

Introduction

FlipFix Limited is committed to operating with honesty, integrity and transparency. We comply with all applicable anti-bribery and anti-corruption laws and will not engage in, authorise or tolerate bribery in any form, whether directly or indirectly through others acting on our behalf.

This policy has been introduced to establish clear expectations, prevent misconduct and promote appropriate behaviour at every level of the organisation.

To support this commitment, we expect all individuals acting for or on behalf of FlipFix Limited to behave honestly, avoid improper influence, manage conflicts of interest appropriately, reject and report bribery, and comply with applicable anti-bribery and anti-corruption laws.

The purpose of this policy is to set out our commitment to preventing bribery and corruption, and to provide guidance to any employees, contractors or third parties acting on our behalf.

Application of this Policy

This policy applies to all directors, officers and employees, including temporary workers, contractors, consultants, and any individual engaged to perform services for or on behalf of FlipFix Limited.

We also expect our business partners – including suppliers, subcontractors, agents and any other third parties acting on our behalf – to comply with the prohibitions on bribery and corruption set out in this policy.

All individuals covered by this policy are expected to comply with its requirements. Breaches may result in appropriate action being taken in accordance with internal procedures and contractual arrangements.

Senior Management is responsible for supporting, implementing and monitoring this policy. Questions or concerns should be raised with a Director.

Definitions

Bribery is the offering, giving, promising, requesting or receiving anything of value with the intention of influencing a decision, securing an improper advantage, or rewarding someone for acting improperly. This includes, but is not limited to, cash payments, gifts, hospitality, travel, favours, donations, job opportunities or any other benefit whether offered directly or through a third party.

Corruption is the abuse of entrusted power, position or influence for personal gain or for the benefit of another. This includes, but is not limited to, bribery, kickbacks, embezzlement, and fraud. It also includes manipulating decisions for improper purposes.

Facilitation Payments are small, unofficial payments made in order to speed up everyday administrative tasks, such as customs clearance or paperwork processing.

Gifts and Hospitality include items, services or events provided as gestures of goodwill, such as meals, entertainment, travel or corporate gifts. These may only be accepted if they are reasonable and proportionate, and do not create an obligation or expectation of favourable treatment.

Improper Advantage refers to gaining benefits through manipulation, pressure or incentives, outside of normal procedures or standards. This includes, but is not limited to, influencing decisions, speeding up processes, or obtaining otherwise unauthorised access.

Conflicts of Interest occur when an individual's private interests interfere with their professional responsibilities and objectivity. Any conflicts must be disclosed immediately.

Third Parties are any external person or organisation acting for or representing FlipFix Limited, including agents, consultants, subcontractors, distributors and suppliers.

Legal and Regulatory Framework

This policy is underpinned by the UK Bribery Act 2010, one of the strictest anti-bribery laws in the world. The Act prohibits bribery in both the public and private sectors and makes it a criminal offence to offer, promise, give, request or accept a bribe.

The Act also creates a specific corporate offence of failing to prevent bribery, meaning we may be held liable for the actions of its employees, agents or other third parties unless it can demonstrate that "adequate procedures" are in place.

We are committed to full compliance with the UK Bribery Act 2010 and to maintaining policies, controls and behaviours that reflect its requirements. The UK Bribery Act can apply to conduct anywhere in the world where there is a UK connection, regardless of local customs or practices.

Prohibited Conduct

We have a strict zero-tolerance approach to bribery and corruption. This prohibition applies to all of our business activities and transactions in every country in which we operate.

Accordingly, employees and representatives of FlipFix Limited are strictly prohibited – whether acting personally or on our behalf – from:

- a) **Offering, promising, giving or authorising** any financial or non-financial advantage – directly or indirectly – to any person in the public or private sector to obtain an improper business or personal benefit;
- b) **Soliciting, accepting or receiving** any financial or non-financial advantage, whether for the benefit of FlipFix Limited, the individual or anyone connected to them, in exchange for providing an improper business or personal benefit;
- c) **Using unlawful or unethical methods** – including bribes, gifts, inducements, secret payments or other benefits – to improperly influence decisions or outcomes; and
- d) **Acting on behalf of a third party** in offering, paying, soliciting or accepting a bribe, or otherwise assisting a third party in any corrupt activity.

In addition to complying with these specific prohibitions, employees must exercise sound judgment and consider whether any action or arrangement could reasonably be perceived as corrupt, improper or inappropriate.

We strictly prohibit facilitation payments of any kind, regardless of local customs or expectations, as they are illegal under the UK Bribery Act 2010.

Gifts, Hospitality and Entertainment

Gifts, hospitality and entertainment can support legitimate business relationships, but they must never be used to influence – or appear to influence – business decision-making.

Employees may only offer or accept gifts, hospitality or entertainment when they are:

- Reasonable and proportionate;
- Infrequent and modest in value;
- Clearly connected to legitimate business activities;
- Not connected to any ongoing or upcoming business decisions; and
- Unlikely to create an obligation or expectation of favourable treatment.

Employees must not offer or accept:

- Cash or cash equivalents, such as gift cards or vouchers;
- Extravagant or excessive entertainment, travel or accommodation;
- Hospitality or events provided during a tender, negotiation or approval process; or
- Anything that could reasonably be perceived as seeking an improper advantage.

All gifts, hospitality and entertainment must be recorded where required by Company procedures. When unsure, employees must seek guidance from a Director before offering or accepting anything.

Traditional gift-giving customs or cultural practices do not change our expectations or the restrictions in this policy. If public disclosure of the gift or hospitality would cause embarrassment to FlipFix Limited or the recipient, it must not be offered or accepted.

Any offer of gifts, hospitality or anything of value to a public official requires prior approval from a Director due to the higher legal risks involved.

Conflicts of Interest

Employees must conduct themselves impartially and ensure that personal relationships or interests do not compromise their duties or responsibilities to FlipFix Limited. A conflict of interest exists when an individual's private interests interfere, or appear to interfere, with their ability to make objective decisions on our behalf.

A conflict of interest may arise when an employee's personal, financial or family interests could influence their professional judgement, decisions or actions. Examples include awarding contracts to relatives, holding financial stakes in suppliers, or engaging in outside employment that overlaps with Company work.

All employees are required to:

- Declare any actual, potential or perceived conflict to a Director as soon as it arises;
- Avoid participating in decisions where a conflict is present; and
- Comply with any measures put in place to manage or eliminate the conflict.

Undeclared conflicts of interest undermine trust and may result in disciplinary action.

Third Parties, Suppliers and Due Diligence

We may be held responsible for the actions of third parties acting on our behalf. For this reason, it is essential that appropriate checks are carried out before engaging any third party, and that ongoing relationships are monitored for signs of improper conduct.

Before entering into any business relationship, we will assess the third party's integrity, reputation and compliance record. This may include reviewing ownership, financial background, business practices and any previous allegations or incidents of bribery or misconduct.

Fees and expenses paid to representatives must be commercially reasonable, transparently documented, and reflect legitimate services.

Employees must not engage or continue working with a third party if there is reason to believe they may behave improperly or expose us to bribery or corruption risk.

All third parties acting on our behalf are expected to comply with this policy and any contractual obligations relating to ethical conduct. Failure to do so may result in termination of the relationship.

Identifying and Managing Risk

Certain areas of our activities may carry a higher risk of bribery and corruption. Employees involved in procurement, sales, operations or contract management must remain alert to these risks and take additional care when making decisions or engaging with external parties.

Potential suppliers must be treated fairly, without unmerited favouritism, and evaluated on transparent and objective criteria.

Higher-risk situations may include:

- Selecting or approving suppliers, subcontractors or service providers;
- Negotiating fees, discounts, commissions or contractual terms;
- Working with third parties, agents or introducers;
- Entering markets or regions where corruption is more prevalent;
- Dealing with government bodies, regulatory authorities or public officials; and
- Decision-making involving high-value transactions or benefits.

Employees must escalate any concerns they have immediately, and ensure that all decisions are transparent, well-documented and supported by legitimate business reasons.

Responsibilities for Management and Employees

Senior Management is responsible for promoting a culture of ethical conduct and for ensuring that appropriate anti-bribery and anti-corruption controls, oversight and governance arrangements are in place across the business.

Those with management responsibility are expected to support compliance with this policy within their areas of responsibility, promote awareness of its requirements, and ensure that any concerns are escalated appropriately.

All individuals acting for or on behalf of FlipFix Limited are expected to act with integrity, comply with this policy, and raise concerns promptly where they become aware of conduct that may be inconsistent with its requirements.

All employees, contractors and representatives are also expected to cooperate fully with any review, enquiry or investigation relating to this policy.

Training and Awareness

We are committed to ensuring that relevant personnel understand their responsibilities under this policy. Appropriate communication, guidance and training will be provided where necessary.

Reporting Concerns

Individuals covered by this policy are expected to raise concerns about bribery, corruption or unethical behaviour as soon as possible to a Director. Reports made under this policy will be treated confidentially, investigated promptly and handled sensitively.

Concerns may relate to:

- Suspected or actual bribery or corrupt activity;
- Improper payments, gifts or hospitality;
- Unusual third-party behaviour, invoices or requests;
- Conflicts of interest that have not been declared; and
- Attempts to bypass procedures or internal controls.

No employee will face adverse consequences for refusing to pay bribes, even if this results in lost business.

We will not tolerate retaliation of any kind against individuals who raise concerns in good faith.

Investigation and Enforcement

All reports made under this policy will be taken seriously and investigated promptly. The scope of any investigation will depend on the nature of the concern and may involve internal or external parties as appropriate.

Employees are expected to cooperate fully and honestly with any investigation. Information will be handled sensitively and shared only with those who need it for the purpose of the investigation.

Where a breach of this policy is identified, FlipFix Limited may take appropriate action in accordance with its internal procedures, contractual rights and legal obligations.

Where criminal conduct is suspected, we may report the matter to the relevant authorities.

Record Keeping and Transparency

We must maintain accurate, complete and transparent records of all business transactions. Proper record-keeping is essential for demonstrating compliance with this policy and with the UK Bribery Act 2010.

Employees must ensure that:

- All expenses, payments and financial transactions are recorded accurately and supported by appropriate documentation;
- No false, misleading or artificial entries are made in our books or records;
- Gifts, hospitality and entertainment are recorded where required by Company procedures; and
- Third-party payments or commissions are fully documented and approved in advance.

Under no circumstances may employees create, conceal or destroy records in order to disguise improper conduct. All financial records must be retained in accordance with Company procedures.

Monitoring and Review

We will monitor the effectiveness of this policy and the procedures supporting it. Regular reviews will be carried out to ensure the policy remains appropriate, reflects legal and regulatory requirements, and continues to address the risks faced by the business.

Senior Management will review this policy at least annually, or sooner if significant changes occur in our operations, risk profile or relevant laws.

Employees are encouraged to provide feedback on the policy or raise suggestions for improvement at any time.

Approval and Ownership

This policy is owned by Senior Management, who are responsible for overseeing its implementation and ensuring that appropriate procedures and controls are maintained.

The policy has been approved by the Board of Directors.

For any questions regarding this policy, please contact a Director.