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Business Partner Due Diligence Policy

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Owner	Head of Ethics & Compliance The Policy Owner is responsible for periodically reviewing and updating this Policy so as to reflect regulatory, best practice and business developments.
Approver	



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Policy Summary

The purpose of this Policy is to set forth minimum expectations for Business Partner Due Diligence. Due Diligence is the process undertaken to assess risk by gathering, analyzing, managing, and monitoring information about a potential Business Partner. Due Diligence includes checking the legitimacy and backgrounds of Business Partners before undertaking a business relationship and monitoring the Business Partner throughout the course of the relationship.

Some anti-bribery and anti-corruption laws make the principal party or parent responsible for the conduct of an agent. In the legal context, “agent” is interpreted broadly and may include different types of Business Partners, e.g., subsidiaries, customs brokers, freight forwarders, consultants, etc. This legal responsibility for another’s conduct may lead to fines, loss of necessary operating authorizations, restrictions on government contracts (debarment), and other legal penalties. In addition, the conduct of a Business Partner may impact (positively or negatively) one’s reputation. To manage these Business Partner-related ethical and legal risks, the Group will conduct appropriate, risk-based Due Diligence.

In addition, Anti-Money Laundering and Counter Terrorist Financing regulations may require due diligence on customers to identify and mitigate AML/CTF risks and, where appropriate, reports to relevant authorities of suspicious transactions.

Business Partners include any party (i.e., natural person or legal entity) with which the Group conducts business, remits funds to, or receives funds from. This Policy aims to facilitate managing ethical and legal risks that Business Partners pose to the Group. These risks are differentiated from commercial, operational, or other risks that may arise due to the relationship and that are managed through other processes, e.g., supply chain and procurement. Nonetheless, the Due Diligence process may (and sometimes should) be incorporated into already existing processes.

As set forth in this Policy, each Business Partner should be subject to appropriate, risk-based Due Diligence. The appropriate level of Due Diligence must be established by each Division/ Sector or Asset to reflect its specific needs, business activities, relationships with, and types of Business Partners. This Policy is designed to provide guidance rather than prescribe specific conduct. Throughout this Policy, “should” means the expected or preferred conduct or outcome, rather than mandatory conduct. The headings in this Policy are indicative and do not themselves create an obligation. This Policy includes sample documents that may be helpful in developing an appropriate process or enhancing an existing process; these sample documents are not required to be used but are intended as guidance to assist with developing process to satisfy this Policy.

This Policy expects:

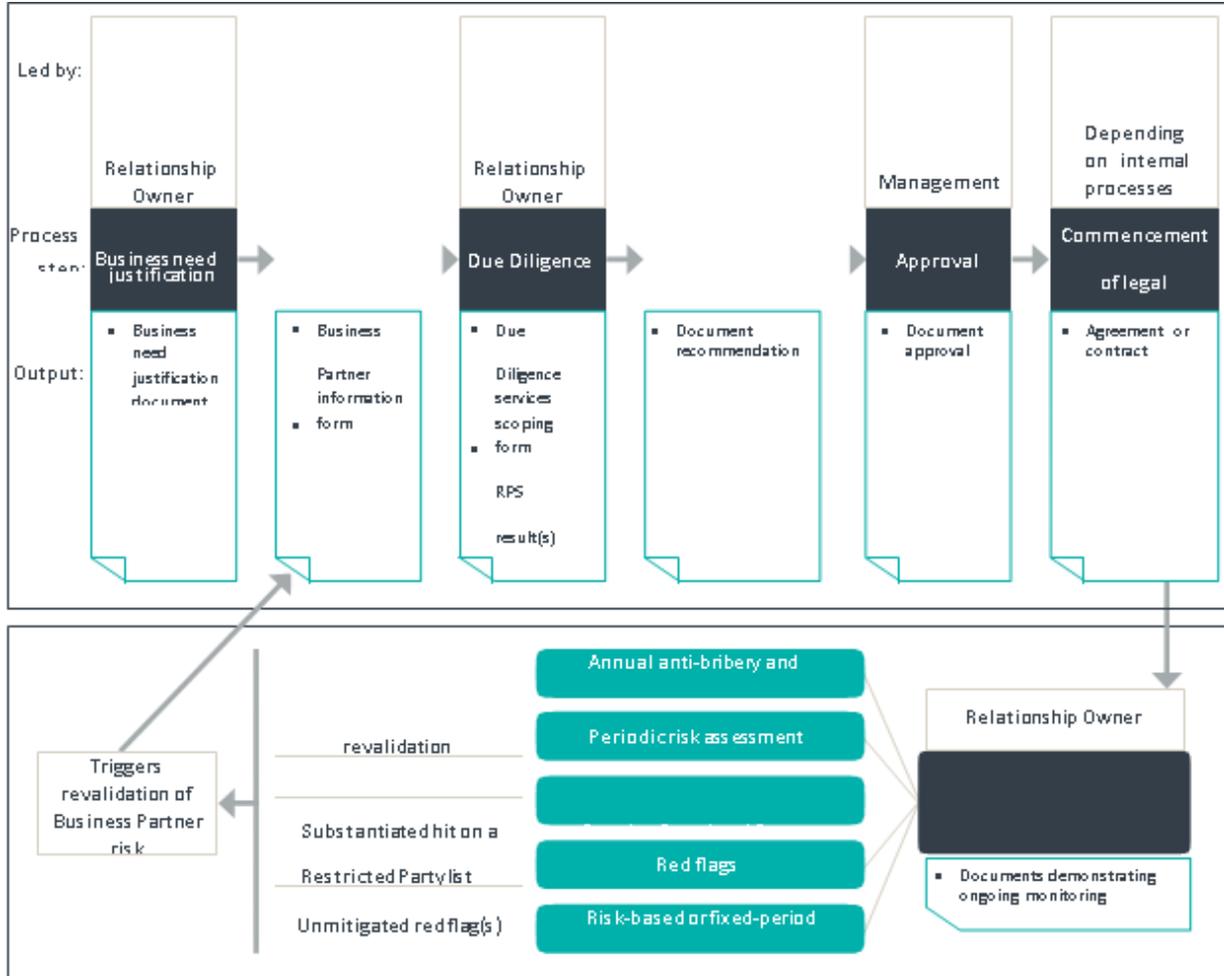
(1) Identification of Business Partners; (2) Assessment of commercial needs (not covered by this Policy); (3) Risk assessment; (4) Risk-based Due Diligence; (5) Formal engagement; (6) Monitoring; (7) Auditing; (8) Revalidation; (9) Recordkeeping

This Policy is to be used in conjunction with the Group Code of Conduct and any other relevant Group or local policies.



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Due Diligence Process Flow:





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Applicability & Consequences

This Policy applies to the Group and to Group Personnel. Group Personnel agree to uphold the Group's commitment to do what is right and to follow this Policy and the Group Code of Conduct. Group Personnel who fail to uphold this commitment put themselves, their colleagues, and the Group at risk of fines, penalties, reputational damage and personally may be subject to disciplinary action, up to and including, loss of employment. The Group reserves the right, at its sole discretion, to disclose information about violations of law to relevant authorities. Any Group Personnel who have violated applicable laws may be personally liable for penalties or fines or may be subject to imprisonment.

A Group Asset may establish standards that are stricter than this Policy. Any exceptions to or deviations from this Policy must be submitted to the Ethics & Compliance Office.

Your Responsibilities:

- Follow applicable laws and regulations
- Understand and comply with the requirements of this Policy, the Group Code of Conduct, other Group Policies, and any Division/Sector or Asset policies or procedures in relation to this Policy
- Demonstrate ethics, integrity, and accountability at all times and expect the same from others
- Complete assigned training related to this Policy
- Uphold our commitment to always do what is right
- Leadership will provide appropriate resources and support to ensure the successful implementation of this Policy

Questions & Reporting Violations:

Refer in good faith any questions, concerns, or any known or suspected violations of this Policy to your line manager or other internal management or to the Ethics & Compliance Office.

Retaliation for good-faith reporting is not tolerated. Group Personnel who engage in retaliatory conduct are subject to disciplinary action.



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Policy Requirements

The steps set forth below will help ensure that the Group selects Business Partners that reflect its values and maintain its integrity and reputation.

The basic steps are:

- Written process for engaging Business Partners that identify the process owner(s).
- Risk-based documented Due Diligence.
- Formal engagement with each Business Partner (e.g., contract).
- Financial controls to ensure that payments are received from or made to the engaged Business Partner and that payments are earned and legitimate.

Leadership has the responsibility to ensure that appropriate, risk-based due diligence is conducted. Leadership will ensure that the requirements of this Policy are reflected in key operating procedures and processes, assign ownership, and allocate appropriate resources. In addition, Leadership must ensure a culture of compliance and effective controls and communicate the serious consequences of non-compliance to Group Personnel.

1. Identify Your Business Partners

The first step is for each Division/Sector or Asset to identify who its Business Partners are. For guidance, Business Partners generally fall in one of the following categories:

- **Agent:** An individual or organization authorized to act for or on behalf of, or to otherwise represent, another organization in furtherance of its business interests. Process agents assist with administrative processing, e.g. visas, licenses and authorizations.
- **Contractor:** A contractor is a non-controlled individual or organization that provides goods or services under a contract. A subcontractor is an individual or organization that is hired by a contractor to perform a specific task as part of the overall project.
- **Consultant/Advisor:** An individual or organization providing a service or advice or representing an organization before another person, business, and/or government official.
- **Customer:** The recipient of a purchased product, service, or idea. Customers are generally categorized into two types:
 - An intermediate customer: a dealer that purchases for resale; or
 - An ultimate customer: one who does not in turn resell what was purchased but is the end user
- **Distributor:** An individual or organization that buys from another organization warehouses, and resells to retailers or directly to end-users.
- **Partner:** Different types of partners are described below; this is a non-exclusive list:



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- JV partner: An individual or organization that has entered into a business agreement with another individual or organization (and possibly other parties) to establish a new business entity.
- Consortium partner: An individual or organization that is pooling its resources with another organization (and possibly other parties) to achieve a common goal; in a consortium, each participant retains its separate legal status.
- Supplier/Vendor: An individual or organization that supplies goods, services, or functional support (e.g., communications, logistics, storage, and processing services) to another organization.
- M&A Target: An entity that is a target of a merger or an acquisition.

2. Business Partner Justification

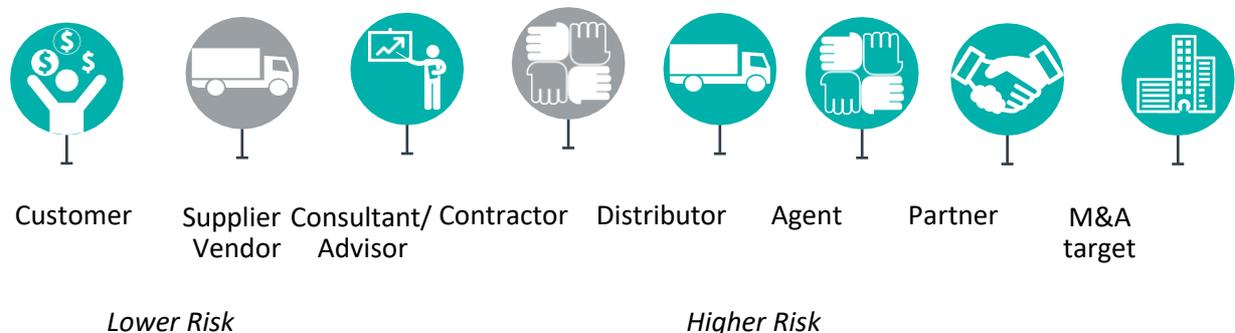
The process of justifying Business Partners is beyond the scope of this Policy. Nevertheless, it is important to mention because it is the step that triggers the need to conduct Due Diligence. Commercial justification generally will assess, for example, whether a particular Business Partner fulfills a business need, is qualified, is not unnecessarily duplicative, and is financially sound. The Relationship Owner must follow the process applicable to the relevant Asset or Division/Sector to justify the commercial need and obtain any required approval for a proposed Business Partner.

A sample Business Partner Justification Form (Appendix 2) which may be used if other processes are not already in place in the Division/Sector or Asset regarding Business Partner justification.

Once the commercial need for a Business Partner has been established, the Due Diligence process begins.

3. Risk Assessment

Each Division/Sector or Asset must assess the level of risk posed by each Business Partner relationship. The risk assessment suggests the appropriate level of Due Diligence that should be conducted. Set forth below is a general guide for Business Partner risk:



Bear in mind that a customer, which is indicated as low risk above, nevertheless may pose a considerable risk in certain circumstances, e.g., if that customer is in a sanctioned country. On the other end of the spectrum, a joint venture partner may not always be high risk, e.g., if that



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Business Partner is a well-known company, with a known good reputation, and known high integrity and internal standards. There is necessarily an element of subjectivity in the process and, therefore, flexibility in how each Division/Sector or Asset effects implementation of this Policy.

The basic requirement of this Policy is for the Group to know its Business Partners and be comfortable that they will not present an unmitigated or unreasonable legal, commercial, or reputational risk.

4. Due Diligence

a. General Risk Due Diligence

Once the level of risk has been determined, appropriate risk-based Due Diligence must be performed. Business Partners existing on the effective date of this Policy need not be immediately put through a Due Diligence process but must be included in an implementation plan that includes Due Diligence within a fixed period, upon contract renewal, or by some other means or trigger. The Business Partner Relationship Owner is responsible for ensuring that appropriate risk-based Due Diligence is conducted and for managing the Due Diligence process.

There are generally three levels of Due Diligence: low, medium, and high. The chart below describes each level of Due Diligence in very broad terms; each successive level includes the preceding steps:

Basic/Low

- Restricted Partyscreening
- Basic company information collection
- Anti-bribery certification

Medium

- Company profile and history
- Internet and media research
- Public records research

High

- Litigation and criminal records
- Financial assessment
- Interview information sources
- Site visits

A sample Business Partner Information Form (Appendix 3), includes an anti-bribery certification. This form may be used to gather information necessary for basic Business Partner Due Diligence. Each Division/Sector or Asset may adopt a process and/or form that is appropriate for its business, but it should reflect the key principles of the sample set out in Appendix 3. For low-risk Business Partners, basic information, together with Restricted Party screening, which is a requirement of the International Trade Controls Policy, may be sufficient Due



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Diligence.

Higher (whether medium or high) risk Business Partners require greater scrutiny. Appendix 4 is a sample Additional Business Partner Vetting Form, which supplements the Business Partner Information Form. The Additional Vetting Form (or a similar form or process) may be used to collect, in addition to basic information, more-detailed information from a prospective Business Partner. The additional information will assist the Division/Sector or Asset assess and manage Business Partner risk.

Remember: the higher the risk, the greater the scrutiny should be.

Higher levels of Due Diligence may be performed by the Relationship Owner, the Division/Sector or Asset, or outsourced to a specialty service provider that has Master Services Agreements in place with several Due Diligence service providers. Refer to the Ethics & Compliance Office for a summary of the service providers and services provided.

It is very important to factor in the time necessary to conduct appropriate Due Diligence into the business plan. Lack of time is not an excuse for not conducting appropriate Due Diligence.

For medium- and high-risk Business Partners, once appropriate, risk-based Due Diligence is complete, an appropriate person (e.g., Legal Counsel or a delegate) within the Division/Sector or Asset should review the Due Diligence results, provide recommendations and/or conditions, and sign off on the Due Diligence. To maintain the integrity of the process and segregation of duties, Due Diligence should be approved by someone other than the Relationship Owner.

If another Asset or Division/Sector has conducted Due Diligence on a particular Business Partner, it is not necessary or expected by this Policy for Due Diligence to be repeated, provided the previous Due Diligence is available to the Asset or Division/Sector seeking to engage with the Business Partner and the Due Diligence already conducted is appropriate and risk-based for the subsequent relationship and is no more than 12 months old.

b. AML/CTF Due Diligence

Appropriate risk-based Due Diligence may also include assessing AML/CTF risk. Group Personnel are strictly prohibited from engaging in and/or facilitating Money Laundering and Terrorist Financing. To that end, no Group Asset or Division/Sector will conduct business with an anonymous or fictitious company or with any Business Partner with unclear identification or business activities.

Risk-based AML/CTF Due Diligence on a Business Partner may include the following steps, which are provided for guidance and illustrative purposes only and are not intended to establish mandatory requirements; neither should the list be read as exhaustive:

- Know and verify the true identity of Business Partners using reliable and independent sources, documents, data, or information
- Identify and verify the beneficial owners of Business Partners, including ownership and control structures



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- Be familiar with the nature of Business Partner activities
- Identify the source of or use of funds
- Identify PEPs in a transaction or relationship
- Investigate and mitigate, where possible, red flags (a list of common AML/CTF red flags is available in Appendix 5 to this Policy)
- Request high-risk Business Partners to provide additional information to safeguard against Money Laundering and Terrorist Financing

Any questions about AML/CTF due diligence, red flags, reporting requirements, risk mitigation, or any other AML/CTF matter should be directed to the Ethics & Compliance Office.

5. Red Flags

Throughout the Due Diligence process, Group Personnel should be aware of red flags. The presence of a red flag is not a prohibition on the relationship or Business Partner. Rather, a red flag may offer a suggestion or indication that additional Due Diligence and/or risk mitigation (e.g., contract terms, representations, warranties, etc.) may be good practice. A list of possible Due Diligence red flags is provided in Appendix 6. This list is illustrative and is not intended to be comprehensive. Good judgment is also required. Any red flags that are detected during the Due Diligence process should be mitigated or resolved prior to engaging with the Business Partner.

6. Formal Engagement

Upon successful completion of appropriate, risk-based Due Diligence, the relationship with the Business Partner should be formalized. Ordinarily, this will be in the form of a contract or other legally binding agreement, e.g., purchase order.

When formalizing the arrangement, the following should be considered:

- Term: Low-risk Business Partners may have longer terms than medium- and high-risk Business Partners; evergreen contracts (i.e., contracts that automatically renew for indefinite periods) are not preferred.
- Scope of work and deliverables: Be specific and link payments to deliverables.
- Formality: The Relationship Owner should work closely with Legal Counsel to ensure that relevant clauses and appropriate provisions are included in the formal engagement. These clauses and provisions may be part of a standard contract template in the Division/Sector or Asset.

7. Monitoring

The Due Diligence process does not end with formalizing the Business Partner relationship. Business Partners continue to present risk throughout the relationship. Therefore, it is important for the Relationship Owner to continuously monitor the Business Partner relationship. As changes to the



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relationship occur, a new risk assessment and/or additional or repeat Due Diligence may be desirable. Existence Business Partners, upon effectivity of this Policy, should be subject to monitoring even if they have not undergone Due Diligence.

Relationship changes that may trigger new or renewed Due Diligence may include a change in:

- Status of the geography: from a non-sanctioned to a sanctioned country or vice versa.
- Size or scope of the relationship.
- Type of relationship, e.g., from customer to supplier, from advisor to joint venture partner, etc.
- Ownership and/or control of the Business Partner.
- Negative media reports.
- Investigation announcement.
- Restricted, denied, debarred, etc., partylisting.

8. Audit

If the Business Partner relationship includes audit rights, it is important to exercise those rights. Establish an appropriate audit schedule for Business Partners for routine audits and triggers for non-routine audits, e.g., unusual payments received or requested; unusual orders; an unexplained increase or decrease in activity; etc.

9. Revalidation

The Division/Sector or Asset should revalidate any Business Partner no less than every 36 months, even if the contract term is longer, or sooner depending on other factors, e.g., risk, relationship, business practices, etc. See Section 8 above.

10. Recordkeeping

This Policy requires that the Due Diligence process is documented and that relevant records are retained for the period set forth in the Division/Sector's or Asset's record retention policy or practice.



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Definitions

Throughout this Policy, defined terms are capitalized and have the following meanings:

Term	Definition
Anti-Money Laundering (AML):	A set of procedures, laws, or regulations designed to stop the practice of legitimizing (i.e., laundering) funds obtained by illegal means.
Asset:	Any company or business within the Group.
Business Partner:	Includes any party (i.e., natural person or legal entity) with which the Group conducts business, remits funds to, or receives funds from, including (but not limited to) customers, suppliers, vendors, consultants, advisors, contractors, distributors, agents, partners, and mergers and acquisitions targets.
Counter Terrorist Financing (CTF):	Tactics, techniques, and strategies designed to limit terrorists' sources of, and access to, funding.
Division/Sector:	A business or corporate function of.
Due Diligence:	The process undertaken to assess risk by gathering, analyzing, managing, and monitoring information about a potential Business Partner.
Ethics & Compliance Office:	The Ethics & Compliance Office or relevant Asset ethics & compliance function.
Group Policy(ies):	Any policy that applies to the Group. Group Policies do not include policies that only apply to a limited set of Group Personnel, for example, a policy that only applies to a specific Division/Sector or Asset within the Group.
Leadership:	The Chief Executive Officer or equivalent of the Group, a Sector or Division head, or, in each case, a nominated representative.
Money Laundering:	The process criminals use to legitimize proceeds obtained from illegal activity. Money is "laundered" by passing it through legitimate businesses, and the nature of the financial transaction and the source, origin, and/or owner of the funds is concealed.
Group:	Avramar; any entity, operation, or investment controlled by; and/or any entity, operation, or investment that adopts the Group Code of Conduct.
Group Personnel:	All individuals who work directly for or represent the Group, including directors, employees, consultants, and long-term contractors of the Group.



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Politically Exposed Person (PEP):	<p>Persons who are or have been entrusted with prominent public functions and their immediate family members and persons known to be their close associates. These are senior foreign political persons, including:</p> <ul style="list-style-type: none">▪ A current or former:<ul style="list-style-type: none">○ Senior official in the executive, legislative, administrative, military, or judicial branch of a foreign government (no matter whether elected);○ Senior official of a major foreign political party;○ Senior executive of a foreign government-owned commercial enterprise▪ A corporation, business, or other entity that has been formed by, or for the benefit of, any of the above▪ An immediate family member (including spouse, parents, siblings, children, and a spouse's parents and siblings) of any of the natural persons above▪ A person who is widely and publicly known (or is actually known) to be a close associate of any of the natural persons above
Relationship Owner:	<p>The individual within the Division/Sector or Asset who is responsible for forming and managing the relationship with the Business Partner.</p>
Restricted Party(ies):	<p>Any party (whether a legal or natural person) that is subject to trade controls, sanctions, embargoes, denied party, or other trade restrictions either individually or by virtue of being resident, domiciled, incorporated, or located in a country that is subject to such restrictions.</p>
Terrorist Financing:	<p>Financial support of terrorists or those who encourage, plan, or engage in terrorism-related activities.</p>

Ethics & Compliance Contact Information

Telephone Number (Spain): +34 607 907 477

Facsimile: + 34 964 586 321

E-mail: ethics@avramar.eu



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Appendix 2

Sample Business Partner Justification Form

[Division/Sector/Asset Logo]

BUSINESS PARTNER JUSTIFICATION FORM							
1	Name of the Business Partner:						
2	Business Partner Information Form received and complete:						(please tick)
3	Having reviewed the Business Partner Information Form, is there anything which raises a concern about the Business Partner? If so, explain.						
4	'Restricted Party Screening' results:						
5	Nature of the Business Partner:						
		Agent		Distributor		Contractor	Consultant/Advisor
		Partner		Customer		Supplier/ Vendor	Other (specify):
6	Is this a: New Contract Existing Business Partner						
7	What is the purpose of this action?						
	New Business Partner						
	Renewal (provide the following for the existing contract):						
	Reference no.:		Effective Date:		Expiry Date:		
	Amendment/additional contract: (describe)						
<p>*** Notice ***</p> <p>A hard copy of this document may not be the document currently in effect. The current version is available from the Ethics & Compliance Office. This sample Business Partner Justification Form is intended to help Divisions/Sectors and Assets develop their own Business Justification Form. Pursuant to the Group Business Partner Due Diligence Policy and Division/Sector/Asset Procedures, this form shall be used to inform a risk assessment and appropriate level of due diligence.</p>							
8	What is the scope of the relationship? (describe the nature of the proposed relationship)						
9	Explain the commercial need for the Business Partner:						
10	Does the Business Partner have the financial strength to meet its obligations under the potential relationship?						



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11	How did we come to know of the Business Partner? (if recommended, identify the referring person/company)
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The Relationship Owner should prepare the Business Partner justification. The justification should be approved by the appropriate, authorized leader of the Division/Sector or Asset. To maintain the integrity of the process and segregation of duties, a commercial justification must be approved by someone other than, and who ordinarily will be senior to, the Relationship Owner.

12	Which other parties were considered as candidates? (please list and indicate why they were not selected)		
13	Was this Business Partner selected as a result of a competitive process?		
	Yes	No	Not applicable
14	Why was this Business Partner selected?		
15	What unique qualifications, experience, or attributes does the Business Partner bring to the relationship?		
16	What is the proposed duration of the relationship with the Business Partner? (list time period and indicate rationale)		
17	In what country(s) will the relationship with the Business Partner take place?		
18	On what basis will cost/fee be received from/provided to the Business Partner?		
19	Is the proposed cost/fee higher than the market standard? (please explain)		
20	If the Business Partner is a Supplier, is it ISO 9001 (or an equivalent recognized quality management system) certified? If not, does it have a quality management system in place?		
21	Is there any other relevant information that may influence the decision to enter into a relationship with the Business Partner?		



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The application fully justifies the Key Terms recommended. The answers are complete and accurate to the best of my knowledge. I understand that **[Insert Division/Sector/Asset]** will rely on the above information in determining whether to enter into an agreement relationship with the Business Partner and that any false or misleading information provided may result in disciplinary action.

Submitted by the Relationship Owner:

Date:___ Signature:_____ Name:_ Title: _

Approved by1:

Date:___ Signature: _____Name:_ Title: _



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Appendix 3

Sample Business Partner Information Form

[Division/Sector/Asset logo]

Business Partner Due Diligence Business Partner Information Form

BUSINESS PARTNER ORGANIZATION INFORMATION

Company or Individual Name (referred to herein as **Business Partner**) (Note: This is the party with whom the relationship is formed):

Address:

Date of Establishment: Place of registration:

Website:

Point of Contact Name: Position:

Business Phone: Mobile Phone: Fax:

E-Mail:

Type of business: Proprietorship Partnership Corporation Individual Other (specify):

Business Relationship to XXXXXX Company: Agent Distributor Contractor
Consultant/Advisor Supplier/Vendor Customer Other (specify):

Parent Company (if applicable):

List all jurisdictions in or with which the Business Partner does business:

The application fully justifies the Key Terms recommended. The answers are complete and accurate to the best of my knowledge. I understand that [Insert Division/Sector/Asset] will rely on the above information in determining whether to enter into an agreement relationship with the Business Partner and that any false or misleading information provided may result in disciplinary action.

Submitted by the Relationship Owner:

Company Registration Number (if applicable):

REQUIRED: Attach a copy of the company certificate of incorporation/trade license (if applicable)

Name of Beneficial Owner(s)	Nationality	% Ownership (include all Beneficial Owners)	Passport No.



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Name of Principal Officer	Nationality	Position	Passport No.

Previous Name(s) of Business Partner/other names under which the Business Partner does business:	Date of name change (if applicable)



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LEGAL & COMPLIANCE INFORMATION

Is any owner, director, officer or employee of the Business Partner a former employee of **XXXXXX Company (the Group or any of the Group’s Assets)?** Or any of their affiliates?

If “Yes”, provide the Name, Company or Division/Sector, title, and last date of employment:

Yes

No

Is the Business Partner currently listed on any Government watch list or sanctioned/restricted party list or has the Business Partner been included on any such list at any time within the last two years?

If “Yes”, provide the name of the list, the date of the designation, and whether the designation is still active or the date it was terminated (if applicable) :

Yes

No

Has the Business Partner or any officer, director, or employee been convicted of, or within the past five years been charged with, any felony offense in any jurisdiction or country? If “Yes”, describe the circumstances and outcome in detail

Yes

No

Is the Business Partner or any officer, director, or employee presently listed by any government agency as debarred, suspended, proposed for debarment, or otherwise ineligible for government procurement programs? If “Yes”, provide complete details of the relevant circumstances :

Yes

No



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OPERATIONAL & RELATIONAL INFORMATION

Describe the Business Partner's business operations:

List previous or current business relationships, if any, with **XXXXXX Company**, or any of their affiliates, including the name of the company or the Division/Sector, a description of the business dealings, a point of contact at the company, and date of the business dealings (use additional page(s), if required):

Does the Business Partner intend to use any subcontractors/subdealers in performing the services for **XXXXXX Company**? If "Yes", list the company/ individual name(s) and purpose of the relationship. If the answer to any of the questions in the 'Legal & Compliance Information' section is "Yes" with respect to such subcontractor/subdealer, provide full details:

Yes

No



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BUSINESS PARTNER DECLARATION & CERTIFICATION

On behalf of the Business Partner, I hereby certify that:

1. The information provided in this application is accurate and complete in all respects;
2. The Business Partner understands that international anti-corruption laws and **XXXXXX Company** policy prohibit corruptly giving or offering to give money or anything of value to or for the benefit of any other person while knowing that all or part of the payment or thing of value will be offered or passed on to any party in order to obtain or retain business or secure a business advantage for the benefit of **XXXXXX Company**;
3. The Business Partner shall comply with **XXXXXX [Country]** laws relating to anti- corruption and improper payments and any other applicable international anti- corruption and improper payment laws;
4. The Business Partner shall not make, permit to be made, or knowingly allow any party to make any improper payment or perform any unlawful act; and
5. The Business Partner shall report to **XXXXXX Company** immediately any actual or suspected violation of the laws and policies mentioned above, whether committed by the Business Partner or any other party in connection with the business of **XXXXXX Company**.

I understand that **XXXXXX Company** will rely on the above information in determining whether to enter into any contractual agreement or business arrangement with the Business Partner and that any false or misleading information provided would be grounds for the immediate termination of any relationship between the parties or any such agreement between the parties.

Signature:

Name:

Title:

Date:



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Appendix 4

SampleAdditionalBusinessPartnerVettingForm

[Division/Sector/Asset logo]

Business Partner Due Diligence Additional Business Partner Vetting Form

BUSINESS PARTNER ORGANIZATION INFORMATION

Company or Individual Name (referred to herein as **Business Partner**) (Note: This is the party with whom the relationship is formed):

On behalf of the Business Partner, I hereby certify that the information provided in this form is accurate and complete in all respects. I understand that **XXXXXX Company** will rely on the below information in determining whether to enter into any contractual agreement or business arrangement with the Business Partner and that any false or misleading information provided would be grounds for the immediate termination of any relationship between the parties or any such agreement between the parties.

Name:

Title:

Signature:

Date:

LEGAL & COMPLIANCE INFORMATION

Does any Government department, agency, or instrumentality (executive, legislative, judicial or military), or any official or employee thereof, have any ownership or other financial interest in the Business Partner or an affiliate thereof, directly or indirectly?

If "Yes", please specify:

Yes

No

Is any owner, director, officer, employee or other representative of the Business Partner (or family member of such person) an elected or appointed official or a former elected or appointed official of any Government department, agency, or instrumentality (executive, legislative, judicial or military) or political party? For each "Yes" answer, provide the name of the government department, agency, or instrumentality, position or office held or sought, military rank (where applicable) and the date such appointment ceased (if applicable):



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Yes

No

Do any of the principal officers of the Business Partner have any ownership or interests above 5% in any other organization or any ownership or other financial interest in the Business Partner or an affiliate thereof? (Directly or indirectly)

For each "Yes", provide full details (on a separate sheet, if necessary):

Yes

No

Has the Business Partner, any affiliate, any prior organization, or any owner, director, officer employee or other representative of the Business Partner been charged with any criminal act or been the subject of any allegation of fraud, misrepresentation, bribery, or other related activity? If the answer is anything other than an unequivocal "No", please provide complete details (on a separate

Yes

No

Has the Business Partner, any affiliate, any prior organization, or any owner director, officer, employee, or other representative of the Business Partner been suspended from doing business in any capacity or been notified that such action is pending or been the subject of any Government investigation (other than a routine audit)? If the answer is anything other than an unequivocal "No", please provide complete details (on a separate sheet, if necessary):

Yes

No

Will the Business Partner or any party affiliated with the Business Partner interact on **XXXXXX Company's** behalf with any government official (to include any officer or employee of a government, public international organization, political parties, or party officials and candidates for political office)? If "Yes", describe with whom interactions will occur and for what purpose(s).

Yes

No

Provide an accounting for all payments made or received or value otherwise received or conveyed by the Business Partner or any of its officers, directors, or owners in connection with any negotiations or licensing related to any project contemplated between **XXXXXX Company** and the Business Partner.



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List affiliates of the Business Partner that may provide services to **XXXXXX Company**:

Name	Location	Business Partner % Ownership in affiliate	Nature of Affiliate Business

If the Business Partner is an individual, please provide a resume.

If the Business Partner is a company, please enclose copies of the latest company brochures, annual reports, and any other capability-related documentation deemed appropriate.

If available, please provide any applicable quality assurance certifications (e.g., ISO 9001 certification or its equivalent International and/or national certification for quality assurance).

Has the Business Partner (or any of its related entities) filed for bankruptcy, insolvency, or similar proceedings within the last ten years? If “Yes”, please provide full details:

Has the Business Partner (or any of its related entities) had a tax lien and/or judgment filed against it in the last five years? If “Yes”, please provide full details:

Please provide details of the Business Partner’s accounting firm:

If the Business Partner is a company, please enclose copies of financial statements for the last two financial years.

Accountant Name	Contact Person	Address	Phone	Email



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CONFLICT OF INTEREST

Is the Business Partner currently providing a supplier, customer, or competitor of **XXXXXX Company** services similar to those proposed to be provided to **XXXXXX Company** or has it provided such services during the past 12 months? If “Yes”, please describe the potential conflict, including services provided, the period of performance, and name of the supplier, customer, or competitor.

- Yes No

If not otherwise set forth above, is there any position or assignment the Business Partner would be uncomfortable in performing due to a conflict of interest? If “Yes”, please provide full details:

- Yes No

REFERENCES (New Business Partners Only)

Please provide details of individuals or firms who may be contacted for a reference. Please include at least one bank and one principal customer or supplier:

Company/Bank Name	Contact Person	Address	Phone	E-mail

MARKET INFORMATION

Estimate the total available market in the Business Partner’s market/territory for **XXXXXX Company’s** products/services for which the Business Partner wishes to act as a consultant, agent, or representative (if applicable):

Estimate the potential sales in the Business Partner’s market/territory for **XXXXXX Company’s** services (if applicable):

During the first year:	During the second year (if applicable):	During the third year (if applicable):
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Provide any other relevant market information:



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Appendix 5

Sample AML/CTF Red Flags

The following is an illustrative (but not exhaustive) list of AML/CTF red flags. Any deviation from normal business practice should prompt further review of the transaction.

- A Business Partner provides insufficient, false, or suspicious information or is reluctant to provide complete information.
- Methods or volumes of payment are not consistent with the payment policy or are not ordinarily used in the business, e.g., payments with cash, money orders, travelers checks, or multiple instruments or payments from unrelated third parties.
- Multiple negotiable instruments to pay a single invoice.
- Early repayment of a loan, especially if payment is from an unrelated third party or involves another unusual form of payment.
- Orders or purchases that are inconsistent with the customer's trade or business (e.g., sophisticated integrated circuits purchased by a bakery).
- Payments to or from third parties that have no apparent connection with the transaction.
- Payment instructions where there is a variation between the bank account name, the signatory, and the Business Partner legal entity.
- Payments to or from countries considered high risk for money laundering or terrorist financing.
- Payments to or from countries considered to be tax havens or offshore jurisdictions.
- Payments to or from countries unrelated to the transaction.
- A customer's business formation documents are from a tax haven or a country that poses a high risk for money laundering, terrorism, or terrorist financing or a country that has no relation to the customer.
- Overpayment followed by directions to refund payment.
- A Business Partner with beneficial owner(s) that cannot be identified.
- Structuring transactions to avoid government reporting or recordkeeping requirements.
- Unusually complex business structures or payment patterns that reflect no legitimate business purpose.
- Wire transfer activity that is not consistent with the business activities of the customer or that originates or terminates with parties or places unrelated to the transaction.
- Purchase and return with a request for a refund.
- A Business Partner's background differs from that which would be expected on the basis of the partner's business activities.
- Reluctance to provide information about the beneficial owner(s).



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- Unexpected and inexplicable spikes in a customer's activities.
- Use of off shore financial institutions (these are regularly used for illicit financial transactions, as such, more stringent due diligence should be applied).

Appendix 6

Sample Due Diligence Red Flags

Red flags are factors to consider, not prohibitions on business. The presence of a red flag does not suggest a bad actor or bad conduct. A red flag suggests possible risk.

This list is not intended to be comprehensive. These are examples of various types of red flags that may be encountered during Due Diligence. If/when you encounter a red flag, consider how to mitigate possible risks and whether additional Due Diligence is warranted. If it is not practical or feasible to mitigate possible risk, determine whether the relationship with the prospective Business Partner should no longer be considered.

If you have questions about any red flag, contact the Ethics & Compliance Office or your Legal Counsel.

In no particular order:

- A reference check suggests an imperfect (or flawed) background or reputation.
- A public official – especially one with decision-making authority or influence – steered you to, recommended, or encouraged the use of the Business Partner. This does not include where local law (written and codified) requires use of a particular provider, so long as there are no other red flags present.
- The primary qualification of the Business Partner is influence over public officials or decision-makers.
- The Business Partner claims that s/he can secure the deal because s/he knows the right people.
- The Business Partner requests an increase in an agreed payment/fee in order to “take care” of someone or red tape.
- The Business Partner or project is heavily reliant on governmental licenses, permits, or consents or receives tax benefits that are not available to others.
- The Business Partner will or may make cash payments or payments in kind to government officials to expedite a routine government action or to avoid inaction.
- The Business Partner is owned by a government official or a relative of a government official.
- There are not sufficient bona fide business reasons to retain the Business Partner.
- The Business Partner has no physical presence in the country in which the work is to be performed.
- The Business Partner's scope of work is not clearly specified.
- The Business Partner has requested false documentation (e.g., invoices, letters of introduction, etc.).



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- The Business Partner or a principal of the Business Partner has been charged with or convicted of violations of anti-bribery, corruption, or government procurement laws.
- The Business Partner relies heavily on political/government contacts to conduct business.
- The perceived level of risk in the country where the work will be performed is relatively high. See Trace Matrix and Transparency International Index.
- The transaction/project involves an industry with a history of anti-bribery violations (e.g., oil and gas, pharmaceuticals).
- The Business Partner appears to lack sufficient experience, capability, or qualified staff to perform the work for which it is being engaged (based upon years in business, the types of services performed, staffing levels, sector, geography, etc.).
- The Business Partner is reluctant to provide references, or the references provided raised a concern.
- The Business Partner fails to provide requested information without a reasonable explanation.
- The Business Partner is a type (e.g., accountant, lawyer, consultant, agent, intermediary, etc.) not ordinarily involved in the sort of work for which it is being engaged.
- The Business Partner wants to work without a contract.
- The Business Partner is reluctant to agree to anti-bribery/corruption commitments.
- There have been requests for political or charitable contributions in connection with the work, project, business, etc., at issue.
- The fee is unusually high, or exceeds the normal, arm's length amount.
- There are indirect or unusual payment or billing procedures, such as:
 - Payments through bank account Payments to third parties;
 - Suspicious payments to or through shell companies;
 - Payments in cash (i.e., currency); or
 - Payments by check made out to "bearer" or "cash".
- The Business Partner will interact with government officials in performing the work, e.g., customs agents, permit procurers, etc.