

**Year-End Tool Kit**

**Supplemental Director and Officer Questionnaire for Foreign Corrupt Practices Act Matters**

**2022-2023**

**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 relating to disclosure that may be required in connection with the Foreign Corrupt Practices Act and is intended to supplement other questionnaires to be used in connection with the preparation of year-end documents by public companies. 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 and officers;
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. Iran Thread Reduction and Syria Human Rights 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:

**[Insert Company Name]**

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

**in connection with
2022-2023 Foreign Corrupt Practices Act Matters**

In preparation of the **[insert Company Name]** (the “Company”) Proxy Statement for the **[insert correct year]** Annual Stockholders Meeting (the “Meeting”) and its Annual Report for its fiscal year ended **[insert correct fiscal year end]** on Form 10‑K to be filed with the Securities and Exchange Commission, this questionnaire is being sent to all directors, persons nominated or chosen to become directors, officers, persons chosen to become officers and/or other persons who may be “control persons” (as defined below) of the Company to obtain or verify the accuracy and completeness of information required to be included in the Proxy Statement and Form 10‑K, including disclosure required by the rules of the SEC with regard to matters relating to the Company’s compliance with the Foreign Corrupt Practices Act. This questionnaire supplements the *Questionnaire for Directors and Officers* circulated by the Company.

Please answer EVERY question. 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. Unless otherwise stated, answers should be given as of the date on which you complete this questionnaire.

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 **[insert Goodwin Procter LLP contact name and telephone number]** of Goodwin Procter LLP at (\_\_\_) \_\_\_-\_\_\_\_ or **[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 prior to the scheduled date of the Meeting, please contact **[revise as appropriate] [one of the above persons]** immediately.

Please complete, sign and return the questionnaire on or before **[revise date as appropriate]** **[\_\_\_\_\_\_\_\_**], 2023, to **[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 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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**Foreign Corrupt Practices Act Matters**

Please note the following instructions when responding to the questions in this questionnaire:

* Each question applies to activities or conduct both inside and outside the United States.
* The terms “payments” and “contributions” include cash, hard goods, services, use of property and anything else of value.
* References to the “Company” include any direct or indirect subsidiary of the Company (whether or not majority-owned by the Company), any parent of the Company, and any other entity that controls, is controlled by, or is under common control with, the Company.
* 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 relevant entity, whether through the ownership of voting securities, by contract, or otherwise. A “control person” or “controlling person” is a person who has the ability, directly or indirectly, to exercise control with respect to the relevant entity or its management or policies.
* The term “indirectly” includes acts done through intermediaries, such as payments to sales agents or representatives that are passed on in whole or in part to purchasers, or compensation or reimbursement to persons in consideration for their acts.
* Please include not only matters concerning which you have direct personal knowledge but also all matters that you have reason to believe may have occurred or existed (that is, any matters that you may not be certain occurred from your own direct or personal knowledge but as to which you are aware of credible information that gives you reason to believe that the matter may have occurred or existed).

1. To your knowledge, has the Company, any of its subsidiaries, or any of their directors, officers, employees, agents, consultants or representatives, in the course of its or any of their actions for or on behalf of any of them, at any time:

* Offered or provided any bribes, kickbacks or any other payments or anything of value to any foreign officials or their relatives, to obtain or retain business or to gain favorable treatment with regard to business?

☐ Yes ☐ No

* Offered or provided any bribes or kickbacks, or any other payments or anything of value to persons other than foreign officials, or to relatives of such persons, to obtain or retain business or to gain favorable treatment with regard to business?

☐ Yes ☐ No

* Made any contributions to any political party, political candidate or holder of governmental office?

☐ Yes ☐ No

* Created or maintained any bank accounts, funds or pools of funds without such accounts being accurately recorded or identified in the Company’s books and records, or as to which the receipts and disbursements from these accounts have not been accurately recorded or identified in the Company’s books and records?

☐ Yes ☐ No

* Submitted, or caused to be submitted, any receipts or other requests for disbursements, the actual nature of which have been “disguised,” hidden or otherwise not fully documented in the Company’s books and records?

☐ Yes ☐ No

* Paid, or caused to be paid, any fees to consultants or commercial agents that exceeded the reasonable value of the services purported to have been rendered?

☐ Yes ☐ No

* Made, or caused to be made, any payments or reimbursements to personnel of the Company for the purposes of enabling them to do anything referred to in the questions above?

☐ Yes ☐ No

If you answered “yes” to any of these questions, please provide details below:

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 |

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