



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
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www.totalbusinessland.ro



GIFT AND HOSPITALITY POLICY

1. INTRODUCTION

1.1 The Associates of TBL¹ have determined, upon the recommendation of the Corporate Governance Committee, that TBL must formalize its policy on the offering and acceptance of gifts and hospitality in the course of its business activities.

2. POLICY OBJECTIVES

2.1 TBL recognizes that hospitality and gifts are a common and important aspect of business relationship development. However, care must be taken when accepting or giving gifts or engaging in hospitality, as these actions could be perceived as inappropriate or create an obligation for the recipient.

2.2 The purpose of this Gift and Hospitality Policy (the "Policy") is to establish procedures ensuring that TBL, together with its directors, officers, employees, consultants, and contractors, can offer and receive gifts and/or host hospitality, provided they adhere to the highest standards of integrity, the provisions of this Policy, and all applicable laws and regulations.

3. SCOPE OF APPLICATION

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

4. COMMUNICATION OF THIS POLICY

4.1 To ensure that all directors, officers, and employees of TBL, along with consultants and contractors providing substantial services to TBL, are aware of its content, a copy of the Policy will be provided to them at the time of contracting and annually thereafter, or they will be informed that the Policy is available on TBL's website for consultation. Each of these individuals shall:

- (i) agree to comply with this Policy upon receiving its provisions or notification;
- (ii) be informed of any significant amendments to the Policy; and
- (iii) receive training, as applicable, regarding its importance.

¹ 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. COMPLIANCE

5.1 All directors, officers, employees, consultants, and contractors, while performing duties for TBL, must comply with the laws, rules, and regulations applicable in the locations where TBL conducts business, particularly anti-bribery and anti-corruption laws.

5.2 As anti-corruption and anti-bribery laws in Romania, the United Kingdom, the United States, and Canada have extraterritorial application, TBL, its employees, and associated persons will adhere to the strictest provisions of these laws in all jurisdictions where it operates, even if such conduct may be permissible under local law. If uncertainties arise, consult the Anti-Corruption Compliance Officer, who may seek additional legal advice.

6. ANNUAL CERTIFICATION

6.1 All TBL directors, officers, employees, and selected consultants and contractors designated by the Board of Directors or its delegates will provide an annual certification of compliance with this Policy, upon request, in a form acceptable to TBL.

6.2 The TBL 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, certifying compliance records.

7. STANDARDS FOR GIVING AND ACCEPTING GIFTS OR HOSPITALITY

7.1 Directors, officers, employees, consultants, contractors, and their families must not offer or accept gifts, gratuities, or entertainment related to TBL or its business that conflict with the provisions of this Policy. In accordance with Sections 8, 9, and 10 of this Policy, all such individuals must ensure that any gift or hospitality given or received in connection with TBL:

- (a) is not offered or accepted with the intent or expectation of influencing a party to obtain or retain business or secure an advantage, nor as a reward for doing so, nor as an explicit or implicit exchange of favors or benefits;
- (b) is customary within the industry;
- (c) does not violate local laws;
- (d) is given in the name of the company, not in the name of an individual;
- (e) does not include cash or cash equivalents (e.g., vouchers, gift cards);
- (f) is appropriate in type and value, considering the business relationship, any pending actions from the counterparty, and the reason for giving/receiving the gift or hospitality;
- (g) would be deemed appropriate by an independent third party uninvolved in the circumstances; and
- (h) is given or accepted openly, not in secret.

8. GIFTS AND HOSPITALITY FOR PUBLIC OFFICIALS

8.1 TBL requires its directors, officers, employees, consultants, and contractors to exercise extreme caution when interacting with public officials, ensuring adherence to the highest standards of integrity.



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8.2 Prior approval from the TBL Administrator or a TBL Partner is required before offering a gift or hosting hospitality for a public official in connection with TBL’s business. Minor-value gifts, such as promotional items (e.g., clothing, pens, notebooks, journals, and calendars) or refreshments served during meetings, are exempt from this requirement.

9. APPROVAL FOR OTHER GIFTS AND HOSPITALITY

9.1 Gifts and hospitality for non-public officials must never be offered or accepted in relation to TBL’s business without prior approval from the TBL Administrator when the per-person value exceeds the internally established limit. Minor-value gifts, such as promotional items or refreshments at meetings, are exempt.

10. GIFT AND HOSPITALITY REGISTER

10.1 All gifts and hospitality (except minor-value promotional items or meeting refreshments) offered, received, or declined in connection with TBL must be recorded in the TBL Gift Register, maintained by the Chief Accountant or the Anti-Corruption Compliance Officer.

11. REPORTING POLICY VIOLATIONS – WHISTLEBLOWER POLICY

11.1 All directors, officers, employees, consultants, and contractors are encouraged to raise questions with the Anti-Corruption Compliance Officer. Any individual aware of a Policy violation must report it.

12. CONSEQUENCES OF NON-COMPLIANCE

12.1 Failure to comply with this Policy may result in severe consequences, including disciplinary action, termination of employment, or termination of consulting agreements without notice. Violations may also constitute legal breaches in jurisdictions where TBL operates, leading to legal action, penalties, or imprisonment for responsible individuals.

13. POLICY REVIEW

13.1 The Administrator and Partners will review this Policy annually to assess its effectiveness in ensuring compliance with anti-corruption laws.

14. QUESTIONS

For inquiries regarding Policy compliance, please contact the Anti-Corruption Compliance Officer or TBL’s Commercial Director at +40 729 399 200.

15. POLICY PUBLICATION

This Policy will be posted on TBL’s website at www.totalbusinessland.com.

Initial Approval Date: December 17, 2024



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Last Review and Approval: December 17, 2024

Approved by: TBL Administrator and Partners