

Corporate Compliance Program Elements	Comment / Status
<p>[Company] will develop and promulgate a clearly articulated and visible corporate policy against violations of the FCPA, including its anti-bribery, books and records, and internal controls provisions, and other applicable foreign law counterparts (collectively, the "anti-corruption laws"), which policy shall be memorialized in a written internal regulations.</p>	
<p>[Company] will ensure that its senior management provide strong, explicit, and visible support and commitment to its corporate policy against violations of the anti-corruption laws and its internal regulations.</p>	
<p>[Company] will develop and promulgate compliance standards and procedures designed to reduce the prospect of violations of the anti-corruption laws and [Company]'s compliance code, and [Company] will take appropriate measures to encourage and support the observance of ethics and compliance standards and procedures against foreign bribery by personnel at all levels of the company. These anti-corruption standards and procedures shall apply to all directors, officers, and employees and, where necessary and appropriate, outside parties acting on behalf of [Company] in a foreign jurisdiction, including but not limited to, agents and intermediaries, consultants, representatives, distributors, teaming partners, contractors and suppliers, consortia, and joint venture partners (collectively, "agents and business partners"), to the extent that agents and business partners may be employed under [Company]'s corporate policy. [Company] shall notify all employees that compliance with the standards and procedures is the duty of individuals at all levels of the company. Such standards and procedures shall include policies governing:</p> <ul style="list-style-type: none"> a. gifts; b. hospitality, entertainment, and expenses; c. customer travel; d. political contributions; e. charitable donations and sponsorships; f. facilitation payments; and g. solicitation and extortion. 	
<p>[Company] will develop these compliance standards and procedures, including internal controls, ethics, and compliance programs on the basis of a risk assessment addressing the individual circumstances of the company, in particular the foreign bribery risks facing the company, including, but not limited to, its geographical organization, interactions with various types and levels of government officials, industrial sectors of operation, involvement in joint venture arrangements, importance of licenses and permits in the company's operations, degree of governmental oversight and inspection, and volume and importance of goods and personnel clearing through customs and immigration.</p>	

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<p>[Company] shall review its anti-corruption compliance standards and procedures, including internal controls, ethics, and compliance programs, no less than annually, and update them as appropriate, taking into account relevant developments in the field and evolving international and industry standards, and update and adapt them as necessary to ensure their continued effectiveness.</p>	
<p>[Company] shall assign responsibility to the Group Compliance Officer of [Company] for the implementation and oversight of [Company]'s anti-corruption policies, standards, and procedures. Such corporate official shall have direct reporting obligations to [Company]'s Audit Committee as an independent monitoring body and shall have an adequate level of autonomy from management as well as sufficient resources and authority to maintain such autonomy.</p>	
<p>[Company] will ensure that it has a system of financial and accounting procedures, including a system of internal controls, reasonably designed to ensure the maintenance of fair and accurate books, records, and accounts to ensure that they cannot be used for the purpose of foreign bribery or concealing such bribery.</p>	
<p>[Company] will implement mechanisms designed to ensure that its anti-corruption policies, standards, and procedures are effectively communicated to all directors, officers, employees, and, where appropriate, agents and business partners. These mechanisms shall include: (a) periodic training for all directors, officers, senior managers, and all other employees working in positions involving activities implicated by [Company]'s policies regarding anti-corruption and compliance with the FCPA, and, where necessary and appropriate, agents and business partners; and (b) accompanying certifications by all such directors, officers, and employees, and, where necessary and appropriate, agents, and business partners, certifying compliance with the training requirements.</p>	

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<p>[Company] will maintain, or where necessary establish, an effective system for:</p> <ul style="list-style-type: none"> a. Providing guidance and advice to directors, officers, employees, and, where appropriate, agents and business partners, on complying with [Company]’s anti-corruption compliance policies, standards, and procedures, including when they need advice on an urgent basis or in any foreign jurisdiction in which the company operates; b. Internal and, where possible, confidential reporting by, and protection of, directors, officers, employees, and, where appropriate, agents and business partners, not willing to violate professional standards or ethics under instructions or pressure from hierarchical superiors, as well as for directors, officers, employee, and, where appropriate, agents and business partners, willing to report breaches of the law or professional standards or ethics concerning anti-corruption occurring within the company, suspected criminal conduct, and/or violations of the compliance policies, standards, and procedures regarding the anti-corruption laws for directors, officers, employees, and where necessary and appropriate, agents and business partners; and c. Responding to such requests and undertaking appropriate action in response to such reports. 	
<p>[Company] will institute appropriate disciplinary procedures to address, among other things, violations of the anti-corruption laws and [Company]’s anti-corruption compliance code, policies, and procedures by [Company]’s directors, officers, and employees. [Company] shall implement procedures to ensure that where misconduct is discovered, reasonable steps are taken to remedy the harm resulting from such misconduct, and to ensure that appropriate steps are taken to prevent further similar misconduct, including assessing the internal controls, ethics, and compliance program and making modifications necessary to ensure the program is effective.</p>	
<p>[Company] will institute appropriate due diligence and compliance requirements pertaining to the retention and oversight of all agents and business partners, including:</p> <ul style="list-style-type: none"> a. Properly documented risk-based due diligence pertaining to the hiring and appropriate and regular oversight of agents and business partners; b. Informing agents and business partners of [Company]’s commitment to abiding by laws on the prohibitions against foreign bribery, and of [Company]’s ethics and compliance standards and procedures and other measures for preventing and detecting such bribery; and c. Seeking a reciprocal commitment from agents and business partners. 	
<p>Where necessary and appropriate, [Company] will include standard provisions in agreements, contracts, and renewals thereof with all agents and business partners that are reasonably calculated to prevent violations of the anti-corruption laws, which may, depending upon the circumstances, include: (a) anti-corruption representations and undertakings relating to compliance with the anti-corruption laws; (b) rights to conduct audits of the books and records of the agent or business partner to ensure compliance with the foregoing; and (c) rights to terminate an agent or business partner as a result of any breach of anti-corruption laws, and regulations or representations and undertakings related to such matters.</p>	

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<p>[Company] will ensure that new business entities are only acquired after thorough FCPA and anti-corruption law due diligence by legal, accounting, and compliance personnel. Where such anti-corruption law due diligence is not practicable prior to acquisition of a new business for reasons beyond [Company]'s control, or due to any applicable law, rule, or regulation, [Company] will conduct FCPA and anti-corruption law due diligence subsequent to the acquisition and report to the Department any corrupt payments or inadequate internal controls as required in Paragraph 10 of this Agreement.</p>	
<p>[Company] will ensure that [Company]'s policies and procedures regarding the anti-corruption laws apply as quickly as is practicable to newly acquired businesses and will promptly:</p> <ul style="list-style-type: none"> a. Train directors, officers, and senior managers, and those employees working in positions involving activities implicated by [Company]'s policies regarding anti-corruption and compliance with the FCPA, and, where necessary and appropriate, agents and business partners, on the anti-corruption laws and [Company]'s policies and procedures regarding anti-corruption laws. b. Conduct an anti-corruption specific audit of all newly-acquired businesses as quickly as practicable. 	
<p>[Company] will conduct periodic review and testing of its anti-corruption compliance code, standards, and procedures designed to evaluate and improve their effectiveness in preventing and detecting violations of anti-corruption laws and [Company]'s anti-corruption code, standards and procedures, taking into account relevant developments in the field and evolving international and industry standards.</p>	