

REGO PAYMENT ARCHITECTURES, INC.
CODE OF ETHICS AND RULES OF CONDUCT
ADOPTED BY THE BOARD OF DIRECTORS
APRIL 12, 2013

CODE OF ETHICS AND RULES OF CONDUCT

REGO Payment Architectures, Inc. (“REGO”), its directors, officers, consultants, and employees and its associates must, at all times, comply with this Code of Ethics and Rules of Conduct

Organizational Code of Conduct

REGO, its directors, officers, consultants, and employees and its associates must, at all times, comply with all applicable laws and regulations. REGO will not condone the activities of associates who achieve results through illegal or unethical dealings. This includes any payments for illegal acts, indirect contributions, rebates, and bribery, etc. REGO does not permit any activity that fails to pass the closest possible scrutiny.

All business conduct should be well above the minimum standards required by law. Accordingly, associates must ensure that their actions cannot be interpreted as being, in any way, in contravention of the laws and regulations governing REGO’s operations. Associates uncertain about the application or interpretation of any legal requirements should refer the matter to their manager and/or Human Resources.

REGO expects that associates will perform their duties conscientiously, honestly, and in accordance with the best interests of REGO. Associates must not use their positions or the knowledge gained as a result of their positions for private or personal advantage. Regardless of the circumstances, if associates sense that a course of action they have pursued, are presently pursuing, or are contemplating pursuing may involve them in a conflict of interest with REGO; they should immediately communicate all the facts to their manager and/or Human Resources.

Associates who have access to REGO’s funds in any form must follow the prescribed procedures for recording, handling, and protecting money. REGO imposes strict standards to prevent fraud and dishonesty. If associates become aware of any evidence of fraud and dishonesty, they should immediately advise their manager, Human Resources, and/or any other member of Senior Management, so that REGO can promptly investigate further. When an associate’s position requires spending REGO’s funds or incurring any reimbursable personal expenses, that individual must use good judgment on REGO’s behalf to ensure that good value is received for every expenditure. REGO’s funds and all other assets of REGO are for organizational purposes only and not for personal benefit. This includes the personal use of organizational assets, such as computers.

Accurate and reliable records of many kinds are necessary to meet REGO's legal and financial obligations and to manage the affairs of REGO. REGO's books and records must reflect, in an accurate and timely manner, all business transactions. The associates responsible for accounting and recordkeeping must fully disclose and record all assets, liabilities, or both, and must exercise diligence in enforcing these requirements. Associates must not make or engage in any false record or communication of any kind, whether internal or external.

Code of Ethics

REGO maintains policies to guide its associates with respect to standards of conduct expected in areas where improper activities could damage REGO's reputation and otherwise result in serious, adverse consequences to REGO and to associates involved. The standards of conduct described in this Policy and an associate's actions as they relate to those standards are significant indications of the individual's judgment and competence. Accordingly, those actions constitute an important element in the evaluation of the associate for appraisal, position assignment, and promotion. Correspondingly, insensitivity to or disregard of the principles of this Policy will be grounds for appropriate disciplinary action, up to and including separation of employment.

Prohibiting of Improper Payments

REGO expects all associates to use only legitimate practices in commercial operations and in promoting REGO's position on issues before governmental authorities. As stated below, "kickbacks" or "bribes" intended to induce or reward favorable buying decisions and governmental actions are unacceptable and prohibited. No REGO associate shall, in violation of any applicable law, offer or make directly or indirectly through any other person or firm any payment of anything of value (in the form of compensation, gift, contribution, or otherwise) to:

- any person or firm employed by or acting for or on behalf of any customer, whether private or governmental, for the purpose of inducing or rewarding any favorable action by the customer in any commercial transaction; or any governmental entity, for the purpose of inducing or rewarding action (or withholding of action) by a governmental entity in any governmental matter;
- Any governmental official, political party, or official of such party, or any candidate for political office, for the purpose of inducing or rewarding favorable action (or withholding of action) or the exercise of influence by such official, party, or candidate in any commercial transaction or in any governmental matter.

In utilizing consultants, agents, sales representatives, or others, REGO will employ only reputable, qualified individuals or firms under compensation arrangements, which are reasonable in relation to the services performed. Consultants, agents, or representatives retained in relation to the provision of goods or services to the federal government must agree to comply with all laws, regulations, and Company policies governing associate conduct.

The provisions of this section are not intended to apply to ordinary and reasonable business entertainment or gifts not of substantial value, customary in local business relationships and not in violation of law as applied in that environment. Managers are expected to exercise sound discretion and control in authorizing such business entertainment and gifts.

When customer organizations, governmental agencies, or others have published policies intended to provide guidance with respect to acceptance of entertainment, gifts, or other business courtesies by their associates, such policies shall be respected.

Any associate who is requested to make, authorize, or agree to any offer or payment which is, or may be, contrary to this Policy will promptly report such information to the associate's manager, Human Resources, and/or any other member of Senior Management.

Return of Company Property and Close Call Financial Obligations

In the event of an associate's separation from employment with REGO, he or she must settle all open associate accounts (e.g., cash advances, credit card liabilities, etc.) in full and agree to return all tools and company property in his or her possession on the last day of work (or as specified by the associate's manager or Human Resources). Failure to do so may result in payroll deductions and/or legal action to recover Company property.

Conflicts of Interest

Associates have an obligation to conduct business within guidelines that prohibit actual or potential conflicts of interest. This policy establishes only the framework within which REGO wishes the business to operate. The purpose is to provide general direction so that associates can seek further clarification on issues related to the subject of acceptable standards of operation. You may contact your manager, Human Resources, or any other member of Senior Management for more information or questions about conflicts of interest.

Transactions with outside firms must be conducted within a framework established and controlled by Senior Management of REGO. Business dealings with outside firms should not result in unusual gains for those firms. Unusual gain refers to bribes, product bonuses, special fringe benefits, unusual price breaks, and other windfalls designed to ultimately benefit the employer, the associate, or both. Promotional plans that could be interpreted to involve unusual gain are generally prohibited and require specific Senior Management review.

An actual or potential conflict of interest occurs when an associate is in a position to influence a decision that may result in a personal gain for that associate or for a relative as a result of REGO's business dealings. Personal gain may result not only in cases where an associate or relative has a significant ownership in a firm with which REGO does business, but also when an associate or relative receives any kickback, bribe, substantial gift, payment, commission, or special consideration as a result of any

transaction or business dealings involving REGO.

Associates have an obligation to conduct business within guidelines that prohibit actual or potential conflicts of interest. The following guidelines will provide general direction on issues related to acceptable standards of operation. If you are unsure of how to apply these guidelines or are faced with a specific situation that calls for deviation from normal procedures, you may contact your manager, Human Resources, or any other member of Senior Management for more information.

1. No associate may engage in any conduct or activity that is inconsistent with REGO's best interest or that in any manner disrupts, undermines, or impairs REGO's relationships with any customer or prospective customer or any outside organization, person or entity with which REGO has or proposes to enter into an arrangement, agreement, or contractual relationship of any kind.
2. Associates should avoid investing in or acquiring a financial interest for their own accounts in any business organization that has a contractual relationship with REGO, or that provides goods or services, or both to REGO. If such investment or interest could influence or create the impression of influencing their decisions in the performance of their duties on behalf of REGO.
3. Associates may not engage in any outside activity or accept work in any outside position that either interferes with their ability to devote their full and best efforts to REGO's interests or raises an actual or potential conflict of interest or the possible appearance of a conflict of interest.

Any violation of this policy will subject the associate to disciplinary action or immediate discharge. Any associate having knowledge of any violation of the policy shall promptly report such violation to his or her manager, Human Resources, or any other member of Senior Management. Questions concerning this policy should contact Human Resources or any other member of Senior Management. Any doubt as to whether a conflict of interests exists should be resolved in favor of disclosure and a request for specific guidance.

Workplace Etiquette

REGO strives to maintain a positive work environment where associates treat each other with respect and courtesy. Sometimes issues arise when associates are unaware that their behavior in the workplace may be disruptive and bothersome to others. Many of these day-to-day issues can be addressed by politely talking with the co-worker to bring the perceived problem to his or her attention. In most cases, common sense will dictate an appropriate resolution. REGO encourages all associates to keep an open mind and graciously accept constructive feedback or a request to change behavior that may be affecting another associate's ability to concentrate and be productive. Associates may

address any concerns about another associate's behavior with that associate, their manager, or Human Resources.

Harassment

REGO is committed to providing a work environment in which its associates are treated with courtesy, respect, and dignity. REGO does not tolerate or condone any actions by anyone that constitute any kind of harassment or discrimination, including sexual harassment, of any associate.

Harassment in violation of this policy includes verbal, visual, or physical conduct that belittles or shows hostility or aversion toward an individual because of race, color, creed, ancestry, citizenship status, national origin, religion, sex, gender (including gender identity), marital status, military service status, age, mental or physical disability, medical condition (including genetic characteristics), pregnancy, sexual orientation, or any other characteristic protected by law or regulation.

Sexual harassment is defined as unwelcome sexual advances, requests for sexual favors, and other verbal, written (including but not limited to online postings, emails, text and instant messages), or physical conduct of a sexual nature by associates, managers, or managers where such conduct:

- is made an explicit or implicit term or condition of employment;
- is used as the basis for employment decisions affecting associates; or
- has the purpose or effect of substantially interfering with an associate's work by creating an intimidating, hostile or offensive working environment.

Under most circumstances, harassment refers to the type of conduct that is pervasive, repetitive and sufficiently severe to alter the conditions of an associate's employment. Such conduct may include, but is not limited to: repeated and unsolicited, unwelcome or unwanted comments with sexual overtones; sexual jokes or ridicule; physical gestures or actions of a sexual nature; continuing to express sexual or inappropriate interest after being informed directly that the interest is unwelcome; using sexual behavior to control, influence or effect another associate; and/or offensive comments about one's race, color, religion, sex, or any other immutable characteristic protected by applicable law.

Harassment may also refer to a single incident that is sufficiently outrageous or harmful, in and of itself, that it substantially alters the conditions of an associate's employment or interferes with that individual's ability to perform job related responsibilities. Such conduct may include, but is not limited to, a demand for sex in order for an associate to keep his or her job or a promise of a promotion in return for sexual favors.

If an associate feels he or she is a victim of harassment, including sexual harassment, discrimination, or retaliation, he or she should report any inappropriate behavior as soon as possible to his or her immediate manager or to Human Resources. Associates should

report any inappropriate behavior without fear of reprisal. REGO will not retaliate against any associate who makes a report under this policy.

REGO takes all discrimination and harassment claims seriously. A prompt and thorough investigation of all complaints of harassment, discrimination, and retaliation will be made. The investigation will be made in such a way as to maintain confidentiality to the greatest extent possible.

If it is determined that inappropriate conduct has occurred, REGO will act promptly to eliminate the offending conduct and impose disciplinary action up to and including separation of employment, when appropriate. If it is determined that inappropriate conduct has been committed by one of our customers, vendors, or clients, appropriate action will be taken. REGO will not tolerate frivolous claims of harassment.

Unacceptable Behavior

The following partial list of prohibited actions (as well as unsatisfactory job performance) can be expected to result in disciplinary action up to and including termination. This list is not intended to be comprehensive and does not alter the at-will relationship between associates and the Company. The Company reserves the right to immediately terminate any associate for any legal reason, with or without cause, and with or without notice. Furthermore, in addition to the conduct listed below, any other inappropriate conduct may also result in termination.

- Theft (unauthorized removal), attempted theft or misappropriation of Company, client, or associate property.
- Malicious or willful destruction or damage to Company property or supplies, or the property of another associate or client.
- Obtaining employment or associate benefits by giving false or misleading information; or falsifying or omitting any material information on employment documents or records, including job applications, time records, and timesheets.
- Dishonesty of any kind in relations with the Company or its clients.
- Bringing or possessing firearms or other hazardous or dangerous devices or substances without proper authorization.
- Possession, use, sale, or distribution of alcoholic beverages or illegal drugs on Company property or while conducting Company business; or reporting to work or working under the influence of alcohol or illegal drugs.
- Insubordination, including improper conduct toward a supervisor or refusal to perform tasks assigned by a supervisor and refusal to obey the direct legal request of a supervisor.

- Fighting or any other action that is dangerous to others or to Company property or that disrupts work.
- Unprofessional behavior, including threatening, intimidating, or coercing another associate, client, or member of the public.
- Harassing another associate, client, or member of the public, including any form of sexual harassment.
- Pleading guilty to or being convicted of any felony which might impact job performance or the Company's reputation.
- Unauthorized disclosure or use of confidential, proprietary and or trade secret information about the Company or its clients.
- Failure to follow safety rules, to cooperate in safety inspections, or to promptly report all unsafe conditions encountered during work to the appropriate person.
- Excessive personal use of the Company's technological resources during work time.
- Failure to obtain prior approval before engaging in conduct that violates the
- Company's conflict of interest policy.
- Failure to perform work assignments satisfactorily, safely, and efficiently.
- Excessive absenteeism or tardiness.
- Violation of any Company policy, including any of the policies described in this Handbook, as revised from time to time.

Non-progressive Discipline

REGO may choose to exercise its discretion to utilize forms of discipline without following any specific order of discipline. Examples of such forms of discipline include verbal warnings, written warnings, performance improvement plans, suspensions, probation and demotion.

Although one or more of these steps may be taken in connection with a particular associate, no formal order or system is necessary. An associate may, of course, resign at any time. REGO may also terminate the employment relationship, at any time, without following any particular series of steps whenever it determines, in its own discretion, that such action should occur.

Smoking

In order to provide a safe and healthful work environment, smoking is prohibited except in authorized and designated exterior locations. Smoking is allowed only during the meal and rest breaks.

Electronic Communications

Computers, computer files, the e-mail system, and software furnished to associates are REGO property intended for appropriate business use only. REGO has established an Internet, E-Mail, and Electronic Communications policy to ensure that our associates utilize electronic communications technology in a legal, ethical, and appropriate manner.

This policy extends to all features of REGO's electronic communications system including: computers, e-mail, connections to the Internet and World Wide Web, and other internal or external networks, voice mail, video conferencing, facsimiles, and telephones. Associates cannot expect privacy rights to extend to work-related conduct or the use of Company-owned equipment or supplies.

- Internet data that is composed, transmitted, or received via REGO's computer communications system is considered part of the official records of REGO and is subject to disclosure to law enforcement or other third parties.
- Although associates have their own individual access codes to voicemail, e-mail, instant or text-messaging, and computer network systems, the Company retains the right to access these systems at any time for business purposes. Any associate who attempts to obtain or alter a password for the purpose of accessing restricted files will be subject to disciplinary action, up to and including termination. Associates are prohibited from using other individual's access codes to gain access to those individuals' e-mail or voicemail messages without express authorization or permission.
- All equipment, services, and technology provided to access the Internet, e-mail, and other communications are the property of REGO. Therefore, REGO reserves the right to monitor Internet traffic and retrieve and read any data composed, sent, or received through our online connections and stored on our computers.
- Data that is composed, transmitted, accessed, or received must not contain content that is discriminatory, offensive, obscene, threatening, harassing, intimidating or disruptive to any associate or other person. (Refer to Company's Harassment Policy).
- REGO's purchases and licenses for the use of various computer software used for business purposes. Therefore, associates may only use software according to the license agreement. Duplication of software and its related documentation is prohibited.
- The unauthorized use, installation, copying, or distribution of copyrighted, trademarked or patented material on the Internet is expressly prohibited. REGO respects the copyrights of those involved in creating and distributing

copyrighted material, including music, movies, software, and other literary and artistic works. It is REGO's policy to comply with copyright law.

- Internet users must take the necessary anti-virus precautions before downloading or copying any file from the Internet. All downloaded files are to be checked for viruses; all compressed files are to be checked before and after decompression.
- Abuse of the Internet, e-mail, and electronic communications provided by REGO in violation of law or REGO's policies will result in disciplinary action, up to and including termination of employment.

Social Media

Associates should have no expectation of privacy as to any publicly available social media. The Company can and will review such communications to ensure compliance with all of the Company's policies and rules of conduct. Be especially careful if you choose to represent yourself as an associate of the Company on any social networking website or blog (such as Facebook, LinkedIn, My Space or Twitter). When representing yourself as a Company associate, all posts must be of the content and type that you would be comfortable with your supervisor and our clients viewing. If you do not intend to use any of these sites for entirely professional purposes, then do not identify your affiliation with the Company or use your Company contact information or email address.

Nothing in this policy, or anywhere else in this handbook, is intended to infringe on any associate's rights to engage in protected activity under the National Labor Relations Act.

Confidentiality, Non-Disclosure, and Trade Secrets

The protection of confidential, proprietary and/or trade secret information ("Confidential Information") is vital to the interests and success of REGO. During the course of employment, an associate may gain knowledge of Confidential Information. All confidential matters that become known to an associate must be held in strict confidence. Associates must not use, disclose or discuss confidential matters or release Confidential Information for any purpose not directly related to his or her employment with the Company. Associates are also required to take reasonable steps to protect the Company's Confidential Information.

To protect its Confidential Information, the Company requires that all associates sign the Company's Confidentiality Agreement. Associates who improperly use or disclose Confidential Information will be subject to disciplinary action, up to and including separation of employment and legal action, even if they do not actually benefit from the disclosed information. Any questions about this policy or the Agreement should be addressed to your manager, Human Resources or any other member of Senior Management.

Publicity / Statements to the Media

All media inquiries regarding REGO and its operations must be referred to the CEO or their designee. Only the CEO or their designee is authorized to make or approve public statements pertaining to the Company or its operations.