**ANTI-CORRUPTION QUESTIONNAIRE**

The undersigned business partner (the "**Business Partner**") proposes to establish or renew a business relationship with Seacrest SPE Cricaré S.A. ("**SPE Cricaré**") and all other Seacrest entities registered in Brazil.

In order to enable SPE Cricaré to determine whether to establish/continue the relationship with the Business Partner, and consistent with SPE Cricaré's corporate policies and applicable laws, including, without limitation: (i) the U.K. Bribery Act; (ii) the U.S. Foreign Corrupt Practices Act; (iii) the laws of Brazil; (iv) the laws of any other jurisdiction(s) in which the Business Partner and its Affiliates[[1]](#footnote-1) are organized; and (v) the laws of the jurisdiction(s) in which the Business Relationship (as defined below) is being or will be undertaken (collectively, the "**Anti-Corruption Laws**"), the Business Partner agrees to provide SPE Cricaré with complete, true and accurate information as requested below.

The business relationship consists of [DESCRIBE PROPOSED RELATIONSHIP] (the "**Business Relationship**").

The Business Partner has completed this Questionnaire as completely, truthfully and accurately as possible, attaching additional documents as necessary and as requested. The Business Partner: (i) understands that SPE Cricaré is entering into the Business Relationship in reliance upon the Business Partner's answers in this Questionnaire; (ii) represents and warrants that the answers given in this Questionnaire are complete, true and accurate as of the date on which the Business Partner signs this Questionnaire; and (iii) agrees that upon signing this Questionnaire it shall become integral to and a material representation of the Business Partner under any agreement between the Business Partner and SPE Cricaré, upon which SPE Cricaré may rely. Upon completion of this Questionnaire, it shall be signed and returned to SPE Cricaré.

In completing this Questionnaire, if the appropriate response to any question or information requested is "none", the Business Partner should insert "None" rather than "N/A", "not applicable" or leaving blank.

1. **CONSTITUTIONAL DOCUMENTS; BUSINESS INFORMATION**

Please provide all constitutional documents (*e.g.*, memorandum of association, articles of association, by-laws and certificate of incorporation (or equivalent)) of the Business Partner, and kindly fill in the information requested below:

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| **Full legal name:** |  |
| **Other assumed names or business names:** |  |
| **Former legal names (and period in use):** |  |
| **Business address:** |  |
| **Registered address (if different to business address):** |  |
| **Telephone & Fax numbers:** |  |
| **E-mail address:** |  |
| **Web page address:** |  |
| **Type of organization (***e.g.***, publicly listed company (if so, where), limited company, LLC, LLP, partnership, sole proprietorship):** |  |
| **Country and date of establishment:** |  |
| **Commercial registration number:** |  |
| **Tax ID:** |  |
| **Describe current nature of Business Partner's current business activities:** |  |
| **How long engaged in current business:** |  |
| **Number of permanent employees:** |  |

1. **IDENTITY, OWNERSHIP STRUCTURE AND AFFILIATES**

Please list the names of all Affiliates of the Business Partner, as well as direct or indirect owners of Business Partner, together with their respective ownership percentage (if your shares are listed on a stock exchange, you need only identify shareholders holding more than a 5% equity interest):

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1. **DIRECTORS AND OFFICERS**

As of the date of this Questionnaire, please provide the names, nationality and country of residence of all directors and senior management officers, for each of the Business Partner and any of its Affiliates to the extent relevant for the Business Relationship:

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| --- | --- | --- | --- |
| **Name, Former name(s) / Alias(es), Nationality, Country of Residence, Date of Birth** | **Position (Officer/Director)** | **Company (if Officer/Director of an Affiliate)** | **Number of shares held in Business Partner and % ownership** |
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1. **BUSINESS RELATIONSHIP INVOLVEMENT**

Please list the Business Partner's main contact person in connection with the Business Relationship and all other persons who will be directly involved with the Business Relationship. Please attach a copy of the resume or C.V. of such persons, including such information as education and business experience:

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Country/ies to which the Business Relationship primarily relates: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

1. **BANK AND CREDIT REFERENCES**

In the event SPE Cricaré is expected to pay monies to the Business Partner in furtherance of the contemplated Business Relationship, kindly provide information related to the Business Partner's bank:

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| --- | --- |
| **Name of bank in which Business Partner has established an account:** |  |
| **Bank account number:** |  |
| **Wire transfer details, *i.e.*, IBAN, SWIFT, etc.:** |  |
| **Name of bank account owner:** |  |
| **Domicile/location of bank account (and, if different to the Business Partner's country of domicile, please explain why):** |  |
| **Name, phone no. and e-mail address to contact person in bank:** |  |

1. **REFERENCES**

Please provide previous relevant experience and professional/personal references, which SPE Cricaré is expressly permitted to contact as a background check in connection with the Business Relationship:

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| --- | --- | --- |
| **Name of Project and Client, Addresses, Telephone no., webpage:** | **Other public references (*e.g.*, listing in trade journal):** | **Personal references (from any Client, employer or otherwise): Name/ title/ address/email/ telephone no.):** |
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1. **ANTI-CORRUPTION LAWS**

Is Business Partner familiar with the prohibitions of the Anti-Corruption Laws?

No: [ ] Yes: [ ]

Has the Business Partner or any of its Affiliates or any of their respective employees, officers, directors or shareholders previously been, or is any of them currently: (i) the subject of an investigation or accusation of violating Anti-Corruption Laws; (ii) engaged in any practice involving the offering/providing or requesting/accepting anything of value for the purpose of obtaining an improper advantage; (iii) engaged in offering/providing/requesting/accepting an improper advantage in order to induce or influence anyone's performance of its functions or (iv) accepting anything of value the act of which would constitute an improper performance of a function or activity?

No: [ ] Yes: [ ] (if yes, please explain below:)

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1. **PUBLIC OFFICIALS**

Are or have any of the following individuals been a Public Official?[[2]](#footnote-2)

* Officers, directors, owners, shareholders (having more than 5% of direct or indirect interest in the Business Partner), of the Business Partner or its Affiliates
* Any Close Family Members[[3]](#footnote-3) of any of the above
* Any agent, representative or consultant to the Business Partner or any of its Affiliates as is relevant for the Business Relationship

No: [ ] Yes: [ ]

If yes, please identify all such individuals, their position and the corresponding governments, agencies or organizations:

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| --- | --- | --- | --- |
| **Name** | **Position in/relationship to Business Partner** | **Position and Duties in Government/Department/ Agency/Organization/ Political Party and duration in post** | **Elected or appointed to the public position?** |
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1. **IDENTIFICATION OF CONTRACTS WITH PUBLIC BODIES AND REPRESENTATIVES**

Please identify each contract, understanding or agreement relevant to the Business Relationship that the Business Partner or its Affiliates currently has or has previously had with: (i) any government or any department, agency, or instrumentality thereof (including national oil companies or other state-owned enterprises), political party, or public international organization; and (ii) any other agents, consultants or other representatives involved or expected to be involved in the Business Relationship (such as those providing services in territories covered by the Business Relationship):

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| --- | --- | --- | --- |
| **Title of Contract:** | **Contracting Parties:** | **Nature of Contract:** | **Payments made by Business Partner or its Affiliates** |
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Are any of the agents, consultants or other representatives listed above current or former Public Officials?

No: [ ] Yes: [ ]

If "Yes", identify all such agents, consultants or other representatives and their current or former official positions, and describe their relationships to relevant Public Officials:

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1. **IDENTIFICATION OF FACILITATION PAYMENTS AND PER DIEM/LODGING AND TRAVEL EXPENSES**

Please identify and describe each instance relevant to the Business Relationship in which the Business Partner or any of its Affiliates are making, intend to make or have made any facilitation payment to any Public Official privately for the performance of any duty affecting the operations or value of Business Partner or its applicable Affiliate or its or their customers:

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| --- |
| Fill in |

Please describe any instances relevant to the Business Relationship in which the Business Partner or any of its Affiliates has paid the expenses (travel, meals, lodging, per diem, etc.) of or provided any other benefit to any Public Officials or their Close Family Members in connection with the promotion of goods or services of Business Partner, SPE Cricaré, any client or customer of Business Partner, or any of their Affiliates:

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| Fill in |

1. **BUSINESS PARTNER ANTI-CORRUPTION PROGRAM**

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| **Question** | **Yes** | **No** |
| Has your anti-corruption policy been approved by senior management and the board of directors? |  |  |
| Is your anti-corruption compliance program overseen by the board of directors? |  |  |
| Do you regularly perform corruption risk assessments of your organization? |  |  |
| Do you have an anti-corruption training program? |  |  |
| Do you have an anti-corruption audit program? |  |  |
| Do you monitor and audit anti-corruption compliance? |  |  |
| Do you have a code of ethics separate to an anti-corruption policy? |  |  |

1. **ANNUAL REPORT & FINANCIAL STATEMENTS**

Please provide a copy of the Business Partner's most recent annual report and financial statements, including an auditor's statement, if any.

1. **OTHER COMMENTS**

Please add any other comments you may have:

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The Business Partner hereby represents and warrants that the information contained herein and all other information that the Business Partner has provided separately is complete, true and accurate.

For Business Partner:

# Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Title: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

1. "**Affiliate**" means in relation to Business Partner, such Person that directly or indirectly through one or more intermediaries, controls Business Partner (*e.g.*, parent company), is controlled by Business Partner (*e.g.*, subsidiary company), or is under common control with Business Partner (*e.g.*, associated company). "**Control**" means ownership of more than fifty percent (50%) of the voting shares, securities or interest in the profits of the controlled Person or the direct or indirect right to determine its actions by contract or otherwise. "**Person**" means an individual, corporation, limited liability company, company, general or limited partnership, joint venture, trust, estate or other business organization, governmental body, entity or association of any nature whatsoever. [↑](#footnote-ref-1)
2. "**Public Official**" includes any officer or employee of a government or any department, agency, or instrumentality thereof (including national oil companies), political party, or public international organization (such as the World Bank Group), or any person acting in an official capacity for or on behalf of any such government, or department, agency, or instrumentality, or for or on behalf of any such public international organization, or any political party or official thereof or candidate for political office. [↑](#footnote-ref-2)
3. "**Close Family Members**" includes (i) spouses or live-in companions, (ii) parents of all tiers and children of all tiers and brothers and sisters; (iii) parents of all tiers and children of all tiers and brothers and sisters to a person as mentioned in (i); and (iv) spouses or live-in companions to a person mentioned in (ii). [↑](#footnote-ref-3)