

Due Diligence Questionnaire

Introduction

HarbisonWalker International Holdings, Inc. ("HWI"), its affiliates, and subsidiaries have a zero-tolerance policy against all forms of bribery and corruption. The HWI Code of Conduct ("CoC") reflects HWI's commitment to fighting corrupt and unethical practices. The due diligence process on business partners and customers lies at the heart of minimizing HWI's risk exposure as a result of activities carried out by HWI or on HWI's behalf. At minimum, the due diligence exercise helps ensure that the activities performed by HWI do not breach our own CoC's requirements.

HWI requires due diligence on all third parties that conduct business on the Organization's behalf or provide goods and services to the Organization (each, a "**Third Party**"). Third Parties include agents, consultants, advisors, contractors, distributors, other intermediaries, suppliers, and vendors. Due diligence must be completed before any relationship with a Third Party can be approved, unless a written exception applies.

Instructions

Please complete the following questionnaire completely and truthfully to the best of your ability. The completion of this Questionnaire is one of the steps in the review process. Completion of this form should not be construed as establishment of a business relationship with HWI. Please provide answers to all of the questions. Some answers may consist of a "Yes or No" response. Please do not omit any questions. If a question is not applicable, write "N/A" in the space provided. If the space provided for a question is insufficient, you may attach additional pages. For any questions or issues completing the questionnaires, please contact HWI's legal department at +1 (412) 375-6600 or compliance@thinkHWI.com.

Data Protection Statement

You are completing this Questionnaire because HWI is considering entering into a business relationship with you. The information that you provide and where necessary, obtained from third parties and also from the public domain will be used to determine whether your organization meets HWI's CoC requirement. The information collected through the Questionnaire and from other sources (e.g. the references and other parties) will not be used or processed for any other purposes. If you need to amend or correct the information that you have provided to HWI, please inform your HWI business contact. By providing this information, you acknowledge and consent that can utilize this information for the purpose of evaluating whether to engage or continue in a business relationship with the Applicant. HWI may disclose and/or transfer your personal data to HWI affiliate companies, associated companies, any other person under a duty of confidentiality to HWI, our consultants and/or legal advisors (whether in or out of the United States) and any governmental entity as required.

The Questionnaire and other associated information will be maintained by HWI as necessary and in accordance with HWI's policies and procedures as well as applicable laws and regulations.

Definitions

"Applicant" means the individual or entity seeking to do business with HWI, and all of its affiliated companies in which the Applicant owns, directly or indirectly, more than fifty percent (50%) of the voting shares or otherwise exercises significant control thereof.

"HWI" and the "Company" means HarbisonWalker International Holdings, Inc. and all of its affiliated companies in which HWI owns, directly or indirectly, more than fifty percent (50%) of the voting shares.

"Facilitation Payments" means payments made to Foreign Officials to expedite or secure the performance of a routine governmental action to which the payer is entitled ordinarily, and which is commonly performed by the Foreign Official.

"Government" means any agency, department, instrumentality, subdivision or other body of any federal, regional, or municipal government, any commercial or similar entities that the government controls or owns (whether partially or completely), including any state-owned and state-operated companies or enterprises (e.g., the national oil company).

"Government Official" means (i) any director, officer, employee, agent, or representative (including anyone elected, nominated, or appointed to be a director, officer, employee, agent, or representative) of any Government Entity, or anyone otherwise acting in an official capacity on behalf of a Government Entity; (ii) any political party, political party official, or political party employee; (iii) any candidate for public or political office; (iv) any royal or ruling family member; or (v) any agent or representative of any of those persons listed in subcategories (i) through (iv).

1.0 COMPANY INFORMATION

1.1 General Information. Please review and update the below as needed.

Registered Company Name:		
Registration Number:	Country where formed:	Date formed
Group of Companies with which company is associated with:		
Principal Business Address:	Registered Address:	
Contact Name:	Contact Details:	
Website:	Total Assets:	

1.2 Country of Operations

--

2.0 INCORPORATION, OWNERSHIP AND EMPLOYEE INFORMATION

2.1 Is the Applicant an entity, such as a corporation, partnership, non-profit organization, joint venture, subsidiary, sister company, government entity, NGO, etc. ('Entity')?

Yes No

2.2 Please list all shareholders or owners who hold a financial interest in the Applicant's business of 10% or more. Where applicable, please provide ownership information that identifies all individual owner of Applicant (or major shareholders if a public company).

Owner Name	% Ownership	Address	Country of Incorporation/ Nationality

2.3 Has the Applicant changed its business name in the last five (5) years?

Yes No

3.0 SERVICES

Please answer the following about the products or services HWI will provide to the Applicant.

3.1 Please state how long the Applicant been in business in its home jurisdiction and how long it has been providing the conducting business that requires HWI's products or services?

>5 years 5 – 10 years 10 – 15 years 15 - 20 years > 20 years

3.2 Please describe in detail the nature of products or services that you expect HWI to provide.

4.0 GOVERNMENT

4.1 Does the Applicant have any owners, shareholders, or other key personnel (or any affiliated entity) government officials or have connections (family, business, or otherwise) with government officials?

Yes No

4.2 If the answer to Question 4.1 is "yes," identify all such persons. Use additional pages if needed.

Government Connections/Relations

Are any owners, management or employees connected with a current or former Government Official? If yes, please detail:				
Person Name	Person Title	Public Official Name	Government Position Held	Relationship to Public Official

5.0 VIOLATIONS

5.1 Within the last five (5) years, has the Applicant, or any of its directors, officers, principal owners or employees, ever been found by a court or agency to have violated any anti-bribery laws or securities laws?

Yes No

If yes, please provide details:

5.2 Within the last five (5) years, has the Applicant or any of the principal officers, directors or shareholders ever been investigated or charged with any offense, including bribery, conflicts of interest, corruption, kick-backs, or money-laundering?

Yes No

If yes, please provide details:

5.3 Has the Applicant ever paid money or given anything of value to a Government Official in order to retain business or obtain an improper advantage in any jurisdiction?

Yes No

If yes, please provide details:

5.4 Has the Applicant ever been suspended or debarred from doing business in any capacity as a result of fraud, misrepresentation, corruption, bribery, money laundering or any other related activities in any jurisdiction?

Yes No

If yes, please provide details:

5.5 Has the Applicant ever made any public disclosures involving fraudulent or corrupt misconduct or improper accounting to any government authority?

Yes No

If yes, please provide details:

6.0 COMPLIANCE SYSTEM AND ANTI-CORRUPTION PREVENTION

Policies and Procedures. Please answer the following regarding your policies and procedures.

6.1 Is Applicant familiar with the prohibitions of the Foreign Corrupt Practices Act and UK Bribery Act 2010?

Yes No

6.2 Does the Applicant have an Anti-Corruption Policy? *

Yes No

6.3 Does the Applicant have procedures in place to monitor the effectiveness of its anti-corruption policy?

Yes No

6.4 Does Applicant provide training of anti-bribery laws to its employees?

Yes No

6.5 Does Applicant have procedures in place to allow reporting of any misconduct? *

Yes No

6.6 Does Applicant allow facilitation payments? *

Yes No

6.7 Does the Applicant have a Code of Conduct?

Yes No

7.0 CERTIFICATION

The Applicant, who is duly authorized and has full legal capacity to complete this Questionnaire, certifies as to the matters set forth in this Questionnaire, signs and certifies this document as follows:

- a) to the best of my knowledge, all information set forth in this response is accurate and complete;
- b) I have read and understood the Data Protection statement above and expressly consent to the collections, use, processing, storage and transfer of data, including the data about my company, my personally identifiable information and that of other persons that I identify in the Questionnaire, in the manner and for the purposes described in this Questionnaire and in the Data Protection statement.
- c) I acknowledge and understand that the provision of false or misleading information may result in the termination of any relationship that may be entered into in the future between me and/or my company and HWI. Further, I understand that HWI reserves the right to any and all remedies as may be appropriate in the event of such termination.

Do you certify to the above statements? *

Yes No

Name :	Position :
Signature :	Date:

Attachments

Please attach the following documents:

- Applicant's Code of Conduct
- Applicant's Anti-Corruption policy
- Applicant's Certificate of Registration
- Applicant's Articles of Incorporation
- Applicant's Business License