



## CODE OF BUSINESS CONDUCT AND ETHICS

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### **1. Purpose**

Top Line Business Development Corp. (“TOP” or the “Corporation”) is committed to conducting its business in accordance with the highest standards of integrity, professionalism, accountability, and compliance with applicable laws and regulations.

This Code of Business Conduct and Ethics (“Code”) sets forth the principles and standards that shall guide the conduct of all directors, officers, employees, consultants, and representatives of the Corporation.

Compliance with this Code is mandatory.

### **2. Scope**

This Code shall apply to:

- Members of the Board of Directors;
- Senior Management;
- All employees, regardless of rank or employment status; and
- Consultants, advisers, and all other authorized representatives acting on behalf of TOP

(Collectively, the “Covered Persons”)

### **3. Compliance**

All Covered Persons shall comply with all applicable laws, rules, and regulations in the jurisdictions where TOP operates.

Any violation of law in connection with the Corporation’s business may result in disciplinary action and/or legal consequences.

### **4. Integrity and Ethical Conduct**

Covered Persons shall:

- Act honestly, fairly, and in good faith;
- Exercise due care, competence, and diligence;
- Avoid conduct that may damage the Corporation’s reputation;
- Maintain the highest standards of professional behavior.

Fraud, dishonesty, falsification of records, and unethical conduct will not be tolerated.



## **5. Conflicts of Interest**

Covered Persons must avoid situations where personal interests conflict, or appear to conflict, with the interests of the Corporation.

A conflict of interest arises when personal, financial, or other considerations interfere with objective business judgment.

All actual or potential conflicts must be disclosed promptly to:

- The Board of Directors (for Directors and Senior Officers), or
- The Human Resources Department / Chief Compliance Officer (for Employees and other Representatives)

## **6. Anti-Bribery and Anti- Corruption**

The Corporation strictly prohibits bribery, corruption, kickbacks, facilitation payments, and any improper advantage.

No Covered Person shall:

- Offer, promise, or give anything of value to influence a decision
- Solicit or accept improper benefits from third parties

## **7. Fair Dealing and Competition**

The Corporation competes fairly and ethically.

Covered Persons shall not:

- Engage in deceptive, misleading, or unfair trade practices;
- Misrepresent material facts; and
- Improperly and illegally obtain confidential information from competitors.

## **8. Confidentiality and Data Protection**

Covered Persons must safeguard confidential, proprietary, and sensitive information of TOP, its subsidiaries, affiliates, customers, and business partners.

Confidential information shall not be disclosed without proper authorization, except as required by law.

## **9. Protection and Proper Use of the Corporation's Assets**

TOP's assets, including financial resources, physical property, intellectual property, systems, and data, shall be used solely for legitimate business purposes.

Misuse, theft, or unauthorized use of the Corporation's assets is strictly prohibited.



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## **10. Financial Integrity and Record-Keeping**

All financial records and reports must be accurate, complete, timely, and in compliance with applicable accounting standards and regulations.

No false, misleading, or artificial entries shall be made in the Corporation's books and records.

## **11. Respectful and Safe Workplace**

TOP is committed to maintaining a work environment that is professional, respectful, safe, and free from harassment, discrimination, retaliation, and unsafe practices.

## **12. Reporting Violations and Non-Retaliation**

Covered Persons are required to report known or suspected violations of this Code, the Corporation's policies, or applicable laws.

Reports may be made to the following, as applicable:

- Immediate Supervisor;
- Human Resources Head;
- Compliance Officer;
- Chairperson of the Board or Audit Committee.

TOP strictly prohibits retaliation against any person who reports a concern in good faith.

## **13. Investigation and Disciplinary Action**

All reported violations shall be promptly and fairly investigated.

Violations of this Code may result in disciplinary action, including termination of employment, and/or referral to appropriate authorities.

## **14. AMENDMENTS AND REVIEW**

This Code shall be reviewed periodically by the Board of Directors ("BOD") and Senior Management to ensure continued relevance and compliance with applicable laws and corporate governance standards.

Any amendments shall require BOD approval.