

# CONSTRUCTIM GROUP



## CODE OF CONDUCT

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Timisoara

## **PURPOSE OF OUR CODE**

The Code provides the framework and sets the expectations for business conduct. It clarifies our responsibilities to each other, our shareholders, suppliers, government officials, competitors and the communities we serve. It outlines important legal and ethical issues. Failing to meet these standards could expose us to serious damage.

### **Who must follow this Code?**

All employees and directors who work for us must adhere to the standards in our Code. No employee or director is exempt from these requirements, regardless of the position you hold, the location of your job or the number of hours you work. If you oversee suppliers, consultants or temporary workers, you must supervise their work to ensure their actions are consistent with the key principles in this Code.

### **Responsibility for Implementation of the Code**

The Management Team of each subsidiary will be responsible for the implementation of the Code and are tasked with ensuring that each employee adheres to the Key Principles of the Code.

### **What is expected of employees?**

You're responsible for contributing to our culture by knowing the rules that apply to your job. This includes our policies, procedures, laws and regulations governing the country and business.

You're expected to ask your manager if you have questions about performing your job. If you do not get an adequate response, it's your duty to keep asking until you get a satisfactory answer. You must question any request that does not comply with our policies, laws or regulations, or is inconsistent with our Code.

No manager or leader in our business can ask you to violate a law or regulation, or to act in a manner inconsistent with our Code. You should challenge any such request and alert appropriate individuals.

You're expected to comply with applicable laws and regulations and follow this Code, including the spirit of its intent. The penalty for breaching the Code may be disciplinary action up to and including dismissal. If you violate a criminal law applicable to our business, the matter will be reported to the appropriate authorities.

You're obligated to comply fully with our Code and you may be required to certify your compliance with the Code.

## **Responsibility to ask questions and report concerns**

It's important that you speak up if you have a question or concern about what to do in a certain situation or if you believe someone is doing — or about to do — something that violates the law, our policies or our Code. If you have a genuine concern, you must raise it promptly. The longer you wait, the worse the situation may become. The important thing is that you speak up. If your concern is not addressed, raise it through other channels. You can always send an email to [lucian@constructim.ro](mailto:lucian@constructim.ro).

## **What happens when a concern is reported?**

When you report a concern, your concerns will be taken seriously and investigated fully. Be prepared to give detailed information about your concern. You can choose to be anonymous if you want. Your confidentiality will be protected to the fullest extent possible and every effort will be made to quickly resolve your concern. These reporting mechanisms are meant to be used only when you have a genuine concern that something is wrong. You will not be provided protection for your own misconduct just because you filed a report or if you knowingly give a false report.

## **Zero tolerance for retaliation**

Anyone who reports a concern or reports misconduct in good faith, and with the reasonable belief that the information is true, is demonstrating a commitment to our values and following our Code. We have zero tolerance for acts of retaliation. No one has the authority to justify an act of retaliation. Any employee who engages in retaliation will be subject to disciplinary action, which may include dismissal.

## **Cooperating with an investigation**

You're expected to cooperate with any investigation into alleged violations of our Code, laws, regulations, policies or procedures, and are expected to be truthful and forthcoming during any investigation. This includes situations where you are an involved party, a witness, or are asked to provide information as part of an investigation. Any attempt to withhold information, sabotage or otherwise interfere with an investigation may be subject to any level of disciplinary action up to and including dismissal.

Remember, investigations are confidential matters. You are not allowed to discuss any aspect of an investigation, even the fact that an investigation is being conducted, with any person not authorised to know it, including your co-workers and managers, as well as people outside of the business.

## **KEY PRINCIPLES OF GOOD CONDUCT**

### **KEY PRINCIPLE: RESPECTING OTHERS**

We believe that diversity is an advantage and we respect every individual in their working environment, irrespective of gender, nationality, ethnicity and beliefs. We consider that collaboration is the way to improve the quality of our work and we treat all our colleagues, clients, suppliers and other business partners with the utmost respect.

We are committed to fostering an inclusive workplace where talented people want to stay and develop their careers. Supporting a diverse, engaged workforce allows us to be successful in building trust, empowering teams and outperforming our peers. We give equal employment opportunity to all individuals in compliance with legal requirements and because it's the right thing to do.

#### **Responsibility of the employee**

Employees shall demonstrate integrity in all their business dealings and strive to implement the Group's values and principles of good conduct. The behavior of managers shall be exemplary in terms of integrity. The actions of our managers and employees shall be governed by tolerance and fairness. This enables co-operation on a collaborative basis and creates a working environment that favors the exchange of information and ideas in a way that is open to diversity and respects everyone's individual personality and dignity.

Group employees are encouraged to promote a positive corporate culture with a focus on confidence, respect, fairness and tolerance. Such a culture allows subjects and problems to be approached in an open, factual manner, by accepting different opinions and objectively seeking the best solution for the stakeholders.

#### **Mutual respect and professional treatment**

For our business to be successful, we all must work together toward common goals. Employees and managers share a mutual responsibility to keep one another informed of any information that may be important to job performance and to understanding the organization. You're expected to treat your fellow employees professionally — it's what we owe each other in the workplace.

We recognize your right to form personal relationships with those you meet in the workplace; however, you're expected to use good judgment to ensure your personal relationships do not negatively affect your job performance or interfere with your ability to supervise others. Favoritism, open displays of affection and making business decisions based on emotions or personal relationships are inappropriate.

#### **Harassment-free environment**

We will not tolerate any form of harassment or discrimination. Harassment can be verbal, physical or include visual images where the effect creates an offensive atmosphere. It can take

many forms and includes jokes, slurs and offensive remarks, whether delivered verbally, graphically or in electronic media, including e-mail.

Harassment also includes disrespectful behavior or remarks that involve a person's race, color, sex, age, sexual orientation, gender identity, religion, disability, national origin or any other legally protected status. Our commitment to a harassment-free environment applies in all work-related settings and activities, whether on or off our premises, and extends to employees' actions toward customers and suppliers. Harassment of any kind will not be tolerated in the workplace.

### **Safety and security**

We are committed to establishing and maintaining safe and healthy working conditions at all locations and to complying with laws that pertain to employee workplace safety.

Listed below are some of the principles of maintaining a safe and secure workplace:

- You must contribute to maintaining a workplace free from aggression. Threats, intimidating behavior or any acts of violence will not be tolerated.
- You may not use, possess, sell or transfer illegal drugs on our premises. In addition, you won't be permitted to work if you're using illegal drugs or impaired by alcohol.
- You may not bring weapons onto our premises unless required for the performance of your duties and only in strict compliance with your company's policies and procedures on the use of weapons. This includes weapons used for sporting purposes or which are otherwise legal to possess.
- You should be alert to individuals who are on our premises without proper authorization. Make sure you observe all physical access rules in your location and report incidents of unauthorized entry to your manager or to security personnel.

### **Managers' responsibilities**

Managers must foster an environment of integrity, honesty and respect. This includes creating a work environment that is free from discrimination, harassment, intimidation or bullying of any kind. This type of behavior will not be tolerated and is inconsistent with our values and the Code.

Managers also must ensure that all aspects of the employment relationship are free from bias and that decisions are based upon individual performance and merit.

### **KEY PRINCIPLE: AVOIDING CONFLICTS**

We make our business decisions free from conflicting outside influences. Our business decisions are based on our duty to the shareholders and not driven by any personal interest or gain. We are alert to any potential conflict of interest and ensure we identify and mitigate or eliminate any such conflict.

The way we conduct our daily business dealings with suppliers, customers and competitors determines our reputation in the marketplace far more than any other actions we take. Each one

of us contributes to our reputation. In fostering our value of trust, you're expected always to act in a way that reflects our commitment to integrity and responsible business behavior.

A conflict of interest is any situation where your interests and our interests are, or appear to be, in opposition. When you're in such a situation, it's difficult to objectively fulfil your job duties and your loyalty to us may be compromised — or appear to be compromised. Every business decision you make should be in our best interests and not for your own personal gain or benefit. So, you may not engage in any activity that creates, or even appears to create, a conflict of interest between you and our business. You should not take any business action, including any loan or guarantee, for your personal benefit, or to benefit a relative or close friend at the expense of our best interests.

If you believe you have a conflict of interest, or may be perceived to have such a conflict, you must disclose this in accordance with your company's policies. You're expected to cooperate fully with all efforts to resolve any such conflict.

### **Gifts and entertainment**

The basic principle is that no gift or entertainment may be accepted or provided if it obligates you, or appears to obligate you, to the individual receiving or giving the gift or entertainment. Gifts and entertainment should be defined in the broadest sense to include money, securities, business opportunities, goods, services, discounts on goods or services, entertainment, food, drink and any similar items.

### **Outside employment and business dealings**

Certain types of outside employment or business dealings may cause a conflict of interest or the appearance of a conflict. It's your responsibility to recognize these situations. Any activity that diminishes your ability to perform your job duties objectively, benefits you at our expense, competes with any business or service provided by us, or has the potential to damage our reputation will not be permitted.

Certain types of outside employment or business dealings may not be accepted while employed by us, including:

- Employment or association with companies or organizations that prepare, audit or certify statements or documents pertinent to our business;
- Employment with customers, competitors, investors or suppliers that you deal with in the normal course of your job duties; and
- Any business relationship with a customer, prospect, supplier, investor or agent of the business (other than normal consumer transactions conducted through ordinary retail sources).

Certain types of outside employment and business dealings require approval before acceptance. You must seek approval from the appropriate person. Depending upon your job duties or other regulatory requirements, your request may be denied, or limits may be placed upon your activities.

Even if your outside employment is approved or permissible under the Code, you may not solicit employees, customers, investors or suppliers, nor may you utilize our name, time, property, supplies or equipment. All approvals granted for outside employment should be reviewed annually. Annual re-approval may be required if facts and circumstances change.

### **Ownership of an outside business**

If you own a business (either as a sole proprietor or partial owner), you must seek approval for this ownership. You'll be required to provide pertinent details, such as any relationship with us (including employees), any compensation/payment received, time required and potential conflicts of interest (actual or in appearance). Annual re-approval may be required if facts and circumstances change.

### **Personal investment decisions**

Your personal investments, and those of certain family members, could lead to conflicts of interest. You must be familiar with the responsibilities that apply to your job and you'll be expected to follow those rules. In addition, if you have (or anyone who reports to you has) responsibility for a customer, supplier or investor relationship as part of your job duties, you must be cautious about potential investments in that business or its securities.

### **Dealings with family and close personal friends**

You should be particularly sensitive to business situations involving family members, household members or close personal friends. In general, a family member or close personal friend should not have any business dealings with you or with anyone who reports to you. This also includes situations where your family members or close personal friends provide an indirect service to a client for whom you have responsibility.

You must disclose any such situation to your manager (or otherwise in accordance with your company's policies) and cooperate with all efforts to resolve such conflicts.

## **KEY PRINCIPLE: CONDUCTING BUSINESS**

We conduct our business with environmental care, safety, animal welfare, social responsibility and energy efficiency. We secure business based on honest competition in the marketplace, which contributes to our success. We compete in full compliance with all applicable laws and regulations. We support worldwide efforts to combat financial corruption and financial crime.

### **Fair Competition**

We are committed to fair dealing with our customers, suppliers, competitors and employees. We are also committed to open competition as we believe this benefits our customers, the business and our investors. We compete vigorously but only in full compliance with the laws and regulations of the numerous jurisdictions in which we do business, and in the spirit of honesty and integrity.

### **Anti-corruption and improper payments**

Any attempt to pay money or anything of value to influence the actions or decisions of officials (officials of political parties, political candidates, employees of governments and employees of government-owned business), including receiving special treatment for yourself (or your family members) or us, may be considered a violation of law. Violation of these laws is a serious offense, with significant penalties for both you and us. You're required to comply with the following rules:

- Do not give anything of value (including gifts) to an official to obtain or retain business; this includes payments for the purpose of reducing taxes or custom fees,
- Do not attempt to avoid laws by making payments through third parties: be cautious when selecting or dealing with agents or other third-party providers;
- Never make any payment that you do not record on our books and records, or make misleading accounting entries;
- Seek guidance when circumstances are unclear or you're asked to make a payment that makes you uncomfortable; and
- Report any observations of others engaging in any behavior that you believe is improper.

### **Combating financial crime and money laundering**

Money laundering is the process by which individuals or entities attempt to conceal unlawful funds or otherwise make the source of the funds appear legitimate. You're expected to comply fully with all anti-money laundering laws and only conduct business with reputable customers and suppliers involved in legitimate business activities that use funds derived from lawful purposes. Failing to detect suspicious transactions or doing business with any person or entity involved in criminal or terrorist activities puts us and you at serious risk.

## **KEY PRINCIPLE: WORKING WITH AUTHORITIES**

If you're involved in any part of the process of providing services to a government entity, you have a special obligation to follow the basic principles in this section of the Code. These principles also apply in circumstances where you may be supervising the work of third parties in support of a government client (e.g. consultants, contractors, temporary workers or suppliers).

### **Basic principles**

- Know the restrictions or limitations on presenting and receiving hospitality.
  - Do not offer or accept gifts to or from representatives of governments that do not comply with our policies;
  - Never accept or offer anything of value meant to induce or influence government employees or officials as this gives the appearance of a bribe; and
  - Don't "tip" government officials or offer "inducement" payments.
- Observe a "higher standard of care"
  - Never destroy or steal government property;



- Don't make false or fictitious statements, or represent that agreements have been met if they haven't;
  - Don't deviate from contract requirements without prior approval from the government; and
  - Never issue invoices or charges that are inaccurate, incorrect or unauthorized.
- Cooperate with government investigations and audits.
- Don't avoid, contravene or otherwise interfere with any government investigation or audit; and
  - Don't destroy or alter any documents (whether electronic or paper) in anticipation of a request for those documents from the government.

## **KEY PRINCIPLE: PROTECTING INFORMATION**

### **Financial integrity**

We ensure all entries made in our books and records are complete and accurate and comply with established accounting and record-keeping procedures. We maintain confidentiality of all forms of data and information entrusted to us and prevent the misuse of information belonging to us or any third party.

You may not have any secret agreement or side arrangements with anyone — a customer, another employee or their family member, or a supplier or agent of our business.

Our financial condition reflects records and accounting entries supported by virtually every employee. Business books and records also include documents many employees create, such as expense diaries and time sheets.

Falsifying any document can impact our financial condition. We may be required to file reports with government agencies and make certain public statements. Many people and entities use these statements, including:

- Accountants — to calculate taxes and other government fees;
- Shareholders — to make decisions about their investment; and
- Regulatory agencies — to monitor and enforce our compliance with government regulations.

You're expected to maintain accurate and complete records at all times. Financial integrity is fundamental to our success, and falsification or misrepresentation of our books, records or reports will not be tolerated.

### **Protection of Group's property**

Employees must treat the Group's property and resources with the greatest care and consideration. In particular, the Group's property and resources include equipment, facilities, supplies, postal and electronic mail, and any type of Group-owned information. It also includes

your time and the time of those with whom you work — you're expected to use your time at work responsibly. Group property is to be used for legitimate business purposes and not for your personal gain. You're expected to use good judgment to ensure that assets are not misused or wasted.

### **Protecting customer and employee records and observing our privacy principles**

We are responsible for ensuring the privacy, confidentiality and controlled access to all customer and employee information. All of our stakeholders expect us to collect, maintain, use, disseminate and dispose of information only as necessary to carry out responsibilities or as authorized by law. Know how to protect records and make sure to follow our policies at all times. The loss of any protected data can be extremely harmful to us financially and damage our reputation.

### **Records management**

You must follow our policies for retention, management and destruction of records. If there's an investigation, or if litigation is pending or anticipated, certain records may need to be retained beyond established destruction periods. In most cases you'll be notified of the need to retain documents by your manager, if appropriate.

Records should be defined in the broadest sense — meaning that they include any information created or received that has been recorded on any medium or captured in reproducible form. Records also include any document that is intentionally retained and managed as final evidence of a business unit's activities, events or transactions, or for operational, legal, regulatory or historical purposes.

The media and formats of records take many forms, including:

- Papers, e-mails, instant messages, other electronically maintained documents;
- Microfilms, photographs and reproductions;
- Voice, text and audio tapes;
- Magnetic tapes, floppy and hard disks, optical disks and drawings; and
- Any other media, regardless of physical form or characteristics that have been made or received in the transaction of business activities.

### **Use of computers, systems and corporate information**

As an employee, you may have access to our computers, systems and corporate information to do your job. This access means you also have the obligation to use these systems responsibly and follow our policies to protect information and systems.

Electronic systems include, but are not limited to:

- Personal computers (including e-mail and instant messages) and computer networks,
- Telephones, mobile phones, voice mail, pagers and fax machines; and
- Other communication devices, such as PDAs (e.g. Blackberry or Palm Pilot).

Never send sensitive or confidential data over the Internet or over phone systems without following established policies to protect such information.

You should have no expectation of privacy when you use these systems. You're given access only to conduct legitimate business and you're expected to use them in a professional and responsible manner. We reserve the right to intercept, monitor and record your communication on these systems in accordance with the law.

You're expected to protect the security of these systems and follow our policies concerning access and proper use (such as maintaining passwords). In rare cases, where there is a necessary and legitimate business reason, you may disclose your password to another employee who has the right to access the information associated with your password; however, you must observe all necessary steps to restore the confidentiality of your password.

The occasional use of our systems for personal purposes is acceptable, but you're expected to use good judgment. Keep personal use to a minimum. Personal use of these systems is a privilege, not a right. Use them wisely and in a manner that would not damage our reputation.

### **Inside or propriety information**

As an employee, you may have knowledge about our businesses or possess confidential information about the private or business affairs of our existing, prospective or former customers, suppliers and employees. You should assume all such information is confidential and privileged and hold it in the strictest confidence. Confidential information includes all non-public information that may be of use to competitors, or harmful to our business or our customers, if disclosed.

It is never appropriate to use such information for personal gain or pass it on to anyone outside the business who is not expressly authorized to receive such information. Other employees who do not need the information to perform their job duties do not have a right to it. You're expected to protect all such information and failure to do so will not be tolerated.