

***CODE OF BUSINESS CONDUCT  
AND ETHICS***

**JUNE 2022**

## We Play Responsibly: We ALL own Compliance!

This Code covers key ethical principles and governs how Neuronetics' employees, Executive Officers and members of the Board of Directors should conduct business. More specific day-to-day procedures are outlined in Neuronetics' policies and procedures. The Company's senior management is tasked by the Board of Directors to ensure that this Code and the Company's corporate policies appropriately direct all Company activities. Therefore, everyone at Neuronetics must understand the legal and ethical requirements that apply to their business and areas of responsibility.

The Code is not capable of covering every situation that Neuronetics' personnel may encounter but our bottom line is that, at all times, Neuronetics expects you to conduct our business in a manner that reflects favorably upon both the Company and yourself. If you are ever unsure whether an act is ethical, ask yourself the following questions:

- Is the action legal?
- Does the action comply with our Code and other company policies and procedures?
- Would the action withstand public scrutiny if disclosed?
- Will the action reinforce our reputation as an ethical company?

If you cannot answer these questions with an **unqualified yes**, you should seek guidance by reviewing Neuronetics' policies and procedures as well as by discussing the situation with your supervisor, Human Resources or the Chief Compliance Officer before proceeding with the action.

Violation of any law, regulation, the Code or Neuronetics' other policies and procedures is a serious matter. Any employee who compromises or violates any compliance obligations may be subject to disciplinary action, up to, and including, termination; loss of employment-related benefits; and, if applicable, criminal or civil proceedings.

## We Play by the Rules

Obedying the law is the foundation of our Code of Business Conduct and Ethics. Neuronetics operates in many different countries and jurisdictions, and employees are required to comply with the applicable laws in all countries to which they travel or any location where Neuronetics does business. Although employees may not know the details of all laws, rules and regulations, it is important to know enough to determine when to seek advice. You should be aware of the following laws that impact our business:

**Interactions with Healthcare Providers:** As the manufacturer of a medical device, we hold a special position of trust within our society. It is essential that our interactions with Healthcare Providers conform to ethical and appropriate business practices. We will never attempt to improperly induce a Healthcare Professional to purchase or prescribe Neuronetics' products or services, and we will never provide anything of value to healthcare providers for free. We are a member of the Medical Device Manufacturers Association ("**MDMA**") and commit to adhere to the requirements of the [Revised Code of Conduct on Interactions with Healthcare Providers as adopted by the MDMA on October 23, 2019.](#)

**Employee Safety/Environment:** Nothing is more important than the safety and health of our employees and contractors, our customers and the communities in which we operate. At Neuronetics, it is every employee's responsibility at all levels. Employees are required to perform their work in accordance

with safe standards and practices. All Neuronetics' employees are responsible for understanding and complying with Neuronetics' environmental, health and safety policies and procedures.

**Insider Trading Laws:** We may not buy or sell Neuronetics securities or securities of other companies if we know material information that has not been made public. Also, we never provide material non-public information to third parties because it may enable them to improperly buy or sell securities using confidential information. Employees, Executive Officers and members of the Board of Directors are subject to additional trading restrictions in Neuronetics' securities. For more information, see Neuronetics' Insider Trading Policy. [Here](#)

**Competition, Antitrust and Fair Dealing Laws:** We comply with all laws designed to protect competition. We must always deal fairly with Neuronetics' customers, suppliers and competitors, as well as employees. We should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material factors or other unfair dealing practices. Fair dealing laws and antitrust laws protect industry competition by generally prohibiting formal or informal agreements between competitors that seek to manipulate or fix prices, divide markets or unfairly impact competitors.

**Gathering Competitive Information:** Obtaining and using information about competitors can be a legitimate part of the competitive process if gathered properly. However, information should be gathered only from publicly available sources. If you believe someone is improperly giving you confidential information, politely decline to continue the conversation and report the incident to a member of the Legal Department.

**Anti-corruption Laws:** Neuronetics is committed to complying with applicable anti-corruption laws, including the U.S. Foreign Corrupt Practices Act (FCPA), the U.K. Bribery Act and the anti-corruption laws of all other countries where we do business. It is never appropriate to offer, give, request or accept bribes, kickbacks or any other type of improper preferential benefit to anyone whether they are a government official, political candidate, party official, customer, supplier, business partner or third-party intermediary. In addition to cash, be aware that gifts, business entertainment (such as meals, travel, or other hospitality), political contributions or charitable donations may also constitute a bribe, kickback or other type of unlawful benefit. Neuronetics is committed to doing business only with business partners that share our commitment to anti-corruption compliance. For more information, see the Neuronetics Anti-Corruption Policy [Here](#) and the Neuronetics Gifts & Business Entertainment Policy. [Here](#)

**Import-Export & Trade Laws:** Our international operations must comply with all laws, rules and regulations that govern these activities. These laws include trade laws and export controls and anti-boycott regulations that apply whether an employee is based in, or a citizen of, the United States or another country. The United States and many other countries also impose and enforce sanctions against certain individuals and companies worldwide, and the scope of these sanctions can vary widely. Neuronetics is not permitted to do business in or ship products or equipment to certain jurisdictions, nor can we do business with sanctioned individuals or companies. Employees are required to help ensure that Neuronetics complies with the applicable import-export and trade laws in the jurisdictions where we do business and, when required, ensure that information provided to customs and other relevant authorities are current, accurate and complete.

**Money Laundering Laws:** We comply and expect you to comply with all applicable anti-money laundering and counter-terrorism financing laws and regulations. We may not attempt to conceal or "launder" illegally received funds or make the source of the funds appear legitimate. To avoid engaging in acts of money laundering, employees must follow company payment procedures. In addition, employees

should be alert for and immediately report any irregular payments, unusual payment methods, refund requests or other suspicious transactions.

## We Play Nicely

**Non-Discrimination & Non-Harassment:** The diversity of our workforce is a tremendous asset. We are committed to providing equal opportunity in all aspects of employment and will not tolerate discrimination on the basis of age, race, color, national origin, religion, sex, gender identity, sexual orientation or any other protected status. We will not tolerate harassment or unlawful behaviors of any kind, including derogatory comments based on race or ethnicity or unwelcome touching or sexual advances. We have no tolerance for intimidation, hostility or threats.

**Mutual Respect:** We treat people with dignity and respect, and we set high standards for professional and ethical conduct that govern how we interact with customers, suppliers, colleagues and members of the public. This includes extending courtesy and respect to individuals; respecting Neuronetics property and that of others; acting fairly and honestly at all times; working together to achieve better results and taking steps to understand the laws and customs of the different countries in which we operate.

**Counseling and Disciplinary Action:** Neuronetics maintains standards of performance and conduct in the workplace through the appropriate use of informal counseling, employee training, formal counseling and disciplinary actions, which may result in penalties up to, and including, dismissal.

## We Play Fair

**Interactions with Healthcare Providers:** We must never attempt to improperly induce a Health Care Professional to purchase or prescribe Neuronetics' products or services, and we will never provide anything of value to health care providers for free.

**Workplace Safety:** Employees are entitled to a safe, clean and healthy working environment that complies with all relevant laws, rules, regulations and policies, as well as Neuronetics' own standards and guidelines. All business activities must be conducted with all necessary permits, approvals and controls. You should report any unsafe conditions or behavior immediately to your supervisor or Human Resources.

**Environmental Stewardship:** We are committed to environmental stewardship and protecting environmental resources for future generations. To that end, you must follow all environmental rules and regulations established by local, regional or national authorities, as well as Neuronetics' own policies.

**Human Rights and Labor Practices:** Neuronetics, and any supplier, vendor, intermediary or service provider working with Neuronetics, must comply with all labor laws in the jurisdictions where it operates. We will not engage in or do business with any third party engaging in the use of forced or involuntary labor, human trafficking or child labor.

## We Play Honest

Neuronetics respects the right of our employees, Executive Officers, and members of our Board of Directors to manage their personal affairs. Nevertheless, our personal interests must never interfere (or appear to

interfere) with the interests of Neuronetics. A conflict of interest situation can arise when someone takes actions or has interests that may make it difficult to perform his or her company work objectively and effectively.

Employees, Executive Officers and members of the Board of Directors must avoid apparent or actual conflicts of interest and must disclose potential conflicts of interest. Employees should report apparent or actual conflicts of interest to their supervisor, Human Resources, or the Chief Compliance Officer. Executive Officers and members of the Board of Directors should report apparent or actual conflicts of interest to the Chief Compliance Officer. Examples of situations in which potential conflicts of interest could arise include, but are not limited to:

**Corporate Opportunities:** You are prohibited from (a) taking for yourself opportunities that are discovered through the use of Neuronetics property, information or position; (b) using Neuronetics property, information, or position for personal gain; and (c) competing with Neuronetics. Employees, Executive Officers and members of the Board of Directors owe a duty to Neuronetics to advance its legitimate interests when the opportunity to do so arises.

**Fraud and Misappropriation of Company Resources:** You should follow all internal approval processes and accounting and financial reporting principles to properly record all transactions and to ensure they are subject to review where appropriate. Do not knowingly create, use or accept any forged documents in connection with Neuronetics business activities or request or accept the delivery of any Neuronetics proceeds into personal bank accounts. You cannot facilitate or participate in any third-party attempts to defraud Neuronetics and must take appropriate steps to protect against any misuse of company resources. You must report all suspected attempts of external fraud.

**Personal Relationships:** Employees should not participate in any business decision that could benefit an individual with whom they have a close personal relationship at a cost or detriment of any kind to Neuronetics. For example, employees may not influence employment-related decisions that affect a relative. Conflicts of interest can arise when an employee, Executive Officer, member of the Board of Directors or a member of his or her family receives improper personal benefits as a result of his or her position at Neuronetics. Loans or guarantees to such persons are of special concern. Executive Officers and members of the Board of Directors must also refer to Neuronetics' Related Person Transaction Policy. [Here](#)

**Gifts & Business Entertainment:** Providing Gifts and Entertainment to Healthcare Providers is generally prohibited. Please refer to the Neuronetics Policy on Meals, Entertainment and Gifts to

HCPs. [Here](#) In other contexts, providing and receiving modest gifts or entertainment can be beneficial to long-term business collaboration, provided they are reasonable and appropriate for the situation, not offered to improperly influence a business decision and are permissible under laws and policies that apply to the recipient. Gifts and entertainment should always be in good taste, should not be lavish, and should be considered courtesies, not regular practices. Gifts in cash, or cash equivalents, such as gift cards, are prohibited. Giving or offering gifts and hospitality to government officials presents enhanced risk. For further guidance on gifts and entertainment, see the Neuronetics Gifts & Business Entertainment Policy and the Neuronetics Anti-Corruption Policy. [Here](#)

**Protecting Assets and Confidential Information:** You must protect and exercise good judgment when using Neuronetics' assets. Personal use of company assets (such as technology resources) should be minimal and not interfere with job performance. You may not use Neuronetics' email or intranet assets to

send or access offensive or inappropriate content. Also, employees should be careful to protect Neuronetics' intellectual property from improper disclosure to or use by a third party. Neuronetics may be entrusted with property and/or valuable information belonging to our business partners. You must use the same care to protect any property or valuable information entrusted to Neuronetics by others. We should maintain the confidentiality of our own information and information entrusted to us by others, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that might be of use to competitors, or harmful to the company or its customers, if disclosed. This includes, but is not limited to, marketing plans, sales data, financial performance data, personal data of employees or customers, strategies, intellectual property and any legally privileged materials. To protect this confidential information, you must follow all relevant laws and respect the privacy of information when collecting, keeping and transferring confidential or otherwise private information. You are prohibited from using Neuronetics confidential information for personal gain or to compete with Neuronetics.

**Safeguarding Intellectual Property:** Intellectual property is one of Neuronetics' most valuable assets and thus protection of our IP is a core responsibility for every employee. Each of us is responsible for safeguarding our trademarks, patents, copyrights, trade secrets and proprietary know-how, methods and processes. It is critical that you never disclose to unauthorized individuals – whether inside or outside of Neuronetics – any information that may compromise Neuronetics' proprietary technology or trade secrets. It is equally important that we respect the valid intellectual property rights of third parties. Unauthorized use of third-party intellectual property may expose Neuronetics and individual employees to civil damages and criminal penalties.

**Personal Data:** Neuronetics is committed to protecting the personal data of our employees, customers and others who entrust it to us. If you create, discover, use, access, receive or otherwise handle personal data you should follow applicable privacy laws and Neuronetics' data privacy policies and procedures.

**Outside Employment:** Full-time employees must have prior written approval from their supervisor and Human Resources before providing services to another for-profit business, unless otherwise allowed under the terms of their employment or local law. Executive Officers may not provide services to another for-profit business without approval from the Board of Directors. You may never provide services to a competitor while you are employed by Neuronetics.

**Political Activities:** You must keep your political activities separate from your work for Neuronetics. Accordingly, it is inappropriate to use company resources (including time, property or equipment) for such activities. You should notify your manager before accepting a public office. Any

political activities being conducted on Neuronetics' behalf must be approved by Neuronetics' Chief Compliance Officer.

## We Play Organized

**Accurate Records & Public Disclosures:** You must follow Neuronetics' system of internal controls and disclosure controls and ensure that corporate records and all securities filings are timely, legitimate and accurate. Creating false or misleading records of any kind is prohibited.

**Speaking on Neuronetics' Behalf and Careful Communications:** Unless specifically authorized by the Chief Executive Officer, the Chief Financial Officer or the Vice President, Marketing, you should

refrain from speaking publicly on Neuronetics' behalf or publicly disclosing proprietary or confidential information about Neuronetics. Only employees who have been given permission to speak publicly on Neuronetics' behalf are permitted to do so. Those individuals permitted to speak on Neuronetics' behalf must always be truthful, accurate and respectful in their communications. For more information, see Neuronetics' Public Statements and Press Release Policy.

**Data Security:** Keeping Neuronetics' data safe strengthens our business by building trust between our employees, customers and business partners. You must comply with all of Neuronetics' data security policies. Specifically, you must protect all passwords, user IDs, access cards and encryption or authentication keys. You must safeguard all confidential and non-public information, including, but not limited to, trade secrets, contracts, manufacturing, customer, employee and pricing data.

**Document Retention:** You must comply with Neuronetics' records management policies and legal hold notices. These policies apply to retention and destruction of all records created by Neuronetics, including hard copies, electronic files, emails, instant messages, videos and backup tapes.

## We Play to Learn

**To Ask a Question, Raise a Concern, or Report a Violation:** Any employee who would like guidance on how to comply with the Code or applicable law, or who has a question about a possible violation of the Code, Neuronetics' policies or procedures or of any applicable law, should contact:

- His or her manager/supervisor
- Human Resources
- Any member of the Neuronetics legal department
- The Chief Compliance Officer

## We Play Humble

**Admit Mistakes:** In the course of your employment with Neuronetics, you may make a mistake that has compliance implications. If you discover you may have made a mistake, seek help from your supervisor, Human Resources, the Legal Department or the Chief Compliance Officer. While sometimes difficult, most mistakes can be corrected if detected early and reported voluntarily. Covering up a mistake is an intentional act which will only worsen the consequences upon discovery.

**Cooperating in Investigations:** You may be asked to cooperate or provide information in an investigation. Your full cooperation and assistance are required and the failure to do so will be considered a violation of the Code and Neuronetics' policy.

## We Play Alert

If your concern involves potential misconduct by another person and relates to questionable accounting or auditing matters at the company, please also refer to the Company's Open-Door Policy for Reporting Complaints Regarding Accounting and Auditing Matters. [Here](#)

If you prefer to leave an anonymous message for the Chief Compliance Officer, you may do so by telephone at 484-329-8348 Ext. 4208 although the Chief Compliance Officer will be unable to obtain follow-up details

from you that may be necessary to investigate the matter.

Except where prohibited by local law:

- employees may make reports anonymously and Neuronetics will take steps to maintain the confidentiality of reports; and
- third parties may report potential business misconduct by contacting the Neuronetics' employee with whom the person has a working relationship, or by submitting their report to the Chief Compliance Officer.

Where local law allows, third parties may also report business misconduct through the Ethics Hotline, website, email address or regular mail address listed above.

**Investigating and Resolving Reported Violations:** The Audit Committee has established procedures for the receipt, investigation and resolution of whistleblower reports. All reports of possible violations of the Code or applicable laws will be evaluated promptly and investigated, where appropriate. For further information, see the Neuronetics Whistleblower and Non-Retaliation Policy. [Here](#)

## **We Never Retaliate**

**Non-retaliation:** We will not tolerate retaliation against any employee who makes a good faith report about a violation or possible violation of applicable law or the Code, or who participates in any investigation conducted internally or by a government enforcement agency. Any employee who believes he or she has been retaliated against should promptly report it to one of the resources listed below.

**Waivers:** Waivers or exceptions to the Code for any employee generally will not be granted. Only under exceptional circumstances will a waiver be granted, in advance, by the Chief Compliance Officer. A waiver of this Code for any Executive Officer or member of the Board of Directors may be made only by the Board of Directors or a committee of the Board. Members of the Board of Directors are required to obtain a waiver of this Code only under those circumstances in which he or she seeks a waiver regarding conduct to be performed pursuant to that Director's role as a member of the Board of Directors.

In addition, a dedicated email address for the Chief Compliance Officer ([compliance@neurostar.com](mailto:compliance@neurostar.com)) is available to those who wish to seek guidance on specific situations or report violations of the Code, or to ask questions about the Company's policies.

**The Company also maintains a third-party service to allow employees to anonymously report compliance concerns.** You may contact lighthouse at [www.lighthouse-services.com](http://www.lighthouse-services.com):

- **login:** Neuronetics
- **password:** Hotline

Or by calling (484) 329-8348 Ext. 4208 to anonymously report compliance concerns. If you choose to report a compliance concern anonymously, the Company will not be able to obtain follow-up details from you or provide any status updates regarding the investigation. **Whether you identify yourself or remain anonymous, your telephonic contact will be kept confidential to the extent reasonably possible within the objectives of the Code.**