

# Flex

# Anti-Corruption Policy

## 1.0 INTRODUCTION

At Flex, we take compliance and ethics seriously. That is why our [Code of Business Conduct and Ethics](#) is so important to the Company and our employees. Following the law and operating with integrity is a core part of who we are.

This Anti-Corruption Policy (“Policy”) reiterates our commitment to integrity and explains the specific requirements and prohibitions applicable to our operations under anti-corruption laws worldwide.

This Policy applies to all Flex operations worldwide. This Policy applies to all of Flex’s directors, officers, and employees. This Policy also applies to all Flex entities, including its subsidiaries and affiliates, as well as Flex’s agents, contractors, consultants, suppliers, joint venture partners, and any other third-party representatives that conduct business on behalf of Flex.

Flex employees and agents must be familiar with the requirement of this Policy and must perform their duties according to those requirements. Flex employees or agents who violate this Policy are subject to disciplinary action, up to and including dismissal. Third-party representatives who violate this Policy may be subject to termination of all commercial relationships with Flex.

If you fail to comply with this Policy, you may be subject to disciplinary action regardless of whether your failure to comply with the policy results in a violation of law. Flex reserves the right to determine, in its own discretion and on the basis of the information available to it, whether the Policy has been violated. It is not necessary for Flex to await the filing or conclusion of a civil or criminal action against any alleged violator before taking disciplinary or any other remedial action.

If you have any questions relating to this policy, please contact [compliance.counts@flex.com](mailto:compliance.counts@flex.com).

Andy Powell  
SVP and Chief Ethics & Compliance Officer

## 2.0 KEY PRINCIPLES

### 2.1. **We do not bribe or accept bribes**

You must not offer, promise, give, or accept money or anything of value to or from government officials, political parties, or private commercial parties to improperly obtain or retain business, secure an improper advantage, or otherwise influence them to act improperly.

### 2.2. **We do not allow third parties to bribe on our behalf**

You may not use third parties to take actions that we cannot otherwise take ourselves. You must not ignore “red flags” that indicate that a third party may make illegal payments or engage in corrupt behavior on Flex’s behalf.

### 2.3. **We do not engage in activities that create the appearance of impropriety**

You must avoid the appearance of impropriety, even if the conduct is not specifically prohibited. If you would not feel comfortable if your action was reported in the media, you should not take that action.

### 2.4. **We maintain accurate books and records**

You must fairly and accurately represent how we spend our money, no matter how large or small the transaction. You must comply with our record retention guidelines.

### 2.5. **We report violations. When in doubt, we speak up**

You must report conduct or proposed conduct that may violate the law or this Policy. You are expected to speak up and ask questions or report concerns regarding this Policy and Flex’s legal obligations.

Flex does not tolerate retaliation against anyone who, in good faith, asks a question, speaks up about possible misconduct, reports a possible violation, or participates in an audit or investigation.

### 2.6. **We have tools and processes to ensure compliance—and we use them**

You must follow the processes that we have put in place to reduce the risk of illegal or corrupt actions. You must not attempt to circumvent these processes, and you must allow sufficient time in your business dealings for these compliance processes to be completed.

## 3.0 PROHIBITED PAYMENTS

Flex prohibits giving, authorizing, offering, or promising—either directly or indirectly—anything of value to anyone (e.g. to a government official, a third party, or in a private commercial context) for the purpose of improperly obtaining or keeping business, winning an unfair or improper business regarding Flex.

Any payment, offer, or promise—no matter how small in value—is prohibited if it is made with the desire or expectation that Flex will receive an improper benefit in return.

This prohibition includes payments to or through third parties (such as a consultant, agent, or business partner) where the Flex employee or agent knows, or has reason to know, that the third party will use any part of the payment for impermissible payments. You must not ignore or fail to investigate “red flags” that suggest there might be reason to suspect impermissible payments could occur.

### 3.1. **What does “anything of value” mean?**

Prohibited payments may arise in a variety of settings and include a broad range of payments beyond the obvious cash bribe or kickback. “Anything of value” is a very broad term that includes, but is not limited to:

- Cash or cash equivalent (e.g. ATM / Gift card / Credit card)
- Charitable donations
- Political contributions
- Travel expenses
- Hospitality (hotels, restaurants, living expenses)
- Entertainment
- Services
- Loans or other financial assistance
- Gifts
- Jobs for relatives and friends
- Business, employment, or investment opportunities
- Scholarships
- Property or equipment
- Items of personal property

### 3.2. **What is a “government official”?**

A government is any agency, department or other government entity of any national, regional or local public authority worldwide. A government entity includes any entity that is directly or indirectly owned or controlled by a government (an “instrumentality”), as well as public international organizations, political parties, or political agencies.

A government official is:

- Any full time or part time officer or employee of a governmental department, agency, or instrumentality—whether elected or appointed;
- Any person acting in an official capacity on behalf of a government department, agency, or instrumentality;
- Any officer or employee of an entity that is owned or controlled in whole or in part by the government (also referred to as state-owned or state-controlled entities, including but not limited to “state-owned enterprises”);
- Any officer or employee of a public international organization such as the World Bank, European Union, or United Nations;
- Any political party or any official thereof; or
- Any candidate for political office.

This term includes low-ranking employees and high-level officials alike, and also includes anyone acting on behalf of any of the above.

If you are unsure whether an entity is a government instrumentality, or a person is a government official, you must contact the Legal Department.

### 3.3. **“Commercial bribery” is prohibited**

Bribery involving commercial (non-governmental) parties is also prohibited under this Policy. To this end, Flex prohibits giving, authorizing, offering, or promising—either directly or indirectly—anything of value to any employee, agent, or representative of another company to induce or reward the improper performance of any function or any business-related activity. Flex employees and agents also shall not request, agree to receive, or accept anything of value from any employee, agent, or representative of another company or entity as an inducement or reward for the improper performance of any function or business-related activity.

### 3.4. **“Facilitating payments” are prohibited**

Facilitating payments (i.e. payments made to individual officials with the intention of expediting an administrative process) are prohibited under this Policy.

## 4.0 PAYMENTS THAT REQUIRE ADVANCE WRITTEN APPROVAL

While the following payments may be permissible, they create a risk of being used for corrupt purposes, may be subject to additional laws and regulations, and could create the appearance of impropriety. For these reasons, Flex requires advance written approval from the Compliance Department before any of these payments can be made.

### 4.1. **Charitable donations or contributions**

Flex’s policy for making charitable donations, found in DMS under the Community section of Sustainability and the [Contributions, Memberships and Subscriptions Policy](#) (FNC-FNC-1-117-00), must be followed.

Additionally, Flex employees doing business with a government or government official must obtain written approval from the Compliance Department before recommending any donation to any charity that (i) has a connection to a government official, the government, or a government official’s family; or (ii) which was specifically identified by a government official as a charity to which Flex should contribute. Such donations present a high risk and are unlikely to be approved.

We will perform appropriate due diligence on the intended charity to determine who will benefit from the donation to the charity and whether the charity has adequate transparency and mechanisms to prevent the improper diversion of any contribution or donation.

#### 4.2. **Political contributions**

Contributions by Flex to political parties, party officials, candidates for political office, persons who hold any government office, and persons closely related to them are prohibited unless the Chief Ethics & Compliance Officer pre-approves them in writing. In addition, you must also obtain prior written approval from the Legal Department before engaging in any lobbying activities on behalf of the Company.

In addition to “anything of value” as defined in this Policy, political contributions include subscriptions, memberships, tickets, the purchase of advertising space, payment of expenses, or compensation of employees for a political organization, candidate, or public official. If you are uncertain as to whether something falls in this category, please confirm with the Legal Department in advance of providing it.

#### 4.3. **Individual Contributions**

Nothing in this section should be deemed to prohibit legitimate charitable or political contributions by a Flex employee acting in an individual capacity. Such contributions cannot, however, be made if they would be considered a “prohibited payment” as defined in Section 3 of this policy. Employees are nevertheless cautioned when making contributions to avoid any appearance of an improper payment.

#### 4.4. **Sponsoring travel for government officials**

Any travel (that is, transportation and/or lodging) paid for, hosted, or otherwise sponsored by Flex must be for appropriate and legitimate Flex business purposes. Travel unrelated to Flex’s business, that which has a disproportionate component of entertainment or recreation, or is in violation of applicable law or Flex’s policies or Code of Business Conduct and Ethics, will not be approved.

Any travel by a government official that is paid for, hosted, or otherwise sponsored by Flex must be reviewed and approved in advance by the Compliance Department.

To be approved, the proposed travel must meet the following criteria:

- Not be in violation of the government official’s local law, or any applicable department or agency rules or regulations.
- Reasonable, not lavish, and consistent with Flex’s expense and travel policies/practices/guidelines, including the Global Travel and Expense Policy (FNC-FNC-1-068-00) (e.g. approved travel class, hotels, etc.).
- There must be a valid business purpose for each portion of the travel itinerary, and the length of the trip must be commensurate with the legitimate business purpose.
  - Typical examples of legitimate business purposes for such trips are site visits, factory tours, or meetings with senior Flex management.
  - Requests for travel to locations typically considered tourist or vacation locations (e.g. Macau, Las Vegas, Disney, Hawaii, etc.) will be highly scrutinized for business relevance and are not likely to be approved.
- Payments of all approved expenses for airfare, transportation, meals, lodging, food or incidentals associated with Flex’s sponsorship of travel by any government official, will be

made directly by Flex to the service providers and not to any government official directly or indirectly or paid in cash. No money or per diems shall be given to any government official. Additionally, the following actions must be completed before the proposed travel by a government official can be authorized:

- The government official's department or agency must be notified in writing of the purpose of the trip and the items that Flex will pay for.
  - Ideally, the government entity, not Flex, should select who will represent it.
- The government official's agency must approve Flex's sponsorship of the travel in writing, and confirm in writing that the sponsorship does not violate any rule or regulation of the organization or jurisdiction to which the government official is subject.
- Flex must know the full name, title, and official address of each government official who will participate in the event.

## 5.0 GIFTS, ENTERTAINMENT, AND HOSPITALITY

Obligations, limits and approval requirements for giving and receiving gifts, entertainment and hospitality are identified in the documents Giving or Receiving Gifts, Meals, or Travel—Commercial Parties and Guidelines for Gifts, Meals, and Travel Provided to Government Officials. These guideline documents should be considered to be a part of this policy.

## 6.0 USE OF INTERMEDIARIES

An intermediary is any third-party individual or organization that will or is expected to interact with a government official on behalf of Flex for any purpose, whether directly or indirectly. This includes, but is not limited to, any third party engaged by Flex in order to:

- arrange meetings with a government official on behalf of Flex;
- secure a license, permit, visa, passport, certificate, or quota from a government or government official; or
- submit reports or documents to a government agency or department on behalf of Flex (such as a tax submission, customs brokers, or law firms)

While it is not possible to list all the types of intermediaries that may exist, some common examples of intermediaries include the following: consultants, agents, business representatives, distributors, promoters, vendors, and brokers.

We can be held legally responsible for any improper actions that a third-party intermediary takes, so we must be vigilant. All intermediaries must fully comply with this Policy, all applicable anti-corruption laws, and the Flex Code of Business Conduct and Ethics.

### 6.1. Red flags

Red flags are facts, events, or circumstances that suggest that there may be reason to suspect that a violation of law or this Policy may occur. While it is not possible to list all the types of red flags that may exist, the following are common examples of red flags:

- Country has a reputation for public corruption
- Intermediary has a history or reputation of corruption or unethical conduct
- Intermediary lacks the necessary qualifications or resources to perform the required work
- “Consulting agreements” that include only vaguely described services
- Intermediary has no established business office location or registered address
- Intermediary is merely a shell company incorporated in an offshore jurisdiction
- Intermediary has a close relationship with a government official
- Intermediary is recommended or required by a government official
- Intermediary refuses to certify that it will comply with applicable anti-corruption laws
- Intermediary demands excessive or unjustifiable compensation, commissions, or fees
- Intermediary requests an unusual method of payment (e.g. requests payments in cash, payments to an unknown third party or to an entity in a country unrelated to the work being performed)
- Intermediary lacks transparency in his business dealings
- Intermediary requests a political or charitable contribution to be made
- Intermediary uses or plans to use unnecessary subcontractors or other third parties
- Intermediary requests the falsification of invoices or other documents
- Intermediary lacks adequate documentation or support for claimed expenses

If you become aware of any red flags before engaging an intermediary, during due diligence, or at any point in the course of day-to-day operations, you are required to report the matter to the Compliance Department so that an appropriate review or investigation can be performed. It is not acceptable to ignore or “look the other way” when any red flag appears. If you need assistance, or are uncertain about how to proceed, seek additional guidance from any of the reporting resources identified in Section 9.1 of this Policy.

## 6.2. **Due diligence and approval**

We conduct and document appropriate due diligence on third parties who interact with governments on our behalf.

Before engaging an intermediary, the Flex person seeking to engage the intermediary (the “Hiring Manager”) must complete the mandatory due diligence process through the GAN Integrity online platform and following the procedures set forth in the [Anticorruption Due Diligence Instructions -Hiring Intermediaries](#) LGL-COD-4-003-01.

Hiring managers must use their best efforts to ensure that the information regarding the intermediary that is submitted as part of the due diligence process is true and accurate. At the renewal of any agreement with an intermediary, the Hiring Manager must review the information submitted as part of the original due diligence, and update the information if there have been any changes.

The due diligence process must be completed before an intermediary performs any work on behalf of Flex.

### 6.3. **Written contracts required**

Before authorizing, allowing, or accepting any services or work from an intermediary, the Hiring Manager must ensure that due diligence has been completed and that Flex has a written contract with the intermediary that specifically and accurately describe the services to be performed, as well as the terms and method of payment.

All contracts must be approved by a Vice President of the organization or business responsible for payment of the intermediary, must be reviewed by the Legal Department, and must include Flex's standard anti-corruption terms and conditions.

In addition to any local recordkeeping requirements, an electronic copy of the fully executed contract must be submitted to Flex's contract repository.

### 6.4. **Monitoring compliance**

The Hiring Manager must monitor the intermediary's activities and performance throughout the term of the engagement with the intermediary, and ensure that the intermediary is complying with the terms of the written contract and performing the work for which it is being paid. No changes or deviations from the terms of the approved written contract are allowed without written authorization from the Legal Department.

The Hiring Manager is responsible for reporting any red flags that arise in the course of the relationship with the intermediary.

## 7.0 ACCURATE BOOKS AND RECORDS

We must always produce honest, accurate and complete financial information, strictly follow generally accepted accounting principles ("GAAP") and have appropriate internal controls and processes to ensure that all accounting and financial reports comply with applicable rules and are properly documented.

All accounting entries in the Company's books and records must be timely and accurately recorded and include reasonable detail to fairly reflect transactions. These accounting entries and the supporting documentation must be periodically reviewed to identify and correct discrepancies, errors, and omissions. False or misleading entries are prohibited.

Business records you create must accurately reflect the truth of the underlying transaction or event. You must not mischaracterize payments made to any third party, and must follow all expense reimbursement rules to obtain reimbursement for legitimate business expenses.

We issue payment only where there is appropriate, complete, and accurate supporting records and approval.

We do not keep undisclosed or unrecorded corporate funds for any purpose.

## 8.0 MERGERS AND ACQUISITIONS

It is Flex's policy to cause the corporations that we acquire, merge with or control, as well as the companies with which we maintain a joint venture and majority ownership interest in, not to make Prohibited Payments (as defined in this Policy).

We conduct anti-corruption due diligence before and after any acquisition, merger or joint venture, to evaluate the target company's or potential partner's anti-corruption policies and procedures, internal controls, and third-party relationships. This due diligence must be documented. If the due diligence reveals a violation or potential violation of applicable anti-corruption law, you must promptly report the matter to the Legal Department and Chief Ethics and Compliance Officer.

You have an obligation to maintain accuracy and transparency in all transactions in which Flex engages, including in mergers and acquisitions. Regardless of the type of transaction, all Flex books and records should be complete and accurate. You should never consent to the creation of false or misleading documents.

We will also incorporate acquired companies into our ethics and compliance program and provide training to the acquired companies' employees as soon as practicable after the acquisition.

## 9.0 REPORTING OF VIOLATIONS OR CONCERNS

### NON-RETALIATION POLICY.

#### 9.1. **Duty to report suspected violations, confidential reporting mechanisms**

Whenever you become aware of conduct or proposed conduct that may violate the law or this Anti-Corruption Policy, you must report the suspected violation through any of the following reporting resources or by emailing [compliance.counts@flex.com](mailto:compliance.counts@flex.com):

- Chief Ethics and Compliance Officer
- Anti-Corruption Compliance Director
- Audit Risk Management Services (ARMS)
- Any Member of the Legal Department

You may also use the Flex Ethics Hotline to make an anonymous report. Reports can be made either by calling an anonymous toll-free number or by filing a report online. The Ethics Hotline is available 24 hours a day, every day of the year, and in multiple languages.

#### 9.2. **Seeking guidance**

When in doubt about the appropriateness of any action, behavior, request, or condition—regardless of whether it has already happened or it is just likely to happen in the future—you are required to seek additional guidance from any of the reporting resources identified in Section 9.1 of this Policy.

Please also seek guidance if you have any questions about this Policy or are unclear about the requirements and prohibitions under this Policy, or under anti-corruption laws worldwide.

When you seek guidance, you help Flex identify potential weaknesses in our compliance program and internal controls systems, allow us to address issues promptly, and help prevent potential misconduct.

### 9.3. **Non-retaliation**

Flex does not tolerate retaliation against anyone who, in good faith, asks a question, seeks guidance, speaks up about possible misconduct, reports a possible violation, or participates in an audit or investigation. Such retaliation is strictly prohibited.

Retaliation includes, but is not limited to, a change in work hours or schedule, demotion, or other adverse consequence imposed in response to speaking up about a possible violation of this Policy or the Code of Business Conduct and Ethics. Any retaliation, or any attempt to discern or reveal the identity of an employee who confidentially reports a concern, can lead to disciplinary action up to and including termination of employment. If you believe you have been retaliated against, report it immediately.

### 9.4. **Investigations and duty to cooperate**

In the event of a suspected or alleged violation of the anti-corruption laws or this Policy, the Legal Department will engage a review supported by internal and external resources as necessary and appropriate.

As part of these reviews, Flex requires all employees, agents, and third-party representatives to fully cooperate with Flex, outside legal counsel, outside auditors, or other similar parties. We view failure to cooperate in an internal review as a breach of your obligations to Flex and will deal with this failure severely in accordance with any local laws or regulations.

Any information provided as part of an internal review must be truthful, complete, and not misleading. In addition to your usual obligation to maintain complete and accurate records, you must not alter, withhold or destroy records related to an investigation or subject to a legal hold notice.

## 10.0 OPERATIONAL RESPONSIBILITY

### 10.1. **Implementation**

The Legal Department is responsible for implementing, monitoring, administering, and updating the Anti-Corruption Policy.

The Legal Department will:

- Monitor Company activities for anti-corruption issues and monitor legal developments of relevance to the Company;
- Support/guide due diligence as appropriate;
- Develop and negotiate anti-corruption safeguards;
- Conduct training on anti-corruption prevention;
- Coordinate with other compliance functions (e.g., Audit Risk Management Services)
- Coordinate with local and subject matter expert outside counsel; and
- Help ensure privilege is appropriately maintained in internal investigations.

#### 10.2. **Training and day-to-day guidance**

To ensure that all Flex employees and agents are thoroughly familiar with the provisions of this Policy, the FCPA, and any other applicable anti-corruption laws, we provide anti-corruption training and resources to those employees and agents, as appropriate.

Anti-corruption training (whether specific or combined with other subjects) is required for all Flex employees grades 26 and above and for other employees identified by the Legal Department based on job function.

#### 10.3. **Investigation and remediation**

The Legal Department is responsible for investigating suspected or alleged violations of the anti-corruption laws or this Policy. The Legal Department will document Flex's response, including any disciplinary or remediation measures taken, consistent with its investigation procedures.

#### 10.4. **Auditing for compliance and effectiveness**

Periodic audits by Audit Risk Management Services will be conducted to assess compliance with this Policy.

#### 10.5. **Reporting to the Board of Directors**

The Chief Ethics & Compliance Officer reports quarterly to the Audit Committee of the Board of Directors regarding Flex's compliance with this Policy and applicable law.