Due Diligence Questionnaire for Companies

As part of Solero Technologies’ commitment to comply with anti-corruption laws, the Company has commercial third parties take part in a due diligence review to determine that they are reputable, qualified, and ethical or not substantively connected to Government Entities and/or Government Officials (as defined below).

We also expect and requires you to conduct your business in line with our Code of Ethical Conduct, which can be found on the Solero Technologies Supplier Site.

Please answer all questions with as much information as possible and avoid using abbreviations and acronyms. If you have any questions, you may contact the employee who provided you with this Questionnaire. Thank you very much for your cooperation and compliance with our policies and this due diligence process.

Please note that the following definitions are used in this document:

* “**Government Official**” means (i) an officer, employee, agent, or representative of any government or military; (ii) any person acting in an official capacity for or on behalf of a Government Entity; (iii) any candidate for political office, any political party, or any official of a political party; or (iv) any officer, employee, agent, or representative of any public international organization.
* “**Government Entity**” means any (i) department, agency, corporate entity, instrumentality, or political subdivision of any government or military; or (ii) any company in which a Government Entity as defined in (i) of this clause owns an interest.

|  |  |  |
| --- | --- | --- |
| **No.** | **Question** | **Response** |
| **Section 1 – Basic Information** | | |
| 1. | Full legal name (English) |  |
| 2. | Full legal name (local language) |  |
| 3. | Any other names the business operates under |  |
| 4. | Registered address |  |
| 5. | Operation address or place of business |  |
| 6. | Telephone number |  |
| 7. | Website |  |
| 8. | Industry type |  |
| 9. | Description of products or services provided to be provided to Solero Technologies |  |
| 10. | Who are the individuals at the company who  will be responsible for working with Solero Technologies? |  |
| 11. | Does the business operate as a sole trader, joint venture, company, or partnership? |  |

|  |  |  |
| --- | --- | --- |
|  | | |
| **Section 2 – Company Representative Information** | | |
| 12. | Company representative completing this Questionnaire: | |
| (a) Name |  |
| (b) Job title |  |
| (c) Email address |  |
| (d) Phone number |  |
| **Section 3 – Further Company Information** | | |
| 13. | Year and country of incorporation? |  |

|  |  |  |
| --- | --- | --- |
|  |  |  |
| 14. | Number of employees |  |
| 15. | Describe Company’s business experience and  qualifications relevant to the products to be supplied/services to be performed. |  |
| 16. | Is the company publicly listed? If so, please provide details. | Yes No  Comments: |
| 17. | Who are the members of the company’s governing board? |  |
| 18. | Who are the principal officers of the company? |  |
| 19. | Does the company have any parent, subsidiary or affiliate companies that will be involved in providing business services to Solero Technologies in any country? If yes, please describe the business services and state the name of the  legal entity. | Yes No  Comments: |
| 20. | Does the company plan to use any contractors, agents, or other third parties that will be involved in providing business services to Solero Technologies in any country? If yes, please  describe the business services and state the name of the legal entity or entities. | Yes No  Comments: |
| **Section 4 – Government Relations** | | |
| 21. | Is the company, any shareholder or partner in the company, or any subsidiaries, owned in any part by a Government Official or a person related to a Government Official (this includes partial State-Owned Enterprises)? If yes, please explain the government ownership and list the  names of the Government Officials/Entities and their total percentage ownership interest. | Yes No  Comments: |
| 22. | Will the company interact with any Government Entity or Government Official when performing business activities for/with  Solero Technologies? If yes, please explain. | Yes No  Comments: |
| 23. | Has the company done business with a Government Entity or Government Official within the last 3 years? If yes, please explain  and provide the approximate percentage of annual revenue derived from such activities. | Yes No  Comments: |
| 24. | In the last three years, has the company hired any current or former Government Officials as employees, agents, consultants, or  subcontractors? If yes, please explain. | Yes No  Comments: |
| 25. | Is/was any director, officer, manager, employee, or agent of your company a Government Official at the present time or within the past 3 years?  If yes, is/was the individual working in a capacity or government function which in any way could be used to confer any benefit for  Solero Technologies? | Yes No  Comments: |
| 26. | Is any key employee or senior management member of the company related (by blood, marriage, current or past business association or otherwise) to a Government Official? If yes,  please explain. | Yes No  Comments: |
| 27. | Does any Government Official or a member of a Government Official’s family have any interest in or stand to benefit in any way as a result of the proposed relationship with  Solero Technologies? If yes, please explain. | Yes No  Comments: |

|  |  |  |
| --- | --- | --- |
| **Section 5 – Legal Violations, Enforcement, and Investigations** | | |
| 28. | Has there been any investigation, charge, judgment, or conviction against the Company or employees, principals or shareholders for any actual or alleged criminal act, including fraud, misrepresentation, bribery or other similar activities, or any civil act involving such allegations, as well as any ongoing investigation with respect to matters of such  nature? If yes, please explain. | Yes No  Comments: |
| 29. | Is the Company prohibited from bidding on or otherwise entering into government contracts? If yes, please provide details. | Yes No  Comments: |
| 30. | Has the Company been subject to the withdrawal or suspension of any authorizations,  licenses or permits in the last five years? | Yes No  Comments: |
| **Section 6 – Systems and Internal Controls** | | |
| 31. | Does the company have any codes of conduct applicable to its business and employees? If so,  please attach them to this form. | Yes No  Comments: |
| 32. | Does the company have policies and procedures to detect and prevent violations of the FCPA, UK Bribery Act 2010, and other  anti-corruption laws? | Yes No  Comments: |
| 33. | Does the company provide training to its  employees and agents on its codes of conduct, anti-trust, and/or anti-corruption policies? | Yes No  Comments: |
| 34. | Does the company screen any agent, consultant, or other subcontractor for bribery or corruption risk before their hiring or renewal? | Yes No  Comments: |
| 35. | Does the company audit its financial statements? | Yes No |

|  |  |  |
| --- | --- | --- |
| **No.** | **Question** | **Response** |
|  |  | Comments: |
| 36. | Does the company maintain its books and records in accordance with generally accepted accounting principles (GAAP), International Financial Reporting Standards, and/or recognized accounting standards in its country of incorporation and any other countries in  which it would conduct activities on behalf of Solero Technologies? | Yes No  Comments: |
| **Section 7 – References** | | |
| 37. | Please provide at least 2 business references, including contact information. |  |
| **Section 8 – Compliance Confirmations** | | |
| 38. | Is it legal for the Company to enter into this proposed transaction? | Yes No |
| 39. | Does the company agree to abide by the provisions of applicable laws in providing  goods and services under the proposed agreement? | Yes No |
| 40. | Please confirm that you have read and agree to abide by the Solero Technologies Code of Ethical  Conduct in providing goods and services under the proposed agreement. | Yes No |

Certification of Company Representative

By submitting this Questionnaire, you certify on behalf of the company that:

1. You are an authorized representative of the company.
2. All answers are accurate, current, and complete to the best of your knowledge.
3. The company will conduct business in line with our ethical values and will not directly or indirectly offer, make or provide any bribe or other improper payment or thing of value in connection with any business dealing or regulatory or governmental matter involving or relating to Solero Technologies or any of its products, services or technologies; and
4. You agree to contact Solero Technologies promptly if there are any material changes to the information you have provided.

Signature:

Name:

Title:

Date:

Revision Feb 18, 2022