



**SC TOTAL BUSINESS LAND SRL**  
Bucovinei nr.5 Bl.32B Mezanin Alba Iulia,  
Pta Ion IC Bratianu 20, Alba Iulia, AB,  
J1/125/11.02.2015; CUI RO34090016  
T: +40 318 600 316, F: +40 358 710 612  
Email: [office@tblgrup.ro](mailto:office@tblgrup.ro)  
[www.totalbusinessland.ro](http://www.totalbusinessland.ro)



## **Code of Ethical and Professional Conduct**

### **1. INTRODUCTION**

1.1 The associates of TBL<sup>1</sup> have established that TBL must formalize its commitment to conducting its activities and business in accordance with a code of ethical and professional conduct.

### **2. GENERAL PRINCIPLES**

2.1 TBL is dedicated to conducting its activities and business with honesty, integrity, and in compliance with high ethical and legal standards. This Code of Ethical and Professional Conduct ("Code") provides a set of standards that each TBL director, officer, employee, consultant, and contractor must adhere to while performing their duties on behalf of TBL, based on the principle that these individuals are obligated to TBL to act ethically and promote the achievement of TBL's objectives. This Code is a general overview of TBL's expectations from its directors, officers, employees, consultants, and contractors and is supplemented by other policies adopted by TBL.

### **3. APPLICATION OF THIS CODE**

3.1 This Code applies to TBL's directors, officers, employees, consultants, and contractors. Compliance with this Code is a condition of office for each director, a condition of employment for each officer and employee, and a condition of service provision for any consultant and contractor providing substantial services.

### **4. COMMUNICATION OF THIS CODE**

4.1 To ensure that all TBL directors, officers, and employees, along with consultants and contractors providing substantial services to TBL, are aware of the Code's content, a copy will be provided to them upon contracting and annually thereafter, or they will be informed that the Code is available on the TBL website for reference. Each of these individuals or entities shall: (i) Agree to comply with this Code upon receipt or notification; (ii) Be informed of any significant amendments to the Code; and (iii) When applicable, be trained on its importance.

### **5. COMPLIANCE WITH LAWS, THE CODE, AND POLICIES**

5.1 Given the extraterritorial application of anti-corruption laws in Romania, the United Kingdom, the United States, and Canada, all directors, officers, employees, consultants, and contractors must strictly comply with these laws in all sectors where TBL operates, even if such actions are permitted under local law in a particular jurisdiction.

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<sup>1</sup> The present Code applies to the companies within the TBL Group (Total Business Land SRL and Total Business Land Project), as well as to its subsidiaries, branches, or workplaces in Romania and abroad.



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5.2 Additionally, all directors, officers, employees, consultants, and contractors must comply with: (a) The laws, rules, and regulations of the locations where TBL operates; (b) This Code; and (c) If applicable, all corporate policies, which further detail many expectations outlined in this Code, including but not limited to:

- Anti-Bribery and Anti-Corruption Policy
- Environmental Protection, Safety, and Social Responsibility Policy
- Whistleblower Policy
- Gifts and Hospitality Policy

5.3 No person shall engage in illegal or unethical acts, nor instruct any officer, employee, consultant, or contractor to do so while performing activities for TBL, regardless of their position. If faced with a situation that raises concerns under this Code or other corporate policies, consider these questions before acting: (a) Does this action endanger someone's life, health, safety, or the environment? (b) Is it illegal? (c) Does it appear dishonest, unfair, or unethical? (d) Does it compromise someone's trust or integrity? (e) Would public disclosure of this action be embarrassing for you, TBL, or another employee?

## **6. ANNUAL CERTIFICATION OF COMPLIANCE**

6.1 All directors, officers, employees, consultants, and contractors selected by TBL or its delegates must provide an annual certification of compliance with the Code upon the company's request.

6.2 TBL's Anti-Corruption Compliance Officer is responsible for ensuring that all annual certifications are obtained and for providing written confirmations to the Board of Directors upon request.

## **7. PROFESSIONAL ETHICS STANDARDS**

7.1 TBL aims to maintain its reputation, and therefore, all TBL activities must be conducted ethically, honestly, and with integrity, assuming that such activities may become public information. Any deviation is unacceptable and will be considered a serious breach of duty. TBL expects its directors, officers, and employees, along with its consultants and contractors, to always act according to the highest ethical and legal standards.

## **8. PROTECTION AND PROPER USE OF ASSETS**

8.1 All TBL directors, officers, employees, consultants, and contractors must manage TBL's assets—including data, information (confidential or not), records, materials, facilities, and equipment—with the highest level of integrity and in consideration of shareholders' interests. TBL's assets must not be used for personal benefit or personal gain.

## **9. PROPER REPRESENTATION**

9.1 All TBL directors, officers, and employees, along with consultants and contractors providing substantial services, are considered ambassadors of TBL in both their professional and personal lives.



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## **10. CONFLICT OF INTEREST**

10.1 Directors, officers, employees, consultants, and contractors must act in good faith and in TBL's best interests.

10.2 They must avoid conflicts or potential conflicts between their personal, familial, or business interests and those of TBL.

## **11. CORPORATE OPPORTUNITIES**

11.1 Directors, officers, and employees must not take advantage of opportunities discovered through their position in the company or use company property or information for personal gain.

## **12. GIFTS AND HOSPITALITY**

12.1 Directors, officers, employees, consultants, and contractors must adhere to TBL's Gifts and Hospitality Policy.

## **13. HUMAN RIGHTS**

13.1 All directors, officers, and employees must adhere to TBL's commitment to promoting internationally recognized human rights as established in the Universal Declaration of Human Rights.

## **14. EQUAL OPPORTUNITY**

14.1 TBL is committed to providing a workplace free of discrimination based on age, color, creed, disability, ethnicity, gender, marital status, national origin, political affiliation, race, religion, or sexual orientation, except where legally required.

## **15. HARASSMENT**

15.1 Employees have the right to work in an environment free from harassment.

## **16. ALCOHOL, DRUGS, AND MEDICATION**

16.1 The improper use of alcohol, legal medications, or illegal drugs is prohibited in TBL workplaces.

## **17. REPORTING CODE VIOLATIONS – WHISTLEBLOWER POLICY**

17.1 Any TBL director, officer, employee, consultant, or contractor who learns of any request for TBL to engage in prohibited acts under this Code must report it.

## **18. CONSEQUENCES OF NON-COMPLIANCE**



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18.1 Failure to comply with this Code may result in disciplinary actions, contract termination, or legal consequences.

## **19. CODE REVIEW**

19.1 The Board of Directors will review the Code annually to ensure its effectiveness in maintaining ethical and legal business practices.

## **20. QUESTIONS**

20.1 For any questions regarding compliance with this Code, please contact the Anti-Corruption Compliance Officer or the TBL Administrator at +40 729 399 200.

## **21. WAIVER OF THE CODE**

21.1 Any waiver of this Code for a TBL director or officer may only be granted by the TBL Administrator after consulting the TBL Associates.

## **22. PUBLICATION OF THE CODE**

22.1 This Code will be published on the TBL website at [www.totalbusinessland.ro](http://www.totalbusinessland.ro).

**Initial approval date:** December 17, 2024

**Last review and approval:** December 17, 2024

**Approved by:** The Administrator and Associates of TBL