

## ETHICS AND DEONTOLOGY CODE

### Introduction

The present ethics and deontology code („Code“) applies to all employees of S.C. Focality S.R.L. referred from now on as the „Company“ and it is designed in such a manner that it provides guidance regarding the standards of integrity and business conduct of the Company. Each employee of the Company shall comply with the principles and procedures set out in the present document. The present Code is supplemented by the provisions of the internal Regulation of S.C. Focality S.R.L. and also the procedures of the Integrated Management System implemented and certified within the Company.

The purpose of this Code is to promote:

- Honest and ethical conduct, including correct transactions and ethical administration of the effective or apparent interest, from the personal and professional relationships.
- Business management with integrity and professional competence
- Complete, correct, precise, up to date and intelligible disclosure.
- Compliance with laws, rules and applicable regulations
- Prompt reporting of violations of the present Code, and
- Responsibility for respecting the present Code and preventing illicit actions.

If a law is in contradiction with any policy of the present Code, you will comply with the law. If you have questions about these conflicts, ask your direct Manager or the Human Resources Manager about how to manage the situation.

Those who violate the standards of the present Code will be liable to disciplinary actions until and including the termination of the individual employment contract.

### 1. Compliance with laws, rules and regulations

The ethical standards of this Company are designed on the basis of respecting the law. All of the employees must comply with the laws, rules and regulations. Each individual has the personal responsibility to respect the standards and restrictions imposed by those laws, rules and regulations. The employees which are not familiarized or have questions regarding the rules involving the Business Company they manage, shall consult with higher levels of management, who, where appropriate, shall request professional legal advice before taking measures that could endanger the Company or the individual.

### 2. Professional competence and integrity

The company is committed to provide professional services, in accordance with the policies and relevant technical and professional standards for meeting the contractual obligations and maintaining the name and reputation.

### 3. Conflicts of interest

A „conflict of interest“ exists when a person’s private interest interferes with the interests of the Company.

A conflictual situation may arise when an employee acts or has interests that may render difficult his objective and efficient activity within the Company. Conflicts of interest

may also arise when an employee or members of his family receive inadequate personal advantages as a result of his position in the Company. Loans to or guarantees of obligations of employees and their family members may create conflicts of interest.

The simultaneous activity of an employee for a competitor, client or provider is almost always a conflict of interest for the employee of a Company. You are not allowed to work as an advisor or a board member for a competitor. The best policy is to avoid any direct or indirect commercial relationship with our providers, clients or competitors, except for actions on our behalf. Conflicts of interest are forbidden as a matter of Company policy, except for the guidelines approved by the Board of Directors of the Company (the „Board“). Conflicts of interest can sometimes be ambiguous, so, if you have any questions, consult your upper levels of management. The employees who become aware of a conflict or a potential conflict, shall bring it to the attention of a supervisor or a manager.

#### **4. Illegal disclosure of financial and commercial information**

The management of the Company prohibits the selective disclosure of financial or commercial information concerning the Company from its employees.

The unlawful disclosure of financial or commercial information can take place in various ways, including personal contact, written or oral communication and electronic means. Electronic means include, among others, emails and posts on the web diaries (or blogs), Twitter, Myspace, Facebook or similar social networks or services. Take into account the fact that accidental disclosures or seemingly innocuous communications can be considered illegal.

Unlawful disclosure can make the Company and also the person or persons which perform the disclosure liable to pay substantial fines and criminal and/or civil actions.

Therefore, in order to ensure the compliance with all applicable laws and regulations, the employees of the Company are prohibited from disclosing information about the Company, competitors or suppliers to persons outside the Company except with specific permission from the Company's management and directives regarding disclosure. Do not comment on legal issues related to the activity unless you are the official spokesperson of the company and if you have a legal and management agreement of the Company. This prohibition includes disclosure through services or social networks such as blogs, Twitter, Myspace and Facebook.

Employees will keep confidential the information they have from the Company, clients and suppliers, excepting the situation when disclosure is authorized by the Company Management or required by laws and rules. Confidential information include all non-public information that may be useful for the competition or damage the Company or its clients and suppliers, if disclosed.

Confidential information also includes information employees were entrusted by suppliers and clients. The obligation to keep information confidential continues after termination of the engagement.

#### **5. Opportunities**

Employees are prohibited to personally benefit (or to a third party) from opportunities discovered through the use of property, information or position held in the Company, without the consent of the Council. No employee may use the property,

information or position in the Company to the purpose of inappropriate personal gain and no employee may compete directly or indirectly with the Company. The employees owe to the Company to encourage legitimate interests when the opportunity arises.

## **6. Competition and fair trading**

We seek to conduct our competition in a correct and honest manner. Obtaining illegal information on property, possession of secret commercial information obtained without the consent of the owner or inducing such disclosures to former or present employees or to other companies is prohibited. Each employee will seek to respect the rights and behave properly with suppliers, customers, competitors and employees of the Company. No employee will take advantage of anyone through manipulation, concealment, abuse of privileged information, false statements regarding material facts or any other intentional unfair practice.

There will not be offered, given or accepted gifts or entertainment activities by no employee, family member of the individual or agent, unless: (1) it complies with commercial usage practices, (2) does not have excessive value, (3) it cannot be interpreted as a bribe (4) does not violate laws or regulations. Talk to the Company's management on gifts or proposed gifts that you are not sure are inadequate.

## **7. Discrimination and harassment**

Employee diversity is a good company asset. We are firmly committed to providing equal opportunity in all aspects of commitment and will not tolerate illegal discrimination or harassment of any kind. Examples include unfavorable comments based on racial or ethnic characteristics and unwelcome sexual advances.

## **8. Health and work security**

The company strives to provide each employee with a safe and healthy work environment. Each employee is responsible to maintain a safe and healthy work environment for all employees by respecting the rules of health and safety at work and reporting accidents, injuries and unsafe equipment, practices or conditions.

Violent or threatening behavior is not allowed. Employees will go to work able to perform their tasks, without the influence of illegal drugs or alcohol.

## **9. Records**

The company requests records and honest and accurate reporting of information including time sheets, sales records and returns of expenses in order to take responsible decisions. For example, there will be reported only the true and actual number of work hours.

Many employees regularly use expense accounts which will be documented and recorded accurately. If you are unsure whether a certain expense is legal, ask the Financial Manager.

All records, archives, accounts and financial statements will be held in detail, will reflect the Company's transactions and will comply with both applicable legal requirements and the Company's system of internal checks.

Archives and commercial communications often become public and they will avoid exaggeration, derogatory remarks, estimates or inappropriate characterizations of people and companies that can be misunderstood. They apply equally to email, internal circulars and formal reports. Archives will always be retained or destroyed according to the records retention policies of the Company. In accordance with these policies, in the event of litigation or governmental investigation, please refer to the Company's management.

## **10. Protection and proper use of Company assets**

All employees will do everything possible to protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the profitability of the Company. Any suspected incident of fraud or theft should be immediately reported so as to be investigated. Company equipment will not be used for non-Company business, though incidental personal use may be permitted.

The obligation of employees to protect the Company's assets include proprietary information. Information property include intellectual property such as trade secrets, patents, trademarks and copyrights and business, marketing and service plans, ideas, technical and production concepts, databases, archives, information on wages and data and unpublished financial reports. Unauthorized use or distribution of this information violates Company policy. It is also illegal and result in civil or even criminal penalties.

## **11. Payments to staff in central administration, or any local public clerks**

Legal representatives of the Company and employees are prohibited from giving anything of value directly or indirectly to local councilors, county councilors, mayors, prefects, deputies, parliamentarians, and any public employees to obtain for himself or for others, contracts, goods, undue advantages or other benefits or to keep the business.

It is strictly prohibited the making of illegal payments to any person mentioned in the previous paragraph.

Promising, offering or providing a gift, favor or something else of charge to local councilors, county councilors, mayors, prefects, deputies, parliamentarians and all public employees, in violation of these rules, will not only be contrary to Company policy but will constitute both a disciplinary offense and a criminal offense.

## **12. Reporting illegal or unethical behavior**

Employees must talk to their managers or other appropriate personnel about illegal or unethical behavior observed, or when in doubt, about the best course of action in a given situation. Lack of reporting of such misconduct, actual or potential, is a violation of this Code. Company policy is to not allow retaliation for reports of misconduct made in good faith by employees. Employees will cooperate in internal investigations concerning misconduct.

Company management will take all appropriate measures to investigate reported violations of this Code. In case of violation, the Company will take such disciplinary or preventive measure after consultation with the Company's management, in the case of any employee, regardless of the position he occupies.

### **13. Submission of complaints**

Complaints about violations of the law or the Code may be submitted according to the internal regulation of the Company.

We encourage any person who reports to substantiate the complaint and we will not allow retaliation against those who report the violation.

In order to ensure the anonymity of complaints and especially complaints about accounting practices, internal accounting controls and auditing matters - all complaints may be submitted directly to the general manager or to the administrator of the Company.

### **14. Lack of retaliation**

The Company is committed to protect the individuals against retaliation. The Company will not tolerate retaliation against those who report in good faith to the Company or officials in law enforcement, regarding to a possible violation of the law, regulation, or this Code. Employees who violate this rule are liable to civil, criminal, and administrative penalties and also disciplinary action, up to and including termination of the individual employment contract.

### **15. Social and environmental responsibility**

In addition to our commitment to compliance with laws and regulations, the Company has adopted an approach to social and environmental responsibility in everything we do - and linked to all our shareholders. This means that employees must look beyond the letter of the law to see our impact on people, communities, economies and the environment; they will maintain dialogue with key stakeholders to understand their expectations, needs and concerns; and should seek to improve the overall impact wherever possible in our commercial efforts.

The company participates in local community initiatives as a demonstration of its commitment to responsible business conduct. This participation requires understanding, motivation and personal commitment of all staff of the Company. The company expects employees to be familiar with the concept of social responsibility and assume responsibility for all actions that can support the Company in being a good citizen.

### **16. Modifications and waivers of the Ethics and Deontology Code**

The present Code may be amended only by the Company's management. Waivers of this Code for executive officers or directors may be made solely by management of the Company and will be immediately disclosed under the law.

This Code enters into force on 18.09.2018 and will be brought to the attention of each employee under signature and by posting it in an electronic format on the server, in the file "Focality - Ethics and Deontology Code".

Last update: September 2018

General Manager,  
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