



FLEXITALLIC ANTI-CORRUPTION POLICY

Management Statement

This statement of the Company's policy on preventing corruption applies to The Flexitallic Group, SAS, FGI Acquisition Corporation, SIEM Supranite SAS, Novus Finance, Ltd, New Seal Finance, Ltd. and all their respective subsidiary and affiliated companies (collectively "Flexitallic").

Flexitallic does not and will not tolerate bribery or any other corrupt business practices on the part of its employees, officers, directors or any person or entity performing any work or services with Flexitallic, for Flexitallic or on behalf of Flexitallic. Our policy is one of "zero-tolerance" of bribery, any other corrupt business practices, or any violation of this Policy; specifically including any failure to detect, investigate or report any suspicious activity that may suggest bribery.

Lane Walker
President and Chief Executive Officer

Policy Statement – Anti-Corruption

Flexitallic is dedicated to ensuring full compliance with all anti-bribery and corruption laws and regulations on a global basis.

Objective of this Policy

This policy provides a coherent and consistent framework to enable Flexitallic employees, directors and associates to understand and implement arrangements that will comply with anti-bribery laws and maintain the highest standards of business ethics, honesty, and integrity that are expected of Flexitallic, its employees, directors and associates. In conjunction with related policies and key documents, this policy will also enable employees to identify and effectively report a potential breach of this policy.

Flexitallic requires that all employees, directors and associates:

- Act honestly and with integrity at all times and to safeguard the organization's resources for which they are responsible.
- Comply with the spirit, as well as the letter of the laws and regulations of all jurisdictions in which Flexitallic operates.

Scope of this Policy

This Anti-Corruption Policy extends to all of Flexitallic's business dealings, transactions and activities in all countries in which it or its subsidiaries and associates operate.



Within Flexitallic, the responsibility to control the risk of bribery and corruption resides at all levels of the Company. It does not rest solely within assurance functions, but in all business units and corporate functions.

This Policy applies to all **Staff**, including all levels and grades, directors, permanent employees, temporary employees, contractors, agents, volunteers and consultants.

This policy also applies to all **Associates** of Flexitallic

An “**Associate**” is any person or entity, associated in any degree with Flexitallic who:

- (1) has any connection to obtaining or retaining business or any other economic benefit for or on behalf of Flexitallic; or
- (2) who performs work of services with Flexitallic, for Flexitallic or on behalf of Flexitallic.

This definition necessarily includes, but is not limited to, all contractors, subcontractors, business partners, vendors, suppliers, agents, sub-agents, consultants, distributors (allied or otherwise), and any other person acting on Flexitallic’s behalf.

Employees who Deal with Third-Parties

Compliance with the Anti-Bribery Statutes demands the attention of each Flexitallic employee who negotiates with, or facilitates payments and/or transfers of value to Government Officials, vendors and business partners. This necessarily includes all employees whose duties include supervising or enforcing financial controls, accounting controls or compliance controls. It is important that any suspicious activity suggesting the possibility of bribery involving any employee, director or associate be reported to the designated Anti-Corruption Coordinator, your Finance Director, and/or Human Resources, so it can be detected investigated and remedied by Flexitallic. Employees who are in positions that fall into this category (Employees Who Deal with Third Parties) must sign the Acknowledgement (Addendum 1) that confirms their understanding that any violation of this Policy or the Anti-Bribery Statutes will result in the immediate termination of their employment with Flexitallic.

Prohibited Conduct

Any conduct that would constitute bribery, or an improper or unethical transaction or expenditure, whether given or received, is a violation of this Policy.

Any failure to report a suspicious activity that might be bribery or a corrupt business practice or any failure to investigate such a report is a violation of this Policy.



Our Expectations

Flexitallic expects its employees, directors and associates to demonstrate honesty, integrity and fairness in all aspects of their business dealings and exercise appropriate standards of professionalism and ethical conduct in all their activities. To use a third party as a conduit to channel bribes to others is a criminal offence.

Flexitallic is committed to conducting its business with integrity underlying all relationships, including those with citizens, customers, suppliers, associates, communities, and among employees. The highest standards of business conduct are required of all employees in the performance of their responsibilities. Employees, directors and associates will not engage in conduct or activity that may raise questions as to Flexitallic's honesty, impartiality or reputation or otherwise cause embarrassment to Flexitallic. Employees, directors and associates will avoid any action, whether or not specifically prohibited in Flexitallic's policies, which might result in or reasonably be expected to create an appearance of:

- encouraging a public official to use the official's position for improper purposes;
- inducing a business partner to use their position to improperly obtain a business advantage;
- giving preferential treatment to any person or entity;
- using the associate's position for improper personal gain;
- failing to exercise impartial business judgment; and/or
- adversely affecting the confidence of the public in the integrity of Flexitallic.

Mandatory Reporting Requirements

Any Flexitallic employee who has knowledge of facts or incidents which he or she believes may be in violation of the Anti-Bribery Statutes has a mandatory obligation, promptly after learning of such fact or incident, to report the matter to the designated Anti-Corruption Coordinator, your Finance Director, and/or Human Resources. Any employee who fails to make a timely report of a possible violation of the Anti-Bribery Statutes about which they may have knowledge is subject to discipline, including the termination of employment.

Flexitallic requires and encourages all of its employees, directors and associates to report any suspicious activity that may violate this Policy. It is important that all employees, directors and associates comply with this Policy, especially its mandatory reporting requirements, so that any possible bribery or other corrupt business activities can be detected, investigated and remedied by Flexitallic.

There is a confidential and discrete way to report any violations or suspicious activity that is described below in **Raising a Concern**.



Flexitallic's Commitment to Action

Flexitallic commits to:

- Setting out a clear anti-corruption policy and keeping it up to date.
- Ensure a systematic approach to risk assessment of the nature and extent of bribery risk associated within its industries and global markets, including, but not limited to, appropriate due diligence regarding associates and subsequent merger and acquisitions partners.
- Detecting bribery and any other corrupt business practices through testing of internal controls; establishing, exercising, and implementing effective contract management procedures; exercising contractual audits to ascertain whether associates have engaged in any inappropriate conduct on behalf of Flexitallic; and maintaining an effective system that detects, investigates and disciplines inappropriate conduct by Flexitallic employees, directors and associates.
- Making all employees aware of their responsibilities to adhere strictly to this Policy at all times, including their mandatory duties to properly and timely report suspicious activities.
- Providing specific training for its Employees Who Deal with Third-Parties, so that they can recognize and avoid the use of bribery.
- Encouraging its employees to be vigilant and to report any suspicion of bribery; providing them with suitable channels of communication; and ensuring sensitive information is treated appropriately in a confidential manner to a designated senior manager.
- Ensure that all our Associates are fully aware of their responsibility and commitment to comply with Flexitallic's Anti-Corruption Policy.
- Taking appropriate tailored action against any individual(s) involved in bribery.
- Provide guidance, instruction and information to all employees, directors, and associates, so they are informed how to report breaches and suspected breaches of this Policy.
- Include appropriate clauses in contracts to prevent bribery.

Specific Conduct to be Avoided

Bribery

“Bribery” means the offering, promising, giving, accepting, agreeing to receive or soliciting, directly or indirectly, through any other person or entity any financial or other advantage to induce or reward any person or entity for the improper performance of their function or activity.

It is unacceptable to:

- Give, promise to give, or offer a payment, gift, charitable contribution, political contribution, hospitality, or any other inducement with the expectation or hope that any



business, goodwill, business relationship, action or inaction will be obtained, retained or result prospectively or retrospectively.

- Give, promise to give, or offer a payment, gift or hospitality to a foreign government official, agent or representative to "facilitate" or expedite a routine procedure.
- Accept payment from a third party, if you know or suspect, it is offered with the expectation that it will obtain a business advantage for them.
- Accept a gift or hospitality from a third party, if you know or suspect, it is offered or provided with an expectation that a business advantage will be provided by us in return.
- Retaliate against or threaten a person who has refused to commit a bribery offence or who has raised concerns under this policy.
- Engage in any activity in breach of this policy.

Facilitation Payments

Flexitallic prohibits "Facilitation Payments", because such payments are bribes and illegal. "Facilitation Payments" are commonly small payments made to secure or speed up routine actions; usually by foreign public officials, such as issuing permits, immigration controls, providing services or releasing goods held in customs.

If you have doubts about a payment and suspect that it might be considered a "Facilitation Payment", refrain from making the payment until you can contact the designated Anti-Corruption Coordinator, your Finance Director, your HR Director or a member of senior management in your Flexitallic company and obtain advice on whether the payment violates this Policy.

Activities with Government Officials Requiring Evaluation

All transactions with **Government Officials** must be scrutinized carefully. Flexitallic prohibits the offer or receipt of gifts, charitable donations, political donations, hospitality, entertainment or reimbursed expenses to **Government Officials** whenever they could affect or be perceived to affect the outcome of business transactions and are not reasonable, proportionate and bona fide.

- A "gift" is any item of value given on Flexitallic's behalf. Examples include gift baskets, items (such as golf balls or polo shirts) imprinted with the Flexitallic logo, and tickets for entertainment (if an employee of Flexitallic will not accompany the recipient to the event).
- "Hospitality" refers to anything of value given to another individual by or on behalf of Flexitallic in connection with a business purpose. Examples include travel, lodging, meals, and tickets for entertainment (if an employee of Flexitallic will not accompany the recipient to the event).



- A “charitable donation” is any payment or other support given to a charitable organization or a non-profit entity that provides a public benefit, regardless of whether the entity has been formally incorporated or organized under applicable law.
- A “political donation” is any payment (or other in kind contribution) made to a political party, official, candidate, or organization formed for the purpose of influencing the political process.

“**Government Official**” includes any elected and appointed officials of any government (including legislative, administrative and judicial functions), any employees of a government agency, any employees of an entity owned or controlled by a government or government agency, any official of a public international organization (such as the United Nations or the World Bank), or any member of a royal family.

Example criteria to be utilized to determine if a gift, hospitality, entertainment or reimbursed expense can be made to a **Government Official** under this Policy are as follows:

1. **Made for the Right Reason.** Gifts, hospitality, entertainment or reimbursed expenses are allowed only when they directly promote or explain Flexitallic’s products and services. They may not be provided to any Government Official for establishing or maintaining goodwill, or establishing or improving relationships.
2. **Made Openly with No Obligations or Expectations.** The gift, hospitality, entertainment or reimbursement of expense provided to a Government Official should be made openly, never in secret, and it should not place the recipient under any obligation to provide the giver or associate of the giver any higher importance than would ordinarily be placed on such a transaction; nor should it provide the giver or associate of the giver any expectation of favorable treatment.
3. **Reasonable Value and Appropriate:** the size of the gift is small, and the value and nature of the hospitality, entertainment or reimbursed expense provided to the Government Official must be appropriate to the relationship and the relative value attributed to it in the foreign country. For example, a \$100 gift in the United States may not be appropriate in a foreign country where \$100 may represent the monthly salary of an individual.
4. **Appropriate Timing:** the provision of gifts, hospitality, or reimbursement of expenses to Government Officials should be very infrequent and never coincide with any award of any contract or tender of any bid.
5. **Legality:** Any gift, hospitality or reimbursement of expenses provided to a Government Official must comply with all applicable laws. If there is any doubt, the Anti-Corruption Coordinator must be consulted in advance.



6. **Documentation and Reporting:** the expense related to the gift, hospitality or reimbursement of expense provided to a Government Official must be fully documented and reported including its purpose to Senior Management and the Anti-Corruption Coordinator in advance of approval.
7. **Approval and Recording:** All approvals given for any gift, hospitality or reimbursement of expense provided to a Government Official shall be documented and shall be properly recorded in the financial accounts of the involved Flexitallic company.

All gifts, hospitality, entertainment and reimbursed expenses provided to Government Officials will be evaluated using these criteria and the factual circumstances of the transactions in question. We also expect our employees, directors and associates to make their own evaluation of these criteria before giving any gift, hospitality or reimbursed expense to or from any Government Official. In addition to being recorded in the appropriate financial records of the involved Flexitallic company, all gifts, charitable donations, political donations, hospitality and reimbursed expenses to foreign government officials should be reported separately to and recorded by the Anti-Corruption Committee for the purposes of tracking.

The foregoing criteria should also be used by Flexitallic's employees before they accept any gift, hospitality, or reimbursement of any expense from any Government Official. All such gifts, hospitality, entertainment and reimbursed expenses must be reported to your Finance Director and the Anti-Corruption Committee promptly upon receipt and they shall be recorded in the appropriate financial records and the records of the Anti-Corruption Committee for purposes of tracking.

Charitable donations and political donations are patently suspicious activities when made to a Government Official and should never be made without consulting the designated Anti-Corruption Coordinator in advance. The foregoing listed criteria should also be used when either making or receiving any political donation or charitable donation that involves a Government Official.

Due Diligence Related to Associates and Others

Flexitallic expects its associates to be able to fully comply with this Policy. In that regard, the Anti-Corruption Coordinator and Anti-Corruption Committee will periodically review the questionnaires and criteria utilized by the Flexitallic companies when they contract and select associates and/or renew relationships with associates. These questionnaires and criteria must address each associate's own anti-corruption compliance programs, their respective history regarding anti-corruption compliance, and any remedies or actions they may have taken to enhance their anti-corruption compliance activities, in addition to the financial, performance and production criteria that may also be used to qualify them as associates.



In the instance of due diligence related to possible merger and acquisition partners, Flexitallic's senior management will develop custom due diligence criteria that includes a potential partner's anti-corruption compliance programs, history, enforcement and its fit with this Policy.

Staff Responsibilities

You must:

- Ensure that you read, understand and comply with this Policy
- Raise concerns as soon as possible; if you believe or suspect that a conflict with this policy has occurred, or may occur in the future.

As well as the possibility of civil and criminal prosecution, employees that breach this Policy will face disciplinary action, which could result in summary dismissal for gross misconduct.

Raising a Concern

Flexitallic is committed to ensuring that all of us have a safe, reliable, and confidential way of reporting any suspicious activity.

We all have a responsibility to help detect, prevent and report instances of bribery. If you have a concern regarding a suspected instance of bribery or corruption; please speak up—your information and assistance will help.

If you have any concerns or suspect an instance of bribery, please immediately contact the designated Anti-Corruption Coordinator, Howard King, your Finance Director and/or your Human Resources Director. You may also raise your concerns anonymously by an email sent to anticorruption@flexitallic.com.

In the event that an incident of bribery; corruption, or wrongdoing is reported, we will act as soon as possible to evaluate the situation.

Staff who refuse to accept or offer a bribe; or those who raise concerns or report wrongdoing can understandably be worried about the repercussions. Flexitallic aims to encourage openness and will support anyone who raises a genuine concern in good faith under this policy, even if their suspicions turn out to be mistaken.

Flexitallic is committed to ensuring nobody suffers detrimental treatment through refusing to take part in bribery or corruption, or because of reporting a concern in good faith. If you have any questions about these procedures, please contact the designated Anti-Corruption Coordinator and your Human Resources Director.



ADDENDUM 1

ACKNOWLEDGEMENT OF FLEXITALLIC'S ANTI-CORRUPTION POLICY AND ANTI- BRIBERY STATUTES

The Undersigned _____, acknowledges that:

1. He/she is an employee of _____ a subsidiary or affiliated company of _____ ("Flexitallic") who negotiates on behalf of Flexitallic with customers, associates, foreign government officials, or who facilitates payments or transfers of value to foreign officials, associates, and other third parties on behalf of Flexitallic, including duties related to supervising or enforcing Flexitallic's financial controls, accounting controls or compliance controls (Employees Who Deal with Third-Parties).
2. He/she has completely read and is familiar with Flexitallic's Anti-Corruption Policy.
3. He/she acknowledges and understands Flexitallic's Anti-Corruption Policy applies to all of Flexitallic's business dealings, transactions and activities in all countries in which it or its subsidiaries and associates operate. An "Associate" is any person or entity, associated in any degree with Flexitallic who:
 - (a) has any connection to obtaining or retaining business or any other economic benefit for or on behalf of Flexitallic; or
 - (b) who performs work of services with Flexitallic, for Flexitallic or on behalf of Flexitallic.

This definition necessarily includes, but is not limited to, all contractors, subcontractors, business partners, vendors, suppliers, agents, sub-agents, consultants, distributors (allied or otherwise), and any other person acting on Flexitallic's behalf.

4. He/she acknowledges and certifies that he/she has not previously violated any Anti-Bribery Statute while employed by Flexitallic.
5. He/she acknowledges and understands if he/she has or acquires knowledge of facts or incidents which he/she believes may be in violation of any Anti-Bribery Statute or Flexitallic's Anti-Corruption Policy, he/she has an affirmative obligation, promptly after learning of such fact or incident, to report the matter to the designated Anti-Corruption Coordinator and Human Resources.



6. He/she acknowledges and understands Flexitallic takes bribery and corruption very seriously, and Flexitallic will not tolerate bribery or corruption in any form and has a “zero tolerance” approach to any breach of this policy. All directors, employees and associates of Flexitallic are required to comply with this policy.

7. He/she understands that any violation of Flexitallic’s Anti-Corruption Policy or any Anti-Bribery Statute is grounds for immediate termination of employment.

Date

Employee