejection of such advances, requests or conduct is made by either explicitly or implicitly a term

or condition of employment or as a basis for employment related decisions; or (b) such advances, requests or conduct have the purpose or effect of unreasonably interfering with an individual's work performance by creating an intimidating, hostile, humiliating or sexually offensive work environment. Covered Parties are prohibited from making unwanted, inappropriate or disrespectful sexual advances. Covered Parties should notify his or her supervisor, Anti Harassment officer or Human Resources representative of any actual or suspected conduct that can be considered sexual harassment. Individuals who believe they have witnessed and/or been the subject of sexual harassment should review the reporting options contained in the Reporting, Accountability and Enforcement section.

20. Environment, Health and Safety, Employment Practices

A. Health and Safety

The company is committed to providing a safe work environment for its Covered Parties and all visitors to its facilities. The Company is committed to managing and operating its assets in a manner that is protective of human health and safety and the environment. It is our policy to comply with both the letter and the spirit of the applicable health and safety laws and regulations and to attempt to develop a cooperative attitude with government inspection and enforcement officials.

Covered Parties are encouraged to report conditions that they perceive to be unsafe, unhealthy or hazardous to the environment. Every Covered Party is required to:

- Know and follow the safety and security policies;
- Address and challenge unsafe behaviors, conditions or practices in a timely manner to prevent injuries;
- Report accidents, incidents, breaches of policies, or any other action and/or situation that have a potential risk to health, safety and security; and
- Complete all required health and safety training.

B. Health and Safety Work Environment

The Company expects inclusion, trust, respect, dignified and honest conduct in relation to every Covered Party, regardless of any hierarchical position, job responsibility or function. The Company is doing its utmost to guarantee to its Covered Parties a work environment free of actions or restriction of any kind that would cause embarrassment or harm to anyone.

Each Covered Party is forbidden from using his or her position to request personal favors or services from other Covered Parties. Threats or harassment of any type will not be tolerated. Additionally, it is prohibited to intrude into a Covered Party's personal life, either within the work environment or outside of it. Every Covered Party is required to work together to create respectful, strong and successful relationships and

avoid inappropriate and disrespectful comments through all channels of communication, including through social media, when interacting with other Covered Parties.

21. Personal Conduct and Social Media Policy

Covered Parties should take care when presenting themselves in public settings, as well as online and in web-based forums or networking sites. Each Covered Party is encouraged to conduct himself or herself in a responsible, respectful, and honest manner at all times. The Company understands that Covered Parties may wish to create and maintain a personal presence online using various forms of social media. However, in so doing Covered Parties should include a disclaimer that the views expressed therein do not necessarily reflect the views of the Company. Covered Parties should be aware that that even after a posting is deleted, certain technology may still make that content available to readers.

Covered Parties are prohibited from using or disclosing confidential, proprietary, sensitive or trade secret information of the Company, its partners, vendors, consultants or other third parties with which the Company does business. Harassment of other directors, officers or employees will also not be tolerated. A Covered Party may not provide any content to Company social media sites that may be construed as political lobbying or solicitation of contributions, or use the sites to link to any sites sponsored by or endorsing political candidates or parties, or to discuss political campaigns, political issues or positions on any legislation or law.

22. No Rights Created

This Code is a statement of certain fundamental principles, policies and procedures that govern the Company's Covered Parties in the conduct of the Company's business. It is not intended to and does not create any rights in any employee, customer, client, visitor, supplier, competitor, shareholder or any other person or entity. It is the Company's belief that the policy is robust and covers most conceivable situations.

23. Conclusion

This Code contains general guidelines for conducting the business of the Company consistent with the highest standards of business ethics. If you have any questions about these guidelines, please contact your supervisor or the General Counsel. The Company expects all of its employees and directors to adhere to these standards.

This Code, as applied to the Company's principal financial officers, shall be our "code of ethics" within the meaning of Section 406 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder.

This Code and the matters contained herein are neither a contract of employment nor a guarantee of continuing Company policy. The Company reserves the right to amend, supplement or discontinue this Code and the matters addressed herein, without prior notice, at any time.

VI. November 18, 2020

V.2 November 7, 2023