

**Year-End Tool Kit**

**Supplemental Director and Officer Questionnaire for Iran-Related Activities Disclosure**

**2019**

**PREPARER NOTES**:

This document is provided with the understanding that it does not constitute the rendering of legal or other professional advice by Goodwin Procter LLP or its attorneys. This document (which is in Microsoft Word® format) may be saved and edited so that it can be modified for a specific company (for example, name of the company, name of the contact person, etc.). This document may also require other revisions to render it suitable for a specific company’s circumstances. In the event this document is substantively modified (for example, to shorten or simplify it), the preparer should verify that the questionnaire, as modified, will still gather the information necessary in connection with the legal matters covered by this questionnaire.

Please note that this questionnaire addresses only certain matters related to the Iran Threat Reduction and Syria Human Rights Act and is intended to supplement other questionnaires to be used in connection with the preparation of year-end documents by public companies. Please also note that this questionnaire may be used either (1) instead of the corresponding shorter, more general questions in the general questionnaire for directors, officers and control persons, in which case those questions may be deleted from that questionnaire or (2) to follow up in the event that respondents answer “yes” to any of those questions. Additional separate questionnaires addressing the following matters are available in our Year-End Tool Kit to supplement this questionnaire:

(1) information required with respect to directors, officers and control persons;

(2) director and committee member independence requirements under SEC and stock exchange rules;

(3) independence standards of Institutional Shareholder Services Inc. and the Council of Institutional Investors;

(4) Foreign Corrupt Practices Act matters;

(5) annual Form 5 reporting and disclosure under Section 16; and

(6) Rule 506(d) and Rule 506(e) “bad actor” events.

This document has been prepared for use by domestic public companies with common stock listed on a U.S. stock exchange, and is not appropriate for companies subject to different SEC or stock exchange requirements, including but not limited to asset backed issuers, foreign private issuers or investment companies, nor does it reflect SEC rules applicable to smaller reporting companies or emerging growth companies. This questionnaire is intended to be used in connection with preparation of the company’s Annual Report on Form 10-K and proxy statement and should not be used in connection with preparation of registration statements without further review and revision. This document is not a substitute for advice of qualified attorneys. We recommend that you consult with your regular Goodwin Procter LLP attorney prior to using this document.

 NAME:

**[EDIT – Insert Company Name]**

**Supplemental Questionnaire for Directors, Officers
and Controlling Persons**

**in connection with
Disclosure Requirements Regarding Iran-Related Activities**

**[EDIT – Insert Company Name]** (the “Company”) is subject to a disclosure requirement regarding certain activities under the Iran Threat Reduction and Syria Human Rights Act of 2012 in quarterly and annual reports if, during the period covered by the report, the Company or any of its affiliates engaged in any of the activities described below. The Company’s disclosure obligations have not been changed by the lifting of certain sanctions on Iran in January 2016. Because the definition of “affiliate” is commonly interpreted to include directors and executive officers of a company, we are requesting that you inform us by **[EDIT – Insert Date]** if you or any or your affiliates engaged in any of the activities described below during 2019. In addition, because the Company will be subject to ongoing disclosure requirements each quarter, we also request that you inform us *immediately* if you or any of your affiliates engages, or plans to engage, in any of the activities described below at any time. This questionnaire supplements the *Questionnaire for Directors, Officers and Controlling Persons* circulated by the Company.

We will not include any disclosure in our annual and periodic reports, as it relates to your activities or those of your affiliates, unless you provide us with reportable information or we otherwise become aware of such information. You should note that it is generally unlawful for U.S. persons or entities to engage in the activities described below. It is also generally unlawful for foreign persons who are owned or controlled by U.S. persons to engage in the activities described below, unless permitted by General License H under the Iranian Transactions and Sanctions Regulations that were issued in January 2016 as a part of the lifting of certain sanctions on Iran.

In determining whether you have anything to report, please note that “affiliate” an “affiliate” of, or a person “affiliated” with, a specified person, is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified. The term “affiliate” includes both U.S. and foreign entities. The term “control” means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of the Company, whether through the ownership of voting securities, by contract, or otherwise. A “controlling person” is a person who has the ability, directly or indirectly, to exercise control with respect to the Company or its management or policies. Please note that the Company presumes that holders of 5% or more of the outstanding voting securities of the Company are controlling persons unless the facts and circumstances indicate otherwise.

Please note that there is no materiality or dollar-value threshold associated with several of the activities described below, and you may be required to report activities that did not result in any revenues or profits.

If you require any clarification concerning the meaning or implication of any of the questions or are in doubt as to the significance of any information you have, please **contact [EDIT – insert Goodwin Procter LLP contact name and telephone number]** of Goodwin Procter LLP at (\_\_\_) \_\_\_-\_\_\_\_ or **[EDIT – insert alternative Goodwin Procter LLP contact and telephone number]** of the same firm at (\_\_\_) \_\_\_-\_\_\_\_ for assistance. In the event you learn of any information that would affect the accuracy or completeness of the information reported in the questionnaire, please contact **[EDIT – revise as appropriate – one of the above persons]** immediately.

Please complete, sign and return the questionnaire on or before **[EDIT – revise date as appropriate]** **[           ]**, 2020, to **[EDIT – insert name and address for return]**.

Your signature confirms: (i) your consent for the Company to use the information provided in its Annual Report on Form 10‑K and proxy statement; (ii) your acknowledgment that material misstatements or omissions in the Annual Report may give rise to civil and criminal liabilities to the Company, each officer and director of the Company signing the Annual Report, the officers providing certifications pursuant to Sections 302 and 906 of the Sarbanes-Oxley Act, and other persons associated with the preparation and filing of the Annual Report; (iii) your agreement to notify the Company of any misstatement of a material fact in the Annual Report, and of the omission of any material fact necessary to make the statements contained in the Annual Report not misleading, promptly after you become aware of any such misstatement or omission; (iv) your agreement to promptly notify the Company of any changes in information provided in the questionnaire occurring after the date you sign this questionnaire; and (v) your confirmation that the information contained in this questionnaire is true and correct, to the best of your knowledge and belief after a reasonable investigation, as of the date you signed the questionnaire.

Please answer the questions below to indicate whether you or any of your affiliates engaged in any of the activities described below at any time during the Company’s most recently completed fiscal year. In addition, please inform us immediately if you or any of your affiliates engages or plans to engage in any of the activities described below at any time after you complete this questionnaire, during the current fiscal year or thereafter. Please answer all of the questions. If a question is “not applicable” or the answer is “no” or “none,” please so state. Please type or print your answers. If the space provided for answers is inadequate, please indicate this in the proper space on the questionnaire and state your answer on an attached sheet indicating the corresponding question.

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**Iran-Related Activities Matters**

Since the beginning of the Company’s most recently completed fiscal year, have you or any of your affiliates engaged in any of the following activities:

# Any transactions that directly and significantly enhance Iran’s ability to develop petroleum resources or to produce or export refined petroleum products or petrochemical products, including:

## Any export of goods, services, technology or information worth at least $1 million, or any series of exports having an aggregate value of at least $5 million over a one-year period, that would facilitate the maintenance or expansion of Iran’s petroleum industry or of Iran’s production of petrochemical products, including exports that would assist in the construction, modernization or repair of petroleum refineries or roads, railways, or ports used to deliver petroleum products;

## Insuring, re-insuring, underwriting, brokering or financing (including by purchasing bonds or sovereign debt issued by the Government of Iran) any export described in paragraph 1.a;

## Any sale to Iran of refined petroleum products worth at least $1 million, or a series of sales with an aggregate value of at least $5 million over a one-year period;

## Transporting to Iran a shipment of refined petroleum products worth at least $1 million, or making a series of shipments with an aggregate value of at least $5 million over a one-year period;

## Making one investment of at least $20 million, or a series of investments of at least $5 million each over a one-year period totaling at least $20 million, that would contribute to the development of Iran’s petroleum industry;

## Investing in a joint venture established on or after January 1, 2012 in which the Government of Iran is a substantial partner or investor, and that could contribute to Iran’s development of petroleum resources; or

## Owning, controlling, or operating a vessel used to transport crude oil from Iran to another country, or concealing the Iranian origin of crude or refined petroleum products transported on such a vessel, anytime on or after November 8, 2012.

☐ Yes ☐ No

# Any export, transfer, or other provision to Iran of goods, services, technology, or other items that would contribute materially to the development of chemical, biological, or nuclear weapons or related technology, or to the acquisition or development of destabilizing numbers and types of advanced conventional weapons.

☐ Yes ☐ No

# Investing in a joint venture involving uranium mining established on or after February 2, 2012 in which the Government of Iran is a substantial partner or investor, and that could contribute to Iran’s development of nuclear weapons, confers on the Government of Iran significant revenue, or involves the transfer of uranium directly or indirectly to Iran.

☐ Yes ☐ No

# Any transfer, or facilitation of the transfer, to Iran of goods or technologies likely to be used to commit serious human rights abuses against the people of Iran, including firearms, ammunition, rubber bullets, police batons, pepper or chemical sprays, stun grenades, electroshock weapons, tear gas, water cannons, or surveillance technology.

☐ Yes ☐ No

# Any transfer, or facilitation of the transfer, of goods or technology that restrict the free flow of information in Iran or that monitor, disrupt, or restrict free speech in Iran.

☐ Yes ☐ No

# Any transaction or dealing with a person/entity whose property or interests in property are blocked by the U.S. government for reasons relating to terrorism or the proliferation of weapons of mass destruction pursuant to Executive Orders 13224 or 13382. For reference, a current list of these persons and entities may be found at http://sdnsearch.ofac.treas.gov/ by selecting NPWMD and SDGT in the “Program” field and clicking “Search.” Such persons or entities need not be located in or related to Iran.

☐ Yes ☐ No

# Any transaction or dealing with the Government of Iran, including its agencies, political subdivisions, and any entity controlled by it or acting on its behalf, wherever located, that is not authorized by a general or specific license issued by the Office of Foreign Assets Control, U.S. Department of the Treasury.

☐ Yes ☐ No

If you have an affiliate that is a foreign financial institution, any activities by it that:

## Benefit the Iranian Revolutionary Guard Corps, its agents, or any person identified in paragraph 6 above;

## Facilitate efforts by the Government of Iran to develop weapons of mass destruction or support terrorism, including by engaging in money laundering;

## Facilitate efforts by the Central Bank of Iran or any Iranian financial institution to assist the Government of Iran in developing weapons of mass destruction or supporting terrorism; or

## Involve any person subject to financial sanctions under the United Nations Security Council’s sanctions concerning Iran or any financial institution blocked in connection with Iran’s proliferation of weapons of mass destruction or support for international terrorism.

☐ Yes ☐ No

I have attached \_\_\_\_ additional pages to this questionnaire.

The information set forth in this questionnaire is true and correct to the best of my knowledge. I will notify the Company immediately if any of this information becomes inaccurate, incomplete or otherwise changes as the result of any developments, including the passage of time and any new relationships that may develop.

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| Dated:  |  Signature Name: Please print or type |