

IMPACT'S ANTI-CORRUPTION CODE

IMPACT DEVELOPER&CONTRACTOR SA, Romania, Ilfov County, Voluntari, 4C Pipera-Tunari Av., Construdava Business Center, 6th and 7th Floor, registered with the Register of Commerce under No. J23/1927/2006 (“**IMPACT**”);

This document contains IMPACT's “**Anti-Corruption Code**”.

IMPACT will not tolerate corruption in any form in public or private sectors in any jurisdiction, even in places where such activity is admissible in practice, tolerated, or not challenged in the courts.

IMPACT conducts its operations in accordance with the principles set out herein in the belief that responsible behaviour and leadership is required for success in the greater business community.

No business relations will be initiated or continued by IMPACT with any person who does not intend to respect these principles.

This document applies broadly to all directors, managers, employees and auditors of IMPACT, and to all those natural and legal persons who have business relations with IMPACT (the “**Recipients**”).

All Recipients are obligated to comply with the principles embodied in this document or explain in writing in a manner satisfactory to IMPACT why they cannot do so. Otherwise, a breach of these principles by any Recipient may lead to disciplinary measures as provided in the offender's employment agreement or commercial contract, including termination thereof.

1. Careful selection of counterparties

The appointment of persons operating in the name, on behalf or in the interest of IMPACT must comply with this Anti-Corruption Code.

CODUL ANTICORUPTIE AL IMPACT

IMPACT DEVELOPER&CONTRACTOR SA, România, jud. Ilfov, oraș Voluntari, șoseaua Pipera-Tunari nr. 4C, Centrul de Afaceri Construdava, etaj 6 și 7, cod poștal 077190, înregistrată la Registrul Comerțului de pe lângă Tribunalul București sub nr. J23/1927/2006 („**IMPACT**”)

Prezentul document conține „**Codul Anticorupție**” al IMPACT.

IMPACT nu tolerează niciun fel de corupție sub nicio formă în sectorul public sau privat, în orice jurisdicție, nici măcar acolo unde acest tip de activități sunt admise, tolerate sau nu sunt urmărite în justiție.

IMPACT își desfășoară activitățile în conformitate cu principiile din prezentul document, cu convingerea că managementul și comportamentul responsabil sunt necesare pentru succesul într-o mai mare comunitate de afaceri.

Nicio relație de afaceri nu va fi începută sau continuată de către IMPACT cu o persoană care nu intenționează să respecte aceste principii.

Prezentul document se aplică în sens larg tuturor administratorilor, directorilor, angajaților și auditorilor IMPACT și tuturor persoanelor fizice și juridice care au relații comerciale cu IMPACT („**Colaboratorii**”).

Toți Colaboratorii sunt obligați să respecte principiile consfintite în prezentul document sau să explice în scris într-un mod satisfăcător pentru IMPACT contrariul. Altfel, o încălcare a acestor principii de către orice Colaborator poate conduce la aplicarea măsurilor disciplinare astfel cum prevede contractul de muncă sau contractul comercial al acestora, inclusiv la reziliere.

1. Selecție atentă a contrapartilor

Numirea persoanelor care acționează în numele, în contul sau în interesul IMPACT va respecta prezentul Cod Anticorupție.

Failure to do so will entitle IMPACT to terminate the contractual relationship.

2. Intermediaries and Outsourcers

In support of its activities, IMPACT relies on intermediaries and outsourcers¹ that must satisfy the requirements of honesty and professional fairness recognised by IMPACT. Its relationships with intermediaries and outsourcers are based on the following principles:

- (i) IMPACT examines and verifies the experience and technical expertise of these intermediaries, and asks that they declare that they have not been subject to investigations or court judgements related to corrupt practices.
- (ii) The contracts are made in writing, in accordance with existing IMPACT standards, and contain specific clauses that are designed, inter alia, to enforce compliance by the counterparty with the anti-corruption commitments made by IMPACT.

3. Relations with Public Administrations

In relations with the Public Administrations (including Public Officials), the Recipients must refrain from all acts or omissions that might represent even a mere attempt to corrupt them.

- (i) The Recipients must keep documented records of economic relationships with Public Officials (e.g. entertainment expenses, compensation for services performed by Public Administrations, etc.).

Nerespectarea acestuia va da dreptul IMPACT sa rezilieze relatia contractuala.

2. Intermediari si furnizori

In sprijinul activitatilor sale, IMPACT se bazeaza pe intermediari si furnizori¹ ce trebuie sa indeplineasca cerintele de integritate si corectitudine profesionala recunoscute de IMPACT. Relatiile sale cu intermediarii si furnizorii se bazeaza pe urmatoarele principii:

- (i) IMPACT examineaza si verifica experienta si capacitatea tehnica a acestor intermediari, si le solicita sa declare ca nu au fost subiectul unei cercetari sau decizii judecatoresti referitoare la practici de coruptie.
- (ii) Contractele se realizeaza in scris, in conformitate cu standardele IMPACT, si contin clauze specifice ce au rolul, printre altele, sa intareasca respectarea de catre cealalta parte a angajamentelor anticoruptie asumate de IMPACT.

3. Relatiile cu Administratiile Publice

In relatia cu Administratiile Publice (inclusiv Functionarii Publici), Destinatarii trebuie sa se abtina de la orice actiuni sau omisiuni ce pot reprezenta chiar si o tentativa de a-i corupe.

- (i) Destinatarii trebuie sa pastreze o evidenta documentata a relatiilor economice cu Functionarii Publici (de exemplu, cheltuielile de recreere, plata serviciilor efectuate de catre Administratiile Publice etc.).

¹ "Intermediaries and outsourcers" refer to persons who are in contact with or that work between two or more commercial counterparties. For the purposes of this document, they are considered to be agents, representatives, consultants or consultancy firms, distributors, resellers, outsourcers, subcontractors, subsidiaries and franchisees. / „Intermediari si furnizori” se refera la persoane ce sunt in contact cu sau lucreaza intre doua sau mai multe parti comerciale. In scopul acestui document, acestia sunt considerati a fi agentii, reprezentantii, consultantii sau societatile de consultanta, revanzatorii, prestatorii externi de servicii, subcontractorii, filialele si francizatii.

- (ii) Any request made by a Public Official directly or through an intermediary to obtain payments, gifts, trips, personal assistance or other benefits in favour of him/her or his/her family, relatives and domestic partners, or to be given to another beneficiary so that acts be performed or not performed on behalf of IMPACT must be reported immediately to IMPACT's management.

4. Gratuities and entertainment expenses

IMPACT gives gratuities and incurs entertainment expenses only for institutional, commercial and marketing purposes, in accordance with IMPACT regulations and always in compliance with the laws, commercial practices and – if known – ethical codes of the firms/entities with which it has relations.

- (i) Gifts or other useful items of moderate value may be given to Public Officials according to the standards defined at IMPACT level² and as described in detail in the section "Relations with Public Administrations".
- (ii) Any waivers must be notified in advance by IMPACT's management. No waivers are allowed in any case for gratuities and entertainment expenses unconnected with normal institutional, commercial, marketing and courtesy relations and/or the ordinary operation of business activity, and otherwise capable of giving the impression that they are aimed at acquiring or granting undue benefits.
- (iii) IMPACT employees are not allowed to accept gratuities, gifts or any benefit whatsoever that has more than a moderate value from persons related in any way to corporate activities (outsourcers, partners, customers, etc.) and otherwise capable of giving the

- (ii) Orice cerere facuta de catre un Functionar Public direct sau printr-un intermediar pentru obtinerea unei plati, cadouri, calatorii, asistenta personala sau alte beneficii in favoarea sa sau a membrilor familiei sale, a rudelor sau a partenerilor, sau ca acestea sa fie date unui alt beneficiar astfel incat o anumita activitate sa fie efectuata sau nu in beneficiul IMPACT trebuie raportata imediat managementului IMPACT.

4. Cadouri si cheltuieli de recreere

IMPACT acorda cadouri si suporta cheltuieli de recreere doar pentru motive institutionale, comerciale si de marketing, in conformitate cu regulile IMPACT si intotdeauna in conformitate cu legile, practicile comerciale si – daca exista – codurile de etica ale firmelor/entitatilor cu care are relatii.

- (i) Cadouri sau alte bunuri de valoare moderata pot fi acordate Functionarilor Publici in conformitate cu standardele definite la nivelul IMPACT², asa cum sunt definite in detaliu in sectiunea „Relatiile cu Administratiile Publice”.
- (ii) Orice derogari trebuie comunicate in prealabil de catre managementul IMPACT. Nicio derogare nu este permisa in niciun caz pentru cadouri si cheltuieli de recreere ce nu au legatura cu relatiile normale institutionale, comerciale, de marketing si de protocol si/sau de desfasurarea obisnuita a activitatii de afaceri, si ce pot da impresia in orice fel ca au ca scop primirea sau oferirea foloase necuvenite.
- (iii) Angajatilor IMPACT nu le este permis sa accepte cadouri sau orice alt beneficiu ce are mai mult decat o valoare moderata de la persoane ce au legatura in orice fel cu activitatile societatii (furnizori, parteneri, clienti etc.) si ce pot da impresia in orice fel ca au ca scop

² The limit on moderate value is EUR 25 in Romania./In Romania, limita valorii moderate este 25 de euro.

impression that they are aimed at acquiring or granting undue benefits.

(iv) Those employees who receive benefits or gratuities outside of the allowed cases must notify their immediate supervisor and IMPACT's management, which will assess their fairness on the basis of corporate procedures.

(v) The accounting and authorisation documents related to gratuities and entertainment expenses must be filed, recorded and retained in accordance with IMPACT regulations.

5. Promotions

(a) IMPACT may engage in promotional activities to enhance the name recognition and prestige of the IMPACT brand.

(i) The contracts must be made in writing and contain clauses that enforce compliance by the counterparty with this Anti-Corruption Code.

(ii) The accounting documents and documents related to the contracts made with the counterparty must be filed, recorded and stored in accordance with IMPACT regulations.

6. Donations, contributions and payments to the external community

(a) IMPACT may support charitable activities³ in favour of natural persons and legal entities, private and public institutions and associations in view of supporting projects or pursuit of the beneficiaries' institutional objectives.

primirea sau oferirea foloase necuvenite.

(iv) Acei angajati ce primesc beneficii sau gratuitati in afara cazurilor permise trebuie sa informeze seful lor direct si managementul IMPACT, ce va evalua corectitudinea lor in baza procedurilor societatii.

(v) Contabilitatea si documentele de autorizare referitoare la cadouri si cheltuielile de recreere trebuie depuse, inregistrate si arhivate in conformitate cu regulile IMPACT.

5. Promotii

(a) IMPACT poate intreprinde activitati promotionale in vederea cresterii recunoasterii numelui si prestigiului marcii IMPACT.

(i) Contractele trebuie incheiate in scris si vor contine clauze ce intaresc respectarea de catre contraparte a prezentului Cod Anticoruptie.

(ii) Documentele contabile si documentele referitoare la contractele incheiate cu o contraparte trebuie depuse, inregistrate si arhivate in conformitate cu regulile IMPACT.

6. Donatii, contributi si plati catre comunitatea externa

(a) IMPACT poate sprijini activitati caritabile³ in beneficiul unor persoane fizice si juridice, institutii private si publice si asociatii in vederea sprijinirii de proiecte sau in urmarirea obiectivelor institutionale ale beneficiarilor.

³ "Contribution" means any grant of assets (and thus in cash and in kind) to natural persons or legal entities, institutions, associations (public and private; for profit and non-profit) having proven experience and recognition, at least at the national level, and operating in the educational and training, culture, sport, research and innovation, social solidarity/philanthropy, promotion of human rights, environment and environmental education sectors. /„Contributii” inseamna orice transmitere de bunuri (atat in numerar cat si in natura) catre persoane fizice sau juridice, institutii, Asociatii (publice sau private; ce obtin profit si non-profit) ce au dovedit experienta si recunoastere, cel putin la nivel national, si care functioneaza in domeniile educatiei si formarii profesionale, cultura, sport, cercetare si dezvoltare, solidaritate sociala/filantropie, promovarea drepturilor omului, protectia mediului si educatia ecologica.

- (b) Donations, contributions and payments to the external community must be managed in accordance with applicable laws and regulations, and specifically consider the following reference standards:
- (i) The beneficiaries of Contributions and Donations are identified by parties who have independent judgement, expertise and delegated authority, as provided by the IMPACT Procedure.
 - (ii) The analyses and choice of beneficiaries, accounting documents, and documents related to the agreements made with the counterparty must be filed, recorded and stored in accordance with IMPACT regulations.

7. Human Resources

- (a) The IMPACT Human Resources recruitment and selection process⁴ complies, inter alia, with the principles of non-discrimination, absolute impartiality, autonomy and independent judgement, which are intended to guarantee that the final decision results in selection of the individuals most qualified to hold the position in question and include an offer that is competitive on the reference market, while guaranteeing equal access to job opportunities.
- (b) According to applicable laws and regulations, the candidates must declare:
- (i) any relationships that they might have with Public Officials;
 - (ii) concluded court actions against them;
 - (iii) any civil and criminal court proceedings against them related to unlawful activities.

8. No Facilitation Payments

- (b) Donatiile, contributiile si platile catre comunitatea externa trebuie gestionate in conformitate cu legile si regulamentele aplicabile, si in mod special sa aiba in vedere urmatoarele standarde de referinta:
- (i) Beneficiarii contributiilor si donatiilor sunt identificati de parti ce au gandire independenta, competenta si autoritatea delegata, asa cum sunt cerute de Procedura IMPACT.
 - (ii) Analizele si alegerea beneficiarilor, documentele contabile si documentatia referitoare la contractele incheiate cu acestia trebuie depuse, inregistrate si arhivate in conformitate cu regulile IMPACT.

7. Resurse Umane

- (a) Procesele de recrutare si selectie⁴ ale Departamentului de Resurse Umane al IMPACT respecta, printre altele, principiile non-discriminarii, impartialitatii absolute, autonomiei si evaluarii independente, ce au rolul sa garanteze ca decizia finala are ca rezultat selectarea persoanelor calificate in a detine pozitia respectiva si include o oferta ce este competitiva pe piata de profil, in timp ce garanteaza acces egal la oportunitatile locurilor de munca disponibile.
- (b) In conformitate cu legile si regulamentele aplicabile, candidatii trebuie sa declare:
- (i) orice relatie pe care ar putea sa o aiba cu Functionari Publici;
 - (ii) actiuni judiciare finalizate impotriva lor;
 - (iii) orice actiune civila sau penala in care sunt implicati si care se refera la activitati ilegale.

8. Fara plati de facilitare

⁴ This is defined as the set of activities and phases that lead to hiring of new staff (both managers and employees), including temporary workers, trainees and scholarship recipients. /Acestea sunt definite ca un set de activitati si etape ce au ca rezultat angajarea de nou personal (atat personal cu functii de conducere cat si cu functii de executie), inclusiv angajatii temporari, stagiarii si beneficiarii de burse de studiu.

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| <p>(a) IMPACT promotes exemplary business conduct worldwide. Therefore, it does not allow the payment, offer, or acceptance of direct or indirect facilitation payments⁵, i.e. payments and benefits of all kinds and types intended to accelerate the performance of mandatory services by parties outside of IMPACT.</p> <p>(b) If a facilitation payment is requested, promised or offered, one's own direct superior and IMPACT's management must be notified immediately.</p> | <p>(a) IMPACT promoveaza o conduita de afaceri exemplara la nivel global. Prin urmare, nu permite plata, oferirea sau acceptarea de plati de facilitare directe sau indirecte⁵, precum de exemplu plati si beneficii de toate felurile si tipurile efectuate in scopul de a accelera realizarea unor servicii obligatorii de catre terti fata de IMPACT.</p> <p>(b) Daca o plata de facilitare este solicitata, promisa sau oferita, seful direct si managementul IMPACT trebuie informati imediat.</p> |
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⁵ Facilitation payments are defined as payments made to Public Officials to facilitate or accelerate "routine governmental activities" that already have to be performed on behalf of the Company such as, for example: issuance of permits, licenses or other official documents, preparation of governmental documents, such as visas or other orders for work, provision of telecommunication, energy and water services, loading/unloading of merchandise, or protection of fragile/hazardous goods, planning of inspections related to performance of the agreement transit of goods in the country./Platile de facilitare sunt definite ca plati efectuate catre Functionari Publici in scopul de a asigura sau accelera "activitati guvernamentale de rutina" ce trebuie sa fie efectuate in beneficiul Companiei precum de exemplu: emiterea de autorizatii, licente sau alte documente oficiale, pregatirea de documente guvernamentale, precum vize sau autorizatii de munca, furnizarea de servicii de telecomunicatii, energie si apa, incarcare/descarcare de marfuri, sau protectia unor bunuri fragile/periculoase, planificarea inspectiilor referitoare la executarea contractelor de tranzitare de bunuri in tara.