



## anti-bribery, fraud and corruption policy

“we have a zero-tolerance approach towards bribery, fraud and corruption in all forms”

Nick Hewitt  
Managing Director

Flexiform is committed to the highest levels of ethical conduct and integrity in our business and by our employees. We adopt a zero-tolerance approach towards bribery, fraud and corruption in any form.

The aim of this policy is to outline the company's approach to preventing and prohibiting bribery, fraud and corruption in line with The Fraud Act 2006 & The Bribery Act 2010.

### Scope

This policy applies to all employees and directors of the company, suppliers and any other third parties who may be acting for, or on behalf of, the company within the UK. The Flexiform Leadership Team is committed to implementing effective measures to prevent, monitor and eliminate bribery. However, it is also the responsibility of all employees and associated persons to assist Flexiform in the prevention, detection and reporting of bribery, corruption and / or fraud.

### What is Bribery?

A bribe can be defined as the offer, promise, giving, accepting or soliciting of a payment or benefit to a person intended as a reward or inducement to act contrary to the proper exercise of their duty, good faith or impartiality. A bribe can take the form of:

- The direct or indirect promise, offering or authorisation of anything of value.
- The offer or receipt of any kickback, loan, fee, reward or other advantage.
- The giving of aid, donations or voting designed to exert improper influence.

### Flexiform Bribery Process

**Bribing Another Person:** Flexiform prohibits the offering, promising or giving of a reward (whether cash or any other incentive) to induce a person or company to perform a relevant function or activity improperly or as a reward for improper activity. This could be in order to gain any commercial, contractual or regulatory advantage for company in a way which is considered unethical.

**Being Bribed:** Flexiform prohibits the accepting of, agreeing to accept or requesting of a reward in return for performing a relevant function or acting improperly. A relevant function includes any activity of a public nature or any activity connected to a business.



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Flexiform will consider all employee, or associated person, to have acted improperly where they are in breach of what a reasonable person within the UK would expect in relation to the performing of the function or activity, even if the function or activity is not taking place in the UK.

**Bribing a Foreign Public Official:** Flexiform prohibits any attempt to influence a foreign public official with the intention of obtaining or retaining business in a situation where the public official was not permitted or required by law to be influenced.

**Failure to prevent bribery:** Flexiform will endeavour to stop people who are operating on its behalf from being involved in bribery both within the UK and overseas. Bribery is a criminal offence and carries criminal penalties which could be up to ten years imprisonment and an unlimited fine for any individual and the business.

### What is Fraud and Corruption

Fraud and corruption cover a wide range of irregularities and illegal acts, all of which are categorised by intentional deception. This includes theft, dishonesty, deceitful behaviour, bribery, forgery, extortion, conspiracy, embezzlement, misappropriation, false representation and concealment of material facts and collusion. Fraud can range from falsifying expenses and overtime claims, stealing money or items, using Flexiform property and time for private use (without authorisation), to receiving bribes or inducements.

Where fraud is suspected or has occurred, Flexiform will carry out prompt and thorough investigations. Anyone found to be involved in fraudulent activity will have disciplinary action taken against them which may result in dismissal.

### Facilitation Payments

Facilitation payments are sometimes used by businesses to secure or expedite the performance of a routine or necessary action to which the payer has a legal or other entitlement. Facilitation payments may trigger an offence under The Bribery Act and it is very important that employees or associated persons act with great vigilance when dealing with such requests.

Where a public official has requested a payment, employees or associated persons should ask for further details of the purpose and nature of the payment in writing. If the public official refuses to provide these this should be reported immediately to the Finance Director who will advise on the appropriate action to be taken.

If the public official provides written details then the Finance Director will consider the nature of the payment and, where applicable, seek local legal advice before advising the employee, or associated persons, on the appropriate course of action.

Where the Finance Director concludes the payment is for a legitimate fee, for example, as part of a genuine fast track process, or is permitted locally, the company will confirm this to the employee, or associated persons, in writing and authorise them to make the payment. However, if the Finance Director considers the request to be for a facilitation payment, the employee or associated persons will be instructed in writing not to make the payment. The public official should be notified that the matter will be reported to the relevant authority.



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### Corporate Entertainment, Gifts, Hospitality and Promotional Expenditure

A gift is any item, cash or goods or any service which is offered to an individual at no cost to them or at a cost which is less than its commercial value.

Hospitality is entertainment offered to an individual at no cost or a cost which is less than its commercial value. For example, drinks receptions, dinner invitations or corporate hospitality at an event. The company will permit corporate entertainment, gifts, hospitality and promotional expenditure that are undertaken for the following purposes:

- To establish or maintain a good business relationship.
- To improve the image and reputation of the company.
- To present the company's goods or services effectively.

This is on the provision that it is arranged in good faith and is not offered, promised or accepted to secure an advantage for the company or any of its associated persons to influence the impartiality of the recipient.

The company will only authorise reasonable, appropriate and proportionate entertainment and promotional expenditure in line with the following guidance.

### Fraud and Corruption Process

**Accepting Gifts:** Flexiform understands that in the course of day-to-day business some employees may be offered gifts of significant value. Employees, or associated persons, must not accept offers of gifts from individuals or companies with whom Flexiform currently, or might in the near future, conduct business with, except for gifts of a token nature or of relatively insignificant value (i.e. less than £50 such as diaries, calendars or promotional material). Employees, or associated persons, should never put themselves in a position where they could be accused of taking bribes or inducements for personal gain. Employees, or associated persons, should talk to their line manager if they are unclear as to what is acceptable.

If an employee or associated persons is offered a gift of over £200 then this should be raised with their line manager and a board director. The offer will be logged in the gifts and hospitality register and the appropriate course of action will be expressly communicated to the individual.

**Giving or Offering Gifts:** Flexiform recognises that as well as receiving gifts some employees, or associated persons, may be required to offer gifts to third parties, including customers and suppliers, in order to maintain good working relationships and to retain and obtain business. Except for token gifts (i.e. less than £50) prior approval from a board director must be obtained before any employee, or associated persons, can offer a gift to a third party. Where a gift has a value of over £200 the board director must obtain authorisation from the Finance Director. It is the responsibility of the board director to ensure all authorised gifts over £200 are recorded in the company gift and hospitality register.

**Accepting Hospitality:** There may be some circumstances where hospitality is offered to events which will promote Flexiform's interests and Flexiform recognises that external networking for some departments is a core part of their work.



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Personal invitations to non-work related, non-Flexiform events involving corporate hospitality, offered or given by any supplier, client, business contact or potential contractor, must be notified to the individual's line manager. If the hospitality has a commercial value of more than £200 authorisation must be sought from a board director and is logged in the gifts and hospitality register.

**Giving or Offering Hospitality:** Flexiform recognises that as well as accepting hospitality some employees, or associated persons, may be required to offer hospitality to third parties, including customers and suppliers, in order to maintain good working relationships and to retain and obtain business.

Except for a working lunch or refreshments during a meeting with third parties, prior approval from a board director must be sought before any employee, or associated persons, can offer hospitality to a third party. Where such hospitality is more than £200 in one occurrence or £2000 in aggregate to any one party over a period of twelve months, the board director must obtain authorisation from the Finance Director. If the hospitality is authorised, then it is the responsibility of the board director requesting the authorisation to ensure it is recorded in the company gift and hospitality register.

**Political and charitable contributions:** Flexiform does not allow political contributions in any form whether to political parties, causes or to support candidates. The appointment of any politician or former politician as a consultant, employee or officer of the Company requires approval by the board and is subject to applicable laws.

Flexiform will only make charitable donations that are legal and ethical under local laws and practices. No donation of over £500 must be offered without the prior approval of the Finance Director.

**Declaration of Interests / Conflict of Interests:** In order to protect employees and the reputation of Flexiform, employees should make their line manager aware if they have a conflict of interest. A conflict of interest is where an employee has an interest in a decision that could be different from the interest of Flexiform. This can range from being involved in decisions that affect fellow employees who are relatives, close friends or a partner, to the awarding of a contract from which the employee, close friend or relative may benefit financially. Those employees who are authorised to sign purchase orders, or place contracts for goods, materials or services must adhere to Flexiform rules on tendering and contracting.

Employees must not seek preferential rates or benefits in kind for private transactions carried out with companies that they have had official Flexiform dealings with. Any work carried out by such a company, if the value is more than £200, must be placed on the register of interests.

**Records:** Employees and associated persons (where applicable) are required to take particular care in ensuring that all company records are accurately maintained in relation to any contracts or business activities. This includes all financial invoices and all payment transactions with clients, suppliers and public officials.

Flexiform gift and hospitality register and register of interests will be maintained by designated individuals within each division. It is the responsibility of the line manager or board director to ensure any gifts or hospitality, offered or received, as well as any conflicts of interest, are reported in line with this policy and procedure.



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### **Dealings with Third Parties**

Flexiform will endeavour to ensure that all third parties with whom we have dealings are aware of and have accepted this policy and procedure.

### **Reporting Suspected Bribery, Fraud or Corruption**

Flexiform expects its employees and associated persons to maintain its high standards of ethical conduct and we request they assist the company in remaining vigilant in order to prevent, detect and report bribery, fraud or corruption. Employees are encouraged to report any concerns that they may have to the appropriate person.

Issues that should be reported include:

- Any suspected or actual attempts at bribery.
- Concerns that other employees or associated persons may be being bribed.
- Concerns that other employees or associated persons may be bribing third parties, such as clients or government officials.

Employees or associated persons who report instances of bribery, fraud or corruption in good faith will be supported by the Flexiform Leadership Team and will not be subjected to any detrimental treatment as a consequence of their report.

### **Investigating Suspected Bribery, Fraud or Corruption**

Any reports of bribery, fraud or corruption reported will be thoroughly and promptly investigated by the line manager initially who will then report to the Leadership Team and will be handled in the strictest confidence. Employees, or associated persons, will be required to assist in any investigation into the suspected bribery, fraud or corruption.

### **Breaches of the Anti-Bribery, Fraud and Corruption Policy**

Any breach of the anti-bribery, fraud and corruption policy may be considered gross misconduct and will be treated very seriously by Flexiform. Disciplinary action may be taken in line with the Group Disciplinary Policy and Procedure and may include summary dismissal from the business.

Flexiform may also report any matter to the relevant authorities, including the Director of Public Prosecutions, Serious Fraud Office, Revenue and Customs Prosecutions Office and the police. Flexiform will provide all necessary assistance to the relevant authorities in any subsequent prosecution.