ANTI-BRIBERY AND CORRUPTION POLICY

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TABLE OF CONTENTS

INTRODUCTION

The organization is committed to upholding the highest ethical standards by preventing bribery and corruption in all aspects of its operations. Bribery and corruption undermine fair competition, trust, and transparency, posing significant legal and reputational risks. This policy establishes a zero-tolerance approach toward any form of bribery or corrupt practice, ensuring compliance with global anti-corruption laws, including the U.S. Foreign Corrupt Practices Act (FCPA), the UK Bribery Act, and other relevant regulations.

This policy applies to all employees, executives, contractors, vendors, and third-party partners acting on behalf of the organization. It provides clear guidelines on identifying, preventing, and reporting bribery and corruption, reinforcing the organization's commitment to integrity, accountability, and lawful business conduct.

By implementing this policy, the organization aims to protect its operations, maintain public trust, and promote a transparent and ethical business environment.

DEFINITIONS

To ensure a clear understanding of this policy, the following key terms are defined:

<u>Bribery</u>: The act of offering, giving, receiving, or soliciting anything of value—such as money, gifts, favors, or advantages—to improperly influence a business or governmental decision.

<u>Corruption</u>: The abuse of power or position for personal or financial gain, including fraud, embezzlement, nepotism, and favoritism.

<u>Facilitation Payments</u>: Small, unofficial payments made to government officials or other entities to expedite routine actions, such as issuing permits or approvals. These are strictly prohibited under this policy.

<u>Kickbacks</u>: The return of a portion of a payment as a reward for awarding a contract or business opportunity, which is considered a corrupt practice.

<u>Conflict of Interest</u>: A situation where personal interests interfere with professional duties, potentially leading to biased decision-making or unethical behavior.

<u>Gifts and Hospitality</u>: Any form of benefit, including entertainment, travel, or corporate gifts, given or received as part of a business relationship. Accepting or offering gifts must comply with company policies and not be used to influence decisions.

<u>Third Parties</u>: Any external individuals or organizations—including suppliers, agents, consultants, contractors, and business partners—acting on behalf of the organization.

These definitions establish a clear framework for identifying and preventing bribery and corruption within the organization.

PURPOSE

The purpose of this policy is to establish a clear and enforceable framework for preventing bribery and corruption within the organization. It ensures that all employees, business partners, and third parties adhere to ethical business practices and comply with local and international anti-corruption laws, such as the U.S. Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act.

This policy aims to protect the organization from legal, financial, and reputational risks by outlining strict guidelines on acceptable business conduct. It prohibits all forms of bribery, facilitation payments, and corrupt practices, reinforcing a zero-tolerance approach to unethical behavior. Additionally, it promotes a culture of transparency, integrity, and accountability, ensuring that all business dealings are conducted fairly and lawfully.

By implementing this policy, the organization safeguards its operations, reputation, and stakeholder trust, creating a secure and compliant business environment.

SCOPE

This policy applies to all individuals and entities associated with the organization, ensuring a unified commitment to preventing bribery and corruption. It covers:

- Employees at all levels, including executives, managers, and staff.
- Board members and shareholders are involved in company governance.
- Contractors, consultants, and freelancers working on behalf of the organization.
- Third-party vendors, suppliers, agents, and business partners engaged in company operations.

The policy applies to all business activities and transactions, regardless of location or jurisdiction. This includes interactions with government officials, private sector partners, and international organizations. It extends to all forms of bribery and corruption, including direct and indirect payments, facilitation payments, kickbacks, gifts, and hospitality intended to improperly influence decision-making.

By enforcing this policy across all business relationships and operations, the organization ensures compliance, ethical conduct, and integrity in every aspect of its work.

CORE PRINCIPLES

The organization upholds a zero-tolerance approach to bribery and corruption, ensuring that all business activities are conducted with integrity, fairness, and transparency. The following core principles guide this policy:

Any form of bribery, whether offering, giving, soliciting, or accepting improper advantages, is strictly prohibited. This applies to both public and private sector dealings.

The organization strictly adheres to global and local anti-corruption laws, including the U.S. Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act, ensuring full legal compliance in all jurisdictions where it operates.

All financial transactions and business dealings must be properly documented and auditable. No undisclosed or unrecorded payments, gifts, or agreements are allowed.

The organization does not permit facilitation payments, kickbacks, or any form of unethical inducements to influence business outcomes.

Vendors, suppliers, agents, and business partners must undergo anti-bribery screening before engagement. The organization ensures that third parties comply with the same ethical standards.

Business courtesies must be reasonable, transparent, and lawful. They should never be used to influence decisions improperly or create conflicts of interest.

Employees and stakeholders are encouraged to report bribery concerns confidentially and without fear of retaliation. All reports are investigated promptly.

Regular anti-bribery training ensures that employees and business partners understand their responsibilities and recognize red flags for corruption risks.

By adhering to these principles, the organization reinforces a culture of ethical business conduct, protecting its reputation, stakeholders, and long-term sustainability.

ZERO TOLERANCE FOR BRIBERY

The organization maintains a strict zero-tolerance policy towards bribery in all its forms, ensuring that no employee, contractor, or third party engages in or facilitates corrupt practices. Bribery is strictly prohibited, whether in the form of direct payments, gifts, favors, or any other benefits offered to influence business or government decisions.

This policy applies to all employees, executives, board members, suppliers, agents, and business partners, regardless of location or position. Under no circumstances may anyone:

- Offer, promise, give, or accept bribes, including cash, gifts, hospitality, or any other advantage, to obtain favorable business treatment.
- Engage in facilitation payments or kickbacks to expedite or secure services.
- Use third parties, such as consultants, intermediaries, or vendors, to conceal bribery.
- Accept improper benefits in exchange for preferential treatment in business dealings.

Any suspected bribery must be reported immediately through the organization's confidential reporting channels. Violations of this policy will result in disciplinary action, contract termination, and potential legal consequences, including prosecution under anti-corruption laws such as the U.S. Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act.

By enforcing zero tolerance for bribery, the organization safeguards its reputation, ensures compliance with legal and ethical standards, and promotes fair and transparent business practices.

FACILITATION PAYMENTS OR KICKBACKS PROHIBITION

The organization strictly prohibits facilitation payments and kickbacks in any form, reinforcing its zero-tolerance stance on bribery and corruption.

Facilitation payments are unofficial, small payments made to government officials or other entities to speed up routine actions, such as issuing permits, processing paperwork, or providing services. Even if such payments are considered customary in some regions, they remain illegal and unacceptable under this policy.

Kickbacks are payments or benefits offered, received, or demanded as a reward for securing a business contract or preferential treatment. These are unethical and violate anti-bribery laws, including the U.S. Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act.

All employees, contractors, and third parties working on behalf of the organization must refuse any request for facilitation payments or kickbacks. If faced with such a request, they should:

- Politely decline and explain the organization's anti-bribery policy.
- Report the incident immediately through the company's confidential reporting channels.
- Seek guidance from the compliance team or legal department if uncertain about a situation.

Violations of this policy will result in disciplinary action, termination of contracts, and potential legal consequences, including fines and prosecution.

The organization upholds integrity, ethical business practices, and full compliance with anti-corruption laws by prohibiting facilitation payments and kickbacks.

DUE DILIGENCE ON THIRD PARTIES

The organization is committed to ensuring that all third parties, including vendors, suppliers, agents, consultants, and business partners, uphold the same anti-bribery and corruption standards. Engaging with third parties poses a risk if they act unethically on behalf of the organization. To mitigate these risks, comprehensive due diligence must be conducted before entering into any business relationship.

Due diligence includes:

- Background Checks – Investigating the third party's business reputation, ownership structure, financial records, and past legal or regulatory violations.
- Compliance Screening – Verifying whether the third party appears on sanctions lists, watchlists, or has a history of corruption-related offenses.
- Contractual Safeguards – Ensuring all agreements include anti-bribery and compliance clauses, requiring third parties to adhere to global anti-corruption laws such as the U.S. Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act.
- Risk Assessment – Evaluating the corruption risk associated with the industry, country of operation, and nature of the transaction.
- Ongoing Monitoring – Conducting periodic reviews to ensure continued compliance and flagging any suspicious activities.

All third parties must commit to ethical business practices and cooperate with audits, training, and compliance measures. Any failure to meet anti-bribery requirements may result in contract termination or legal action.

By enforcing strict due diligence on third parties, the organization ensures that its business relationships remain transparent, ethical, and legally compliant.

GIFTS, HOSPITALITY, AND ENTERTAINMENT CONTROLS

The organization recognizes that business gifts, hospitality, and entertainment can be a customary part of building professional relationships. However, such practices must be reasonable, transparent, and compliant with anti-bribery laws to prevent any undue influence on business decisions.

Permissible: Modest, occasional gifts such as promotional items, reasonable business meals, or invitations to industry events that serve a legitimate business purpose.

Prohibited: Lavish gifts, extravagant travel, excessive entertainment, or anything given with the intent to influence a business decision or secure an improper advantage.

No Expectation of Favoritism – Gifts or hospitality must never be given or received in exchange for preferential treatment, contracts, or favors.

Reasonable and Proportional – Any gifts or hospitality should align with industry norms and must not appear excessive or inappropriate.

Full Transparency – Any gift or hospitality beyond a specified threshold must be disclosed and approved by the compliance team.

Government Officials – Extra caution must be exercised when dealing with government officials, as even small gifts may violate strict anti-bribery laws.

All employees must follow internal reporting and approval processes for giving or receiving gifts and hospitality that exceed the company's established value limits. Failure to comply may result in disciplinary action and legal consequences.

By enforcing strict controls on gifts, hospitality, and entertainment, the organization ensures that business integrity is upheld, preventing bribery and maintaining compliance with global anti-corruption laws.

WHISTLEBLOWER PROTECTION

The organization is committed to fostering a transparent and ethical workplace where employees, contractors, and third parties can report bribery, corruption, or unethical conduct without fear of retaliation. Whistleblower protection is essential to detect, prevent, and address misconduct, ensuring compliance with anti-bribery and corruption laws.

All individuals are encouraged to report concerns through the organization's confidential reporting channels, which may include:

- Anonymous hotlines
- Secure email or online portals
- Direct reporting to compliance officers or legal teams

All reports will be treated with strict confidentiality, and the organization will take steps to protect the identity of whistleblowers to the extent possible under the law.

The organization has a zero-tolerance policy for retaliation against whistleblowers. Any form of harassment, intimidation, demotion, or termination in response to a good-faith report is strictly prohibited. Employees found retaliating will face disciplinary action, up to and including termination.

All reports will be promptly and thoroughly investigated by the compliance team, and appropriate action will be taken. If misconduct is confirmed, the organization will enforce corrective measures, disciplinary actions, and, if necessary, legal proceedings.

By ensuring strong whistleblower protections, the organization promotes a culture of integrity and accountability, empowering individuals to report unethical behavior without fear.

REPORTING AND CONSEQUENCES OF VIOLATIONS

The organization is committed to strict enforcement of its Anti-Bribery and Corruption Policy. Any individual who becomes aware of bribery, corruption, or unethical conduct is required to report it immediately through confidential and secure reporting channels.

Employees, contractors, and third parties can report suspected violations through:

- Confidential hotlines
- Secure email or online reporting platforms
- Directly to compliance officers, legal teams, or management
- Reports will be handled with strict confidentiality, and the organization ensures whistleblower protection to prevent retaliation against individuals who report in good faith.
- Violations of the Anti-Bribery and Corruption Policy will result in serious disciplinary and legal consequences, including:
- Internal Disciplinary Action – This may include suspension, demotion, or termination of employment or contracts.
- Legal Consequences – Violators may face criminal prosecution, fines, or imprisonment under anti-bribery laws such as the U.S. Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act.
- Contract Termination – Business relationships with third parties, including vendors and partners, may be immediately terminated if they engage in bribery or corruption.
- Reputational Damage – Violations can result in severe reputational harm, affecting the organization's credibility and stakeholder trust.

The organization conducts regular audits, risk assessments, and compliance training to prevent bribery and corruption. Every individual within the organization has a responsibility to uphold integrity, report misconduct, and comply with anti-bribery laws.

By enforcing strict reporting mechanisms and consequences, the organization ensures that ethical business practices are maintained, and corruption is effectively prevented, detected, and addressed.

COMPLIANCE AND CONTINUOUS IMPROVEMENT

The organization is committed to ongoing compliance and continuous improvement in its efforts to prevent bribery and corruption. This involves regular monitoring, policy updates, training, and risk assessments to ensure that the organization remains aligned with evolving legal and regulatory requirements.

The organization strictly adheres to anti-bribery laws and regulations, including the U.S. Foreign Corrupt Practices Act (FCPA), the UK Bribery Act, and other relevant international and local laws. Compliance measures are regularly reviewed and updated to reflect changes in legislation and industry best practices.

Periodic audits, internal reviews, and risk assessments are conducted to identify vulnerabilities and strengthen anti-bribery controls. This includes evaluating:

- High-risk transactions, markets, and third-party relationships
- Compliance with record-keeping and reporting requirements
- Effectiveness of internal controls and whistleblower mechanisms

To ensure that all employees, contractors, and third parties understand their responsibilities, the organization provides mandatory anti-bribery training. This includes:

- Regular workshops, e-learning modules, and policy refreshers
- Case studies and real-world scenarios to recognize and prevent bribery risks
- Training on reporting mechanisms and whistleblower protections

The organization actively seeks feedback from employees, regulators, and stakeholders to enhance its anti-bribery framework. Lessons learned from investigations, audits, and compliance reviews are used to improve policies, procedures, and risk management strategies.

By maintaining a strong commitment to compliance and continuous improvement, the organization ensures ethical business practices, legal adherence, and long-term protection against bribery and corruption risks.