



# Anti-Bribery and Corruption Policy

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### Revision History

Version	Date Change Made	Section	Change Made By	Description of Change
<b>Initial v1.0</b>	February 2023	All	Law Department	Initial document creation

## Anti-Bribery and Corruption Policy

### 1. Background and Scope

This Policy applies to Wood Mackenzie Ltd and all of its affiliates and subsidiaries (each affiliate and subsidiary is hereinafter called a “Group Company” and Wood Mackenzie Ltd., and the Group Companies are hereinafter collectively called “Wood Mackenzie”).

The global nature of the business of Wood Mackenzie often requires that Wood Mackenzie interacts with officials of various governments around the world. Wood Mackenzie’s policy and applicable United States and foreign law establish certain limits on those interactions. Wood Mackenzie is committed to carrying out business fairly, honestly, and openly with zero tolerance toward bribery and corruption by those employed by and associated with Wood Mackenzie. Wood Mackenzie believes that bribery and corruption are significant barriers to open and fair competition for goods and services.

### 2. Policy Statement

It is Wood Mackenzie’s policy that directors, officers, employees, and all persons and organizations acting on its behalf (e.g., Associated Persons) are prohibited from offering or paying, directly or indirectly, any Bribe to any employee, official, or agent of any government, commercial entity, or individual in connection with Wood Mackenzie’s business or activities. Likewise, acceptance of any Bribe in connection with Wood Mackenzie’s business or activities is prohibited. This Anti-Bribery and Corruption Policy (Policy) applies across all jurisdictions in which Wood Mackenzie operates and to all Wood Mackenzie employees and Associated Persons regardless of local customs or practices.

This Policy does not preclude reasonable and appropriate hospitality designed to encourage constructive relationships with Wood Mackenzie customers, prospects, and others rather than influence a particular decision.

Wood Mackenzie maintains books, records, and accounts that accurately and fairly reflect all of Wood Mackenzie’s financial transactions and provide assurance that all such transactions are properly authorized and executed. All individuals to whom this Policy applies have a responsibility to comply with this Policy and a duty to report any suspected violations of this Policy through established reporting procedures. Anyone found to have violated this Policy is subject to disciplinary action up to and including dismissal as well as any and all appropriate civil and criminal sanctions.

Wood Mackenzie’s Senior Vice President and General Counsel is the officer responsible for this Policy.

This Policy is provided to all employees and Associated Persons of Wood Mackenzie. This Policy may be shared only in accordance with the Data Classification and Handling Policy available on the Enterprise Risk Management & Compliance intranet site or by contacting the office of the General Counsel.

### 3. Purpose

It is the policy of Wood Mackenzie to comply with the laws of the countries in which it operates, including laws designed to combat bribery and corruption. These laws have wide scope and hidden complexities that

necessitate formal policies and procedures be in place to ensure that all Wood Mackenzie employee conduct themselves consistent with these laws. This Policy sets forth the framework for assuring compliance with all applicable anti-bribery and corruption laws.

## 4. Audience

The audience includes all Wood Mackenzie directors, officers, employees, and Associated Persons acting on behalf of Wood Mackenzie across all physical locations.

## 5. Definitions

### 5.1 Associated Person

An Associated Person is any third-party agent, broker, contractor/sub-contractor, consultant, associate, intermediary, introducer, distributor or any other third party that performs work involving interactions with external third parties on behalf of Wood Mackenzie.

### 5.2 Bribe

A Bribe is any offer, promise, or authorization to give money, goods, gratuities, meals, entertainment, services, jobs, or job offers, travel, gifts, benefit, or other things of value with the intent to obtain or retain business, gain any improper advantage, or induce or reward Improper Performance, where the recipient is expected to:

- act in bad faith
- act in a prejudicial or unfair manner
- violate a position of trust
- violate the law or his or her lawful duty
- provide an improper advantage

It is an offense to offer, promise, authorize, or accept a Bribe either directly or through an Associated Person.

It is not necessary for the Bribe to be accepted for a violation to occur—an offer or promise of a Bribe is sufficient. It is also not necessary for the individual making the Bribe to know the identity of the recipient, nor does the Foreign Public Official need to fulfil a promise to act for a violation to occur.

### 5.3 Facilitation Payment

A Facilitation Payment is a small amount of cash that is paid to expedite or facilitate a routine government action (granting licenses, turning on utilities, processing visas and other government papers, providing police or other local services, etc.). The U.S. Foreign Corrupt Practices Act (FCPA) permits a company or individual to make a facilitating or expediting payment if such payment is related to a routine, ordinary, nondiscretionary, commonly performed governmental action by a Foreign Public Official and which Wood Mackenzie is entitled to receive. However, the U.K. Bribery Act (Bribery Act) does not permit Facilitation Payments; and many times, Facilitation Payments may be illegal under local law.

### 5.4 Foreign Public Official

A Foreign Public Official is an individual who:

- holds a legislative, executive, administrative, or judicial position of any kind, whether appointed, elected, or ceremonial, of a country or territory outside of the United States or, under the Bribery Act, outside of

the United Kingdom

- exercises a public function for or on behalf of a country or territory or for any public agency, ministry, department, commission, or enterprise of that country or territory, including state-owned companies
- any officer, director, or employee of a state-owned company
- serves as an official agent of a public international organization
- works for any foreign political party or official
- is a candidate for foreign political office
- is an associated person of any of the above

Further examples of Foreign Public Officials are included in Appendix 6.

## 5.5 Hospitality and Gifts Register

A Hospitality and Gifts Register (Register) is a document maintained by Wood Mackenzie that provides information about all gifts or hospitality given or received by employees and Associated Persons of Wood Mackenzie operating in non-U.S. countries. A sample Register is included in Appendix 5.

## 5.6 Improper Performance

Improper Performance means performance that amounts to a breach of an expectation that a person will act in good faith, impartially, or in accordance with a position of trust.

## 5.7 Local Risk Management

Local Risk Management is the individual or individuals at each jurisdiction designated to be responsible for compliance matters on behalf of Wood Mackenzie. Local Risk Management works closely with Enterprise Risk Management & Compliance staff on all anti-bribery and corruption matters and is responsible for implementing and maintaining compliance with this Policy.

## 5.8 Political Association

An association, committee, or other organization, other than a political party, which accepts contributions or makes expenditures to promote the nomination of an individual for an elective public office, including governors' associations, active Political Action Committees (PACs) as recognized by applicable governmental registration requirements, super PACs and other similar political organizations as that term is defined in U.S. Internal Revenue Code section 527(e)(1) (i.e., "527 groups").

## 5.9 Political Candidate

Candidate means an individual who is currently registered, with the appropriate governmental authority, as a candidate for election to any federal, state, or local public office.

## 5.10 Political Contributions

A payment of money or other thing of value directly made on behalf of Wood Mackenzie to any political candidate, any political party, or any political association with the intent to influence any election to any federal, state, or local public office.

## 5.11 Political Party

An association, committee, or organization which nominates or selects a candidate for election to any federal, state, or local public office, whose name appears on an election ballot as the candidate of the association, committee, or organization for such office.

## **5.12 Trade Association**

A membership organization of persons engaging in a similar or related line of commerce, organized to promote and improve business conditions in that line of commerce, and which holds itself out as a trade association, and not to engage in a regular business of a kind ordinarily carried on for profit, and no part of the net earnings of which inures to the benefit of any member.

# **6. Anti-Bribery Laws and Requirements**

## **6.1 Foreign Corrupt Practices Act**

Wood Mackenzie is subject to the Foreign Corrupt Practices Act (FCPA), which prohibits payments or gifts to foreign government officials, foreign political parties (or officials thereof), and foreign political candidates intended to influence the official's decision, provide an unfair advantage, or reward Improper Performance. The FCPA also prohibits making payments indirectly through third parties (such as agents, consultants, contractors, and joint venture partners) if the organization knows or should have known that the payment will be used for unlawful purposes. The FCPA requires companies to keep accurate books and records and to maintain an adequate system of internal accounting controls.

## **6.2 U.K. Bribery Act**

The U.K. Bribery Act (Bribery Act) goes beyond the scope of the FCPA. The Bribery Act applies to all operations of organizations with a close connection to the United Kingdom and covers both the public and private sectors. Actions under the Bribery Act are judged by whether they are intended to induce or reward Improper Performance. The Bribery Act makes it a criminal offense (for both the organization and individuals) to receive as well as give a Bribe. The law does not contain an exemption for Facilitation Payments. The Bribery Act requires organizations to put in place adequate procedures to prevent bribery. The Bribery Act holds directors of companies personally liable for lack of adequate procedures.

Both the FCPA and the Bribery Act are strict liability laws, which means both intentional and unintentional behavior violating the laws will be penalized. Each law carries stiff penalties for violations by Wood Mackenzie, individual employees, and Associated Persons acting on behalf of Wood Mackenzie.

## **6.3 Other Anti-Bribery and Corruption Laws**

Many countries where Wood Mackenzie is located or conducts business have their own anti-bribery and corruption laws or have ratified one of the major international treaties against corruption with which Wood Mackenzie employees are required to comply. When traveling overseas on Wood Mackenzie business, employees must comply with the local laws of those countries they are visiting, even if those local laws are not rigorously enforced. A violation of a local anti-bribery or corruption law can trigger violations of the FCPA and the Bribery Act, subject the employee to harsh treatment by local law enforcement that does not meet Western standards, or expose the employee to potential blackmail or extortion.

While the specific language or scope of the laws applicable to Wood Mackenzie's operations in various countries may differ, Wood Mackenzie employees should seek to conduct themselves with honesty and



integrity at all times, avoiding even the appearance of impropriety.

## 7. Scope

### 7.1 Who

This Policy applies to all of Wood Mackenzie's affiliates and subsidiaries and their respective officers, directors, employees, and Associated Persons regardless of their physical location of the office or territories in which the office is operating.

### 7.2 Where

This Policy applies regardless of physical location, residence, or the applicable territories within which we operate.

### 7.3 Responsibility

The Office of the General Counsel is responsible for:

- serving as the officer responsible for this Policy

The Office of the General Counsel and Law Department or a designee of this office is responsible for:

- oversight and monitoring of compliance with this Policy updating and revising this Policy, as required, at least annually
- reviewing each anti-bribery and corruption risk assessment and associated regulatory risk registers completed
- developing, implementing, and administering the completion of annual anti-bribery and corruption training
- investigating any concerns raised regarding compliance with this Policy
- ensuring that all potential mergers and acquisitions of new organizations by Wood Mackenzie have been assessed substantially in accordance with the Preacquisition Due Diligence Checklist outlined in Appendix 9
- updating and revising this Policy, as required, at least annually
- conducting any investigations required resulting from concerns raised regarding compliance with this Policy

The Chief Executive Officer is responsible for achieving Policy compliance with support from the Enterprise Risk Management & Compliance Department, the Law Department, and/or Local Risk Management, including by:

- enacting the necessary processes to ensure that Wood Mackenzie adheres to this Policy.
- knowing the risk level of each location where they conduct business
- completing an annual risk assessment and any associated regulatory risk registers
- ensuring all employees acknowledge receipt and understanding of this Policy
- ensuring all Associated Persons follow this Policy or have an equivalent anti-bribery and corruption policy
- ensuring all employees and Associated Persons complete required anti-bribery and corruption training
- monitoring and reviewing compliance with this Policy and associated procedures
- maintaining detailed financial books and records, receipts, and internal controls to ensure that all expenses and payments are properly documented and transparent (See Appendix 2: Record-Keeping Guidance.)
- conducting third-party due diligence before engaging an Associated Person to perform services or act on Wood Mackenzie's behalf, annual monitoring of third-party vendors, and audits on any Associated Person

where payments exceed \$5,000 per year and the office is located in a country with a Corruption Perceptions Index of less than 50, as determined by Transparency International

- maintaining a Register if the country corruption risk level is “Medium” or “High” as determined by the annual risk assessment
- cooperating with and assisting Wood Mackenzie’s Enterprise Risk Management & Compliance and Law Departments with any investigations of suspicious activities
- immediately informing Wood Mackenzie’s Enterprise Risk Management & Compliance and Law Departments of any requests for Facilitation Payments, suspicious activities, and any other high-risk occurrences

Local Risk Management is responsible for:

- assisting in the implementation of this Policy and any associated policies and procedures required to maintain compliance with this Policy
- assisting with any investigation of suspicious activities or concerns raised under the direction of the Enterprise Risk Management & Compliance and Law Departments

Employees and Associated Persons are responsible for:

- ensuring that they do not offer or accept any financial or other inducement that could be interpreted as a Bribe
- notifying Wood Mackenzie’s Enterprise Risk Management & Compliance and Law Departments as soon as possible if they believe or suspect that this Policy was breached or may be breached in the future
- annually reading and completing an acknowledgment of receipt and understanding of this Policy
- completing all required anti-bribery and corruption training at time of hire, at least annually, and as required

## 8. Wood Mackenzie Anti-Bribery Procedures

### 8.1 Risk Assessment

Enterprise Risk Management & Compliance Department must assess the nature and extent of Wood Mackenzie’s potential external and internal risks of bribery by persons employed or associated with it. This requires the completion of an annual risk assessment questionnaire and any associated regulatory risk registers. Additional risk assessments may be required if there are changes in operations, geographic locations, laws and regulations, or other underlying facts and circumstances. The completed and analysed risk assessments will be provided to the cross-functional Compliance Council for review. The completed assessments will be subject to audit.

### 8.2 Employee and Associated Person Acknowledgment and Training

This Policy, as well as all associated procedures, must be understood throughout the organization. Each employee and Associated Person will acknowledge reading this Policy and understanding its requirements. All employees are required to complete anti-bribery and corruption training at time of hire, at least annually, and as required.

### 8.3 Monitoring and Reviewing Compliance with This Policy

The Enterprise Risk Management & Compliance Department and the Wood Mackenzie Compliance Council will review ongoing compliance with this Policy and required procedures across Wood Mackenzie.

## 8.4 Reporting Facilitation Payments, Suspicious Activity, and Other High-Risk Activities

All Wood Mackenzie employees and Associated Persons are responsible for immediately informing the Enterprise Risk Management & Compliance and the Law Department of any requests for Facilitation Payments, suspicious activity reports, or any other high-risk occurrences. Wood Mackenzie employees and Associated Persons can submit such reports using the [Report A Concern](#) web page, where they can report concerns online or by telephone.

## 8.5 Associated Persons Due Diligence

The Enterprise Risk Management & Compliance Department must conduct, complete, and document appropriate due diligence procedures before engaging an Associated Person (third-party vendor, agent, contractor, etc.) in a foreign country. The Enterprise Risk Management & Compliance Department must also conduct an annual review and attestation of all engaged Associated Persons.

### 8.5.1 Onboarding/Engaging Associated Persons

The Wood Mackenzie business stakeholder requesting approval of an Associated Person is responsible for obtaining information outlined in the Due Diligence Checklist (Appendix 3) from the prospective Associated Person and submitting it to the Enterprise Risk Management and Compliance Department for review and approval prior to entering into a contract.

The Enterprise Risk Management & Compliance Department is required to:

- conduct due diligence using the Associated Persons Due Diligence Checklist (Appendix 3) and any other appropriate due diligence to document a thorough review of all Associated Persons before entering into a contract
- ensure all appropriate language is included in all contracts with Associated Persons, including (1) the requirement for the Associated Person to create and maintain a Register and Wood Mackenzie's right to conduct audits, (2) the requirement to complete an annual attestation regarding anti-bribery and corruption compliance, and (3) an agreement to abide by the Policy and complete Wood Mackenzie training or attest that the Associated Person has an anti-bribery and corruption policy, program, and training in place that is equivalent to Wood Mackenzie's and is subject to audit (See Appendix 8 for sample vendor contract language.)
- engage an outside investigation firm to conduct an in-depth review of an Associated Person in high-value transactions, contracts, or activities, if required.

### 8.5.2 Ongoing Associated Person Monitoring

The Enterprise Risk Management & Compliance Department must:

- require Associated Persons to complete an Anti-Bribery and Corruption Annual Attestation (Appendix 4) at least annually
- conduct audits of Associated Persons based on assessed risk level determined as part of the Associated Person's onboarding and/or responses to the required annual attestation

### 8.5.3 New Business, Change in Business, and Contracts with External Parties

Where Wood Mackenzie employee or Associated Persons seek to develop new avenues for business or where the nature of the business changes, they should inform the Enterprise Risk Management & Compliance Department to undertake a risk assessment (and due diligence where appropriate) of the circumstances. Where a business relationship with an external party is sought or newly established or the

nature of the relationship has changed, the Enterprise Risk Management & Compliance Department must exercise and document appropriate due diligence to ensure there are no circumstances giving rise to a concern.

## 8.6 Hospitality and Gifts

Wood Mackenzie does not seek to prohibit reasonable and good-faith hospitality, advertising, sponsorship, and promotional or other similar business expenditure, as it is recognized that this constitutes an established and important part of building constructive relationships. Some hallmarks of appropriate hospitality and business gifts are that they are of reasonable value and are given openly and transparently, properly recorded in Wood Mackenzie's books and records, provided only to reflect esteem or gratitude, and permitted under local law.

However, hospitality, promotional, and similar business expenditures can be used as Bribes. Wood Mackenzie prohibits the giving and receiving of hospitality or business gifts and related expenses when the intention is to gain an improper advantage or to induce or reward Improper Performance. Wood Mackenzie also prohibits the giving and receiving of hospitality or business gifts when the act of doing so places the recipient under any obligation, either currently or in the future.

### 8.6.1 Certain Hospitality and Business Gifts Expressly Prohibited

The following hospitality and business gift items are expressly prohibited under this Policy:

- quid pro quo arrangements
- cash gifts (other than customary gratuities authorized in advance by management)
- provision or acceptance of entertainment of a sexual nature

All concerns must be reported immediately to Wood Mackenzie's Enterprise Risk Management & Compliance and Law Departments using the Report a Concern web page. Reports can be submitted online or by phone as preferred.

Under this Policy, all hospitality and business gifts:

- must be within the applicable law
- should comply with the rules and policies of the recipient's organization
- must be properly documented
- should be an infrequent occurrence between giver and recipient
- may include modest meals with people with whom Wood Mackenzie does business (such as providing a modest lunch after a meeting)
- may include the occasional provision of attendance at sporting or cultural events if intended to build constructive business relationships rather than to receive or confer an advantage
- may include the provision of small promotional gifts, such as diaries, pens, and calendars

Staff responsible for reviewing expense claims should be alert to any hospitality or gifts that may be construed as a Bribe.

### 8.6.2 Government Official Travel Expenses

Wood Mackenzie allows reimbursement of reasonable travel expenses for public officials in connection with a

Wood Mackenzie- sponsored event. Any payments to public officials can create an appearance of impropriety, so special care should be taken to ensure that the payments are open and transparent. Prior to any payment for a public official, an approval has to be granted in advance, and such approval and those transactions must be carefully documented. Whenever possible, payment for travel expenses of public officials should be paid to the governmental entity rather than the public official directly. Complete documentation related to all travel arrangements must be obtained for record-keeping purposes. All concerns regarding public official travel expenses should be reported to the Enterprise Risk Management & Compliance and Law Departments using the Report a Concern web page. Reports can be submitted online or by phone as preferred.

The following procedures related to travel and lodging expenses for public officials shall be adhered to:

- Any expense to Wood Mackenzie-approved preferred service providers should be paid directly by Wood Mackenzie.
- No cash payment should ever go directly to a public official.
- Always follow Wood Mackenzie's travel and expense policy when paying for travel and lodging expenses.
- Avoid extravagant travel expenses (e.g., flying first class, staying at five-star hotels).
- Paying for a public official's family members to participate in travel is not permitted.
- Scheduling or planning any unrelated side trips for the public official (e.g., private trips to Las Vegas or Disney World) is not permitted.

If the assessed risk level of the Wood Mackenzie affiliate or subsidiary is other than "Low," that Wood Mackenzie affiliate or subsidiary is required to maintain a Register as outlined in Appendix 5.

The following Hospitality and Business Gifts documentation applies to any Wood Mackenzie affiliate or subsidiary categorized as a "Medium" or "High" risk level for all or part of their operations, based upon the completed risk assessment:

- Wood Mackenzie will establish and maintain a Register to record all business gifts and hospitality given and/or received and the reason for the gift or hospitality. Each employee or Associated Person giving or receiving gifts or hospitality is required to update the Register either in advance or immediately after any gift or hospitality has been given or received. The Register must include the appropriate authorization for the gift or hospitality. At a minimum, the Register must include:
  - date when the gift or hospitality was given or received
  - recipient of the gift or hospitality, including name, title or position, company name, and company address
  - type of gift (e.g., lunch, tickets to a sporting event, leather backpack, etc.) and value in U.S. dollars
  - giver of the gift, including name, title, and company name, company address, and type of gift or hospitality (if received by a Wood Mackenzie employee or Associated Person)
  - authorized signature and title of the person approving the gift, and the date of approval
- Receipts must be provided.
- The Enterprise Risk Management & Compliance Department must implement a hospitality and gifts policy and procedure for all Wood Mackenzie affiliates and subsidiaries.
- Wood Mackenzie employees and Associated Persons being offered business gifts should refer the offer to their direct manager and accept only if approved in accordance with the applicable process, or the gift is consistent with the policy established by Wood Mackenzie and recorded in the Register.
- All business gifts should be received or given only as the appropriate approver or his or her designee authorizes.
- Each approver or his or her designee is responsible for ensuring that any gift or hospitality is reasonable and proportionate in each individual circumstance. They can seek guidance from the Wood Mackenzie

Enterprise Risk Management & Compliance and Law Departments.

- All hospitality and gifts must be made openly and documented appropriately.
- Staff processing expense claims should check expenses against the Hospitality and Gifts Register to ensure recording and appropriate authorization have taken place.

Wood Mackenzie employees should report all concerns to Wood Mackenzie's Enterprise Risk Management & Compliance and Law Departments. All Registers are subject to audit by Wood Mackenzie's Enterprise Risk Management & Compliance Department.

## 8.7 Facilitation Payments

Facilitation Payments are small amounts of cash paid to speed up or facilitate routine government action (granting licenses, turning on utilities, processing visas and other government papers, providing police or other local services, etc.). The Foreign Corrupt Practices Act (FCPA) permits a company or individual to make a Facilitation Payment if such payment is related to a routine, ordinary, nondiscretionary, commonly performed governmental action by a Foreign Public Official and which Wood Mackenzie is entitled to receive. Routine government action does not include a decision to award new business or continue business with a particular party. The Bribery Act, however, does not permit Facilitation Payments, and many times Facilitation Payments may be illegal under local laws. Additionally, whether facilitating or expediting payments are permissible depends heavily on the circumstances of each case.

Wood Mackenzie does not want to make a Facilitation Payment and then discover that it is perceived by authorities as an improper payment.

Facilitation Payments to Foreign Public Officials are permitted only in the following circumstances:

- The payment is permitted by local laws.
- The payment is permitted by governmental policies or code of conduct. (Note: Many state-owned enterprises have strict policies that prohibit Facilitation Payments.)
- The Wood Mackenzie affiliate or subsidiary is not located in, conducting a transaction in, or not otherwise connected to the United Kingdom.
- Wood Mackenzie policies do not prohibit the payment.
- The Wood Mackenzie affiliate or subsidiary has completed a risk assessment.
- The payment is for a routine government action and is not a discretionary act.
- The payment is not for obtaining or retaining business with the foreign government.
- The payment is only intended to reflect the timing of the action and not the decision to act itself.
- The payment is a small amount.
- The person making or authorizing the payment is not a citizen of the United Kingdom.
- The payment is directed to a low-level government employee and not to an official with decision-making authority.
- The person making or authorizing the payment reports the payment to Wood Mackenzie's Enterprise Risk Management & Compliance and Law Departments within ten (10) business days
- The payment is properly and accurately recorded in Wood Mackenzie's books and records.

Any Wood Mackenzie affiliate, subsidiary, or Associated Person falling under the jurisdiction of the Bribery Act may not make a Facilitation Payment unless a Wood Mackenzie employee's life or liberty or Wood Mackenzie assets are in danger. All requests for Facilitation Payments must be reported to Wood Mackenzie's Enterprise Risk Management & Compliance and Law Departments as soon as reasonably possible.

Certain expediting fees may not be Facilitation Payments and may be legitimate payments for faster service. In this case, if a Foreign Public Official is offering an expediting fee and the fee is:

(1) posted or advertised to the general public, (2) payable by check or credit card or other traceable transaction, and (3) documented by a receipt or invoice, then the fee is most likely not a Facilitation Payment and is permissible. If any of these elements are missing, there is a greater chance that this fee is improper, and the Wood Mackenzie employee should not pay it.

## **8.8 Books and Records and Internal Controls**

Bribes are often concealed under the guise of legitimate payments, such as commissions or consulting fees. Under the FCPA, Wood Mackenzie is obligated to maintain books and records and accounts, in reasonable detail, that accurately and fairly reflect transactions and the disposition of its assets. There is no minimum or materiality threshold under the FCPA's books and records provisions.

Both the FCPA and the Bribery Act require internal controls designed to prevent and detect Bribes. Internal controls over financial reporting are the processes that Wood Mackenzie uses to provide reasonable assurances regarding the reliability of financial reporting and the preparation of financial statements.

When Wood Mackenzie employees are dealing with a transaction subject to the FCPA or the Bribery Act, they should document all expenses and ensure that:

- the expenses are properly labeled and described
- management has provided written approval for expenses in accordance with Wood Mackenzie policy
- invoices, receipts, or other documents are correctly itemized and provide sufficient descriptions to ensure that the expenses can be properly identified and accounted for

Even if an employee does not intend to make a Bribe, an expense, no matter how small, that is not accurately explained or described can be viewed as an improper payment. Guidance on proper record keeping is available in Appendix 2.

## **8.9 Donations**

Wood Mackenzie prohibits making charitable donations on behalf of Wood Mackenzie where the purpose of the donation is to conceal payments made to influence Foreign Public Officials corruptly or to secure an advantage. Any charitable donations must be made without expectation of reward. A designated Wood Mackenzie Global Executive Team member will authorize, execute, and record all charitable donations made on behalf of Wood Mackenzie. Authorized donations must be made in Wood Mackenzie's name and not in the name of any Foreign Public Official. This Policy does not prevent individual employees, officers, or directors from making charitable donations on their own behalf. Wood Mackenzie will not reimburse anyone, directly or indirectly, for personal charitable donations.



## 8.10 Political Contributions and Payments to Trade Associations

### 8.10.1 Political Contributions

Political contributions made on behalf of Wood Mackenzie are prohibited. This Policy does not prevent individual employees, officers, or directors from making political contributions or engaging in political activities on their own behalf. Wood Mackenzie may not reimburse anyone, directly or indirectly, for personal political contributions.

### 8.10.2 Payments to Trade Associations

Except as otherwise provided by this Policy, payments to any trade association may be made only where permitted by law and with the prior approval of the General Counsel or his or her designee. All permissible payments to any trade association made on behalf of Wood Mackenzie should be properly authorized, executed, and recorded.

## 8.11 Reporting Concerns and Escalation Procedures

Wood Mackenzie employees have a responsibility to prevent, detect, and report all instances of possible bribery and corruption. All employees should be alert to the possibility of bribery and corruption. Anyone who has concerns regarding acts or potential acts of bribery or corruption should first speak with his or her direct manager. If for any reason an employee is unable to speak with his or her direct manager, the employee should contact Wood Mackenzie's Enterprise Risk Management & Compliance and Law Departments. Employees can report concerns anonymously 24 hours a day, 7 days a week, 365 days a year using the [Report a Concern](#) web page.

Wood Mackenzie will treat all reports with the utmost confidentiality and protect from retaliation all employees making such a report in good faith. All Wood Mackenzie employees and Associated Persons are responsible for immediately informing Wood Mackenzie's Enterprise Risk Management & Compliance and Law Departments of all suspicious activity.

## 8.12 Training and Communication

All Wood Mackenzie employees and Associated Persons shall receive a copy of this Policy and are required at time of hire or retention, and annually thereafter, to acknowledge receipt of the Policy and to confirm that they have read and understood it.

All employees are required to complete training on anti-bribery and corruption, Wood Mackenzie Anti-Bribery and Corruption Policy, and Wood Mackenzie's required procedures. The Enterprise Risk Management & Compliance Department has developed a training deployment plan to ensure that all employees complete the training at time of hire and annually thereafter.

The Enterprise Risk Management & Compliance Department publishes a copy of this Policy on all appropriate Wood Mackenzie intranet sites and in employee handbooks where applicable. Enterprise Risk Management & Compliance will communicate any changes to this Policy to all employees.

## 9. Responsible Officer

The Global Head of Compliance acts as Wood Mackenzie's Anti-Bribery and Corruption Policy Officer and is



responsible for monitoring, updating, and maintaining the Anti-Bribery and Corruption Policy and related procedures. The Enterprise Risk Management & Compliance Department and the office of the General Counsel will support and assist in implementing and managing this Policy.

## 10. Disciplinary Action

Wood Mackenzie will investigate any potential breach in accordance with internal policies and procedures as well as corporate disciplinary procedures. Disciplinary action will be commensurate with the violation and consistent with local requirements, which may include immediate dismissal. Retaliation against an employee for complying with this Policy or making a whistleblower complaint is strictly prohibited.

## Appendix 1: Anti-Bribery and Corruption Policy FAQ

The following Anti-Bribery and Corruption Policy FAQ provides additional guidance to all Wood Mackenzie employees and Associated Persons.

### **Who is covered by this Policy?**

This policy applies to Wood Mackenzie and all officers, directors, and employees regardless of where Wood Mackenzie conducts business operations. It also applies to any Associated Person (third-party vendor, agent, associate, contractor, or temporary employee) engaged by and acting on behalf of Wood Mackenzie who may interact with a Foreign Public Official, customer, prospect, or any other person on Wood Mackenzie's behalf. If you are associated in any way with Wood Mackenzie, formally or informally, this Policy applies to you.

### **Why do employees outside of the United Kingdom need to get training on the U.K. Bribery Act? Doesn't it apply only to U.K. companies and their employees?**

The U.K. Bribery Act applies to all employees of Wood Mackenzie who are citizens of the United Kingdom, wherever they are located, and to employees located in or conducting business in the United Kingdom or on behalf of a U.K. registered company, regardless of location. The mere fact that Wood Mackenzie has U.K. affiliates could make it liable for any offenses committed under the Bribery Act by persons performing services for Wood Mackenzie, no matter where those offenses were committed. Wood Mackenzie could be liable for an offense even where there is no actual knowledge of the actions being taken by its employees or Associated Persons unless Wood Mackenzie can show that it has adequate procedures in place to prevent bribery and corruption. Ensuring that all employees are aware of all of the laws and regulations that apply to Wood Mackenzie is critically important. In addition, many Wood Mackenzie employees conduct business in or with the United Kingdom, directly subjecting them to the Bribery Act.

### **What is a Bribe?**

A Bribe is any money, goods, gratuities, meals, entertainment, services, or other thing of value offered, promised, authorized, or given with the intent to influence, induce, or secure any improper advantage or reward. A Bribe can take the form of gifts, loans, fees, rewards, proffered employment, excessive entertainment, employment of relatives, trips, job offers, or other advantages, such as paying taxes, providing services, and making donations. Any employee in doubt as to whether something is an offer or request for a Bribe should contact Wood Mackenzie's Enterprise Risk Management & Compliance and Law Departments.

### **Who are considered Foreign Public Officials?**

Foreign Public Officials include government employees, employees of state-owned enterprises (including, but not limited to, employees of national banks, national transportation systems, hospitals, utilities, and schools), political parties and their officials and candidates for political office, elected and appointed officials, agents or associates acting on behalf of government employees or officials, and officers and employees of a public international organization. A person does not cease to be a Foreign Public Official by purporting to act in a private capacity or by the fact that he or she serves without compensation. More examples of Foreign Public Officials appear in Appendix 6.

### **What is a Facilitation Payment?**

A Facilitation Payment is a payment related to a routine, ordinary, nondiscretionary, commonly performed governmental action by a public official that Wood Mackenzie is entitled to receive. Facilitation Payments to public officials are expressly prohibited when they relate to the award of new business, an unfair advantage over competitors, or the continuation of business with a particular party. Likewise, Facilitation Payments may not be made to a public official involved in the decision-making process to encourage a decision to award new business or to continue business with a particular party. The Bribery Act prohibits Facilitation Payments, and Wood Mackenzie or its employees and Associated Persons falling under the jurisdiction of the Bribery Act should not make a payment unless the life or liberty of Wood Mackenzie employees or Wood Mackenzie assets are in danger. All requests for Facilitation Payments must be reported to Wood Mackenzie's Enterprise Risk Management & Compliance and Law Departments.

### **Is it permissible to reimburse travel and hotel expenses for a Foreign Public Official or other person?**

Payment of "reasonable and bona fide" hospitality expenditures, such as travel, lodging, and food that are directly related to the promotion, demonstration, or explanation of Wood Mackenzie products, is permitted if proportionate and reasonable to Wood Mackenzie business. Reimbursement of reasonable travel expenses to Foreign Public Officials who are speakers at Wood Mackenzie events is generally allowable, but such transactions are subject to additional scrutiny. The applicable Wood Mackenzie Global Executive should approve any payment to a Foreign Public Official in advance and carefully document the transaction. Payments should be made to the governmental entity rather than to the government official directly whenever possible. Contact Wood Mackenzie's Enterprise Risk Management & Compliance and Law Departments for further guidance. Under no circumstances will Wood Mackenzie pay for side trips or for family members of public officials.

### **Where should Wood Mackenzie employees register hospitality and gifts?**

Wood Mackenzie affiliates or subsidiaries with a risk assessment rating of "Medium" or "High" risk, as determined by the Enterprise Risk Management & Compliance Department shall establish a Register of all hospitality and gifts given and received for all or part of its operations. Wood Mackenzie employees and Associated Persons must complete the Register (see Appendix 5) so that the designated approver can authorize it. All records are to be maintained locally and subject to review by the Enterprise Risk Management & Compliance Department.

### **Does this mean that all hospitality has to be authorized in advance?**

Ideally, all expenditures will be authorized, and the Register completed in advance. On some occasions, this will be impractical, such as when a decision is made to go to lunch when employees are with a customer, not before. All hospitality and business gifts should be entered into the Register as soon as possible after the event, in accordance with the policy and procedures developed by Wood Mackenzie.

### **Do all gifts given away at conferences need to be registered?**

Wood Mackenzie will determine what gifts need to be registered. In general, the answer is no, provided that the

gifts are reasonable and customary. Usually, gifts given away at conferences are considered promotional gifts that do not require registration.

**Is there a monetary limit over which hospitality or gifts need to be registered?**

No. Wood Mackenzie's policy and procedures will provide guidance to what is reasonable and appropriate under the circumstances. If in doubt about proportionality or acceptability, employees or Associated Persons should consult Wood Mackenzie's Enterprise Risk Management & Compliance and Law Departments.

**When can Wood Mackenzie be responsible for the actions of Associated Persons?**

Wood Mackenzie may be held responsible for the unlawful practices of Associated Persons under a variety of circumstances. When in doubt, consult with the Wood Mackenzie Enterprise Risk Management & Compliance and Law Departments before taking any action to engage an Associated Person to act on Wood Mackenzie's behalf.

**What should employees do if unsure whether a payment, gift, or other benefit would be appropriate?**

Employees and Associated Persons should consult their direct manager or supervisor and for further guidance, Wood Mackenzie's Enterprise Risk Management & Compliance and Law Departments before making any payment, reimbursing any expense, or providing a gift or other benefit to a Foreign Public Official or any other person.

**What should employees do if they see behavior that is inconsistent with the Policy?**

They should contact their direct manager or Wood Mackenzie's Enterprise Risk Management & Compliance and Law Departments for advice. Employees who are unable to contact their manager or wish to remain anonymous may file a report online using the [Report a Concern](#) web page or call the appropriate hotline telephone number listed here: [Hotline Telephone Numbers](#).

## Appendix 2: Record-Keeping Guidance

The following provides examples and guidance to be implemented to ensure that all books and records are maintained in reasonable detail and that they accurately and fairly reflect all Wood Mackenzie transactions and dispositions of Wood Mackenzie assets.

- All transactions must be executed in writing in accordance with management authorization.
- All transactions must be recorded in a manner that permits the preparation of financial statements in accordance with Generally Accepted Accounting Principles (GAAP).
- All assets must be maintained with full accountability.
- All transactions must be recorded in accounts that are reconciled to underlying detail at reasonable intervals.
- All cash, bank accounts, investments, and other assets of Wood Mackenzie must always be recorded accurately on the official books of Wood Mackenzie.
- Copies of Associated Person invoices must be maintained in sufficient detail, including the name of the Associated Person, a specific description of the services and/or products provided (including quantities), true purpose of the services, and the prices charged to Wood Mackenzie.
- Details of all payments to both internal and external parties must be maintained such that the recipient of the payment and the nature of the transaction are easily identifiable and supportable.
- Employee expense reimbursement requests must be detailed and supported by receipts.
- Monies received by Wood Mackenzie must be properly supported by an invoice, contract, or other written documentation detailing who the payment was from and the reason for the payment.
- All transactions must be properly signed off by the appropriate Wood Mackenzie designee in compliance with Wood Mackenzie signatory authority.
- Records should never be falsified or disguised to hide the nature of the transaction, regardless of the purpose of the transaction.
- Bank accounts should be opened or closed only upon prior written approval.
- Check requests must be in writing and contain a complete explanation of the purpose and authority for the payment.
- All accounts shall be designated with clear, specific descriptions. Vague descriptions such as “internal” or “third-party account” are not permitted.
- All documentation, including receipts, expense reports, check requests, petty cash requests, and invoices, must be maintained for at least six (6) years.

## Appendix 3: Associated Person Due Diligence Checklist

Before engaging an Associated Person, the items listed in this appendix must be collected and documented. For as long as the Associated Person is providing services to or on behalf of Wood Mackenzie, the Enterprise Risk Management & Compliance Department must review and confirm these items annually.

### Corporate Information

- Full legal name, address, and telephone number of Associated Person
- DBA (doing business as) name(s), if any
- Type of firm (e.g., partnership, corporation)
- E-mail and website address (if available)
- Number of years in business
- Date and place of incorporation
- Parent company, if any
- Subsidiaries, if any
- Jointly owned companies, if any
- Relationship to Wood Mackenzie:
  - Supplier
  - Agent
  - Distributor
  - Other (describe)
- Describe the business focus and/or function to be performed for Wood Mackenzie
- Name and address of each owner of the organization, the percentage of ownership, and length of ownership term
- Name and address of all members of the organization's Board of Directors and length of term (if applicable)
- Names of key employees (officers, managers, and employees working on Wood Mackenzie business) and the length of tenure with the organization
- Any employees, owners, or directors who are currently employed by the government (including the military and/or state-owned companies)
- Any employee, owner, or director who has ever held a government job or been in the military
- Other businesses where the entity's owners and/or officers are engaged
- Any directors, officers, or employees who are related by blood or marriage to a government employee or official (including the military and/or state-owned companies)
- Any directors, officers, or employees who owe their position with the organization to their acquaintance with a government official (including the military and/or state-owned companies) or are friends of government officials, former lobbyists, or individuals who have specialized knowledge of government officials

### Business Activities

- Countries in which the Associated Person has business operations
- Copies of all required registrations, licenses, permits, and certificates of incorporation (if a corporation) held to do business in each country (Any documents in a foreign language must be translated.)
- Records of annual sales to government entities (including the military and/or state-owned

companies), including a list of all government entities to which the company sells or supplies goods and services

- Two (2) or three (3) customer references (preferably from the United States or Western Europe)
- A bank reference (preferably from an established institution)
- Copies of audited (or if not available, unaudited) financial statements

### **Anti-Bribery and Corruption Compliance Policies and Procedures**

- Current anti-bribery and corruption policies
- Anti-bribery and corruption training materials (e.g., PowerPoint presentations, handouts, attendance lists, acknowledgment forms)
- Internal accounting control procedures

### **Investigations and Enforcement Actions**

- A list and relevant documentation of any of the Associated Person's owners, directors, officers, or employees who have ever been involved in, accused of, or adjudicated for violating any anti-bribery and corruption law
- A list and relevant documentation of any of the Associated Person's owners, directors, officers, or employees who, within the past ten (10) years, have been found guilty of violating any criminal laws or regulations in their home country
- A list and relevant documentation of any of the Associated Person's owners, directors, officers, or employees who have received disciplinary actions relating to bribery and corruption and/or complaints relating to bribery and corruption from customers or any other individual
- A list of any employees of the Associated Person who have been granted amnesty or immunity from prosecution for cooperation with a government entity

### **Dealings with Foreign Public Officials**

- Records of any payments or gifts to any Foreign Public Official within the past twelve (12) months in connection with or in any way related to Wood Mackenzie's business
- Records of any hospitality (gifts, travel, meals, lodging) provided to any Foreign Public Official within the past twelve (12) months in connection with or in any way related to Wood Mackenzie's business
- Records of any Facilitation Payments within the past twelve (12) months in connection with or in any way related to Wood Mackenzie's business
- Accounting records reflecting each gift, hospitality, or Facilitation Payment

### **Contributions and Donations**

- Records of contributions to political parties or candidates for political office
- Records of donations to government entities (including the military and/or state-owned companies) or charitable organizations
- Accounting records reflecting each contribution and donation

### **Books and Records and Internal Controls**

- Confirmation that the Associated Person maintains accurate and complete books and records for at least twelve (12) months related to work for Wood Mackenzie

## Appendix 4: Anti-Bribery and Corruption Annual Attestation

As part of its anti-bribery and corruption third-party due diligence Wood Mackenzie requires its current vendors to complete this Anti-Bribery and Corruption Attestation.

An officer of the vendor's organization must sign the attestation and return it to Wood Mackenzie within thirty (30) days of issuance. The completed attestation and any supporting documentation must be sent securely to Wood Mackenzie.

### 1. Code of Conduct (COC) and/or Compliance Policies (select one)

\_\_\_\_\_ My organization has adopted COC and/or compliance policies that are comparable to Wood Mackenzie's COC and/or compliance policies. We distribute these COC and/or compliance policies to all employees who conduct business on Wood Mackenzie's behalf. This occurs initially within sixty (60) days of hire or contracting, upon revision, and annually thereafter.

OR

\_\_\_\_\_ My organization does not have COC and/or compliance policies comparable to Wood Mackenzie's COC and/or compliance policies. We distribute Wood Mackenzie's COC and/or compliance policies and procedures to all employees who conduct work on behalf of Wood Mackenzie. This occurs initially within sixty (60) days of hire or contracting, upon notice of revision, and annually thereafter.

### 2. Anti-Bribery and Corruption (ABC) Policy (select one)

\_\_\_\_\_ My organization has an anti-bribery and corruption (ABC) policy and procedure that is applicable to all employees and vendors and is comparable to Wood Mackenzie's ABC policy. We distribute our organization's ABC policy to all employees and vendors that conduct business on Wood Mackenzie's behalf. This occurs initially within sixty (60) days of hire or contracting, upon revision, and annually thereafter.

OR

\_\_\_\_\_ My organization does not have an anti-bribery and corruption (ABC) policy and procedure comparable to Wood Mackenzie's ABC policy. We distribute Wood Mackenzie's ABC policy to all employees and vendors that conduct work on behalf of Wood Mackenzie. This occurs initially within sixty (60) days of hire or contracting, upon notice of revision, and annually thereafter.

### 3. Anti-Bribery and Corruption (ABC) Training (select one)

\_\_\_\_\_ My organization has anti-bribery and corruption (ABC) training that must be completed by all employees and vendors and is comparable to Wood Mackenzie's ABC training. We require this ABC training to be completed by all employees and vendors that conduct business on Wood Mackenzie's behalf. This



training must be completed initially within sixty (60) days of hire or contracting, upon revision, and annually thereafter. We maintain comprehensive records of completion status of all training.

OR

\_\_\_\_\_ My organization does not have anti-bribery and corruption (ABC) training that is comparable to Wood Mackenzie's ABC Training. We distribute Wood Mackenzie's ABC training to all employees and vendors that conduct work on behalf of Wood Mackenzie. This training must be completed initially within sixty (60) days of hire or contracting, upon notice of revision, and annually thereafter. We maintain comprehensive records of completion status of all training.

#### **4. Accounting Books and Records, Internal Controls, and Hospitality and Gifts Register**

\_\_\_\_\_ My organization has a detailed set of accounting books and records and internal controls to record properly any and all transactions made on behalf of Wood Mackenzie. Our accounting books and records and internal controls meet the following minimum standards:

- The expenses are properly labeled and described.
- Management has provided written approval for expenses.
- Records are kept for no less than ten (10) years.
- Invoices, receipts, or other documents are correctly itemized and provide sufficient descriptions to ensure that they can be properly accounted.

\_\_\_\_\_ My organization maintains a Hospitality and Gifts Register. Each employee or vendor giving or receiving gifts or hospitality related to Wood Mackenzie business is required to update the Register either in advance or immediately after any gift or hospitality has been given or received. The Register must show who has authorized the gift or hospitality. I certify that, at a minimum, the Hospitality and Gifts Register includes:

- date the gift or hospitality was given or received
- recipient of the gift or hospitality, including name, title or position, company name, company address, and type of gift (e.g., lunch, tickets to a sporting event, leather backpack, etc.).
- value of the gift or hospitality in U.S. dollars
- giver of the gift or hospitality, including name and title or position
- signature of authorized person approving the gift, including date approved
- receipts attached

#### **5. Downstream Vendors (select one)**

\_\_\_\_\_ My organization uses the services of downstream/subcontracted vendors to assist in delivering services to or on behalf of Wood Mackenzie. I certify that all downstream/subcontracted vendors adhere to all requirements outlined in this attestation and that my organization provides oversight to those downstream/subcontracted vendors to ensure that they comply with these requirements. I certify that each downstream/subcontracted vendor completes an attestation before time of contracting and annually thereafter.

Provide a list of each downstream/subcontracted vendor providing services to or on behalf of Wood Mackenzie:

Legal Entity Name  
Address  
Services Provided

**Certification**

I certify, as an authorized representative of my organization, that the statements made above are true and correct to the best of my knowledge. In addition, my organization agrees to maintain documentation supporting the statements made above for no less than ten (10) years and to produce evidence of the above to Wood Mackenzie upon request. My organization understands that the inability to produce this evidence may result in a request by Wood Mackenzie for a corrective action plan or other contractual remedies such as contract termination.

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Print Name and Title

---

Signature and Date

---

Legal Entity Name

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Legal Entity Address

## Appendix 5: Hospitality and Gifts Register

### Hospitality and Gifts Register SAMPLE

Date When Gift or Hospitality Was Given or Received	Type of Gift or Hospitality Given or Received (Indicate given or received)	Recipient of Gift (Indicate name, title or position, company name, company address, description of gift)	Value of Gift	Receipt Attached (Indicate Yes or No. If the answer is no, provide explanation of why receipt is not available)	Giver of Gift (Include name and title or position)	Authorized Signature and Title	Date Signed
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## Appendix 6: Examples of Foreign Public Officials

- Presidents, prime ministers, or other heads of government
- Monarchs and other heads of state (kings, queens, sultans, sheiks, and royal family members)
- Secretaries, chancellors, ministers (Minister of Energy, Secretary of Housing, etc.)
- Commissioners, chiefs, and directors of government commissions, agencies, departments, and bureaus
- Members of military, quasi-military, or police forces
- Civil servants (assistant or undersecretaries, deputies, vice ministers, clerks, assistants, etc.)
- Foreign servants (ambassadors, consuls general, etc.)
- Senators, representatives, Members of Parliament, council members (whether appointed or elected)
- Judges at any level of court (including administrative judges)
- Mayors, governors, local/provincial/state/county legislators, or parliamentarians
- Employees and volunteers for political parties
- Candidates for political office
- Officials of political parties
- Employees of intergovernmental and non-governmental organizations (United Nations, Red Cross, North Atlantic Treaty Organization, Organization for Security and Co-operation in Europe, International Olympic Committee, World Health Organization, etc.)
- Employees of state-owned companies (including officers, directors, managers, and lower-level employees):
  - airlines
  - energy companies (Pemex, Petrobras, Total, Rosneft, etc.)
  - construction companies
  - hospitals
  - schools and universities
- Agents or associates of the above (including law firms, accounting firms, lobbyists, consultants, etc.)

## Appendix 7: Red Flags

The following is a non-exhaustive list of “red flags” that Wood Mackenzie employees should be aware of to help identify possible bribery and corruption issues. If any of the following are observed or requested, employees are to report the incident to the Enterprise Risk Management & Compliance and the Law Departments by filing an online report through the [Report a Concern](#) web page or by calling the appropriate hotline telephone number listed therein.

- Offshore fund transfers
- Free or discounted services
- Lavish entertainment
- Employment request or expectation (of the person or the person’s family members or close friends)
- Unusually smooth sales process where expertise is limited
- Abnormal cash and check transactions
- Undue urgency for payments
- Poorly documented requests for reimbursement
- Only one person deals with a given supplier
- Family relationship between an agent/consultant and a Foreign Public Official
- Unexplained or excessive intercompany chargebacks
- Unexpected or illogical decisions in procurement
- Excessive commissions
- Abnormal expense statements
- Unapproved suspense accounts
- Unapproved credit notes
- Payments to intermediaries
- Payment requested to a numbered bank account
- Invoices for services not rendered
- Excessive or unusual bad-debt write-offs
- History of corruption in the country
- Agent/associate lacks necessary experience
- Agent/associate refuses to sign an annual FCPA attestation as described in Appendix 4 or provide documentation for due diligence
- Agent/associate has close personal or professional relationship with Foreign Public Officials
- Agent/associate is recommended or required by a Foreign Public Official
- Press reports of corruption among Foreign Public Officials
- Reputation for unethical or illegal conduct
- Payments to other entities
- High-risk country as identified by Transparency International at <http://transparency.org.uk>
- Unclear or undisclosed ownership of Associated Person
- Payments inappropriate for the work being done
- Lack of transparency in expenses or accounting records, or evidence that tax or foreign exchange controls are being violated
- Payments or unusual bonuses to undisclosed principals

- Money is needed to get the business
- Payment of commissions or significant portion of a commission before or immediately upon contract
- Refusal to sign a formal commission or fee agreement or to provide an invoice or receipt
- Demands for lavish entertainment or gifts before commencing or continuing contractual negotiations
- Refusal to put terms in writing or insisting on use of side letters
- Refusal to certify compliance

## Appendix 8: Sample Language for Use in Vendor Contracts\*

### Audit Rights

1.1 Agreement to Maintain Records. The Contractor shall maintain consistently applied, accurate, and complete books, records, and other documents, including computer files, supporting orders, and invoices that document the amount and calculations of all charges and expenses incurred pursuant to and during the term of this Agreement and for a period of [NUMBER] years following the termination of this Agreement. The Contractor shall maintain the books, records, and other documents in conformance with Generally Accepted Accounting Principles. Such books, records, and other documents shall be kept at or accessible from the Contractor's principal place of business.

1.2 Audit Rights. Without limiting its rights under this Agreement, upon reasonable request during the term and within [TIME] after expiration or earlier termination of this Agreement, Wood Mackenzie or its representatives may audit and copy from the Contractor the Contractor's books, records, contracts, hospitality and gifts registers, and other documents, including computer files, supporting orders, and invoices as necessary to verify the audited Contractor's adherence to the Agreement's terms and conditions. Audits shall be conducted at any time during the Contractor's regular business hours on business days at the Contractor's principal place of business. The Contractor shall reasonably cooperate with the auditing party in conducting such audit. The auditing party and the Contractor shall coordinate all audit activity through the respective companies' designated point of contact for this Agreement. The auditing party's failure to notify the Contractor of any deficiency or breach that it identified during an audit hereunder is not a waiver of any claim of the auditing party against the Contractor.

### Vendor Requirement to Maintain Its Own Hospitality and Gifts Register

Hospitality and Gifts Register. At the direction of Wood Mackenzie, the Contractor shall establish and maintain a Hospitality and Gifts Register (Register). Such Register may be maintained in the format appearing in Appendix 5 of Wood Mackenzie's Anti-Bribery and Corruption Policy and shall be subject to audit by Wood Mackenzie.

### Vendor Requirement to Execute Annual ABC Attestation

Annual Attestation. Commencing with the date of this Agreement, the Contractor shall execute and deliver to Wood Mackenzie an attestation substantially similar to Appendix 4 of Wood Mackenzie's Anti-Bribery and Corruption Policy regarding the Vendor's compliance with said Policy.

*\* Language may be modified to meet the requirements of specific vendor agreements.*

## Appendix 9: Preacquisition Due Diligence Checklist

The following items must be documented in connection with all potential mergers and acquisitions. Preacquisition due diligence helps Wood Mackenzie accurately value target companies and demonstrates its commitment to compliance with all applicable anti-bribery and corruption laws.

### Corporate Information

- Full legal name, address, and telephone number of target company
- DBA (doing business as) name(s), if any
- Type of firm (partnership, corporation, etc.)
- E-mail and website address, if available
- Number of years in business
- Date and place of incorporation
- Parent company, if any
- Subsidiaries, if any
- Jointly owned companies, if any
- Name and address of each owner of the target company, the percentage of ownership, and length of ownership term
- Name and address of all members of the Board of Directors (if applicable) and length of term
- Names of key employees (officers, managers, and employees) and the length of tenure with the organization
- Any employees, owners, or directors currently employed by a government entity (including the military and state-owned companies)
- Any employee, owner, or director who has ever held a government job or been in the military
- Other businesses where the target company's owners and/or officers are engaged
- Any directors, officers, or employees related by blood or marriage to an employee or official of a government entity
- Any directors, officers, or employees who owe their position with the organization to their acquaintance with an official of a government entity or are friends of government officials, former lobbyists, or individuals who have specialized knowledge of government officials

### Business Activities

- Countries in which the target company has business operations
- Countries in which the target company makes sales to government entities
- Copies of all required registrations, licenses, permits, and certificates of incorporation (if a corporation) held to do business in each country (Any documents in a foreign language must be translated.)
  - Identification of each government entity responsible for administering registration, licensing, permits, and approvals
  - Copies of all correspondence with these government entities
  - List of all consultants and other Associated Persons engaged to perform services in connection with registration, licensing, permits, and approvals from government entities
    - Copies of contracts with those consultants and other Associated Persons



- Records of all compensation paid to consultants and other Associated Persons
- Records of annual sales to government entities
  - List of all government entities to which the target company sells or supplies goods and services
  - Percentage of target company's total business with government entities
  - Copies of contracts, sales records, and invoices regarding the sale or supply of goods or services to government entities
    - Copies of subcontracts to supply goods or services to government contractors
- Description of the approval process and policy for the retention of Associated Persons (agents, consultants, brokers, joint venture partners, distributors)
  - Background checks and due diligence materials on each Associated Person
  - Records of approval of each Associated Person
  - Copies of contracts with each Associated Person
  - Records and reports of any investigation or termination of any Associated Person based upon anti-bribery or corruption concerns
- Two (2) or three (3) customer references (preferably from the United States or Western Europe)
- A bank reference (preferably from an established institution)

### **Anti-Bribery and Corruption Compliance Policies and Procedures**

- Code of conduct and corporate compliance policy
- Current anti-bribery and corruption policies
- Anti-bribery and corruption training materials (e.g., PowerPoint presentations, handouts, attendance lists, acknowledgment forms)

### **Compliance Reviews, Investigations, and Enforcement Actions**

- Internal policies and procedures regarding compliance reviews
  - Reports of compliance audits relating to bribery and corruption issues
  - Follow-up actions in response to compliance audits relating to bribery and corruption issues
- Records and reports of internal compliance investigations relating to bribery and corruption issues
- Documents regarding threatened, pending, and completed administrative and judicial enforcement actions and proceedings relating to bribery and corruption issues
- Voluntary disclosures of suspected violations of anti-bribery and corruption laws to government entities
- Local legal opinions relating to bribery and corruption issues
- A list and relevant documentation of any of the targeted company's owners, directors, officers, or employees who have ever been involved in, accused of, or adjudicated for violating any anti-bribery and corruption laws
- A list and relevant documentation of any of the targeted company's owners, directors, officers, or employees who—within the past ten (10) years—have been found guilty of violating any criminal laws or regulations in their home country
- Documentation of disciplinary actions relating to bribery and corruption involving any of the target company's owners, directors, officers, or employees and/or complaints relating to bribery and corruption from customers or other individuals

## **Dealings with Foreign Public Officials**

- Target company's policies and procedures regarding payments, gifts, hospitality (travel, meals, lodging, entertainment), and Facilitation Payments to Foreign Public Officials
- Records of any payments, gifts, or hospitality (travel, meals, lodging, entertainment) provided to any Foreign Public Official
  - Purpose of each payment, gift, or hospitality
  - Approvals for each payment, gift, or hospitality
  - Legal opinions on the legality of each payment, gift, or hospitality
- Records of any Facilitation Payments
  - Purpose of each Facilitation Payment
  - Approvals for each Facilitation Payment
  - Legal opinions on the legality of each Facilitation Payment
- Accounting records reflecting each payment, gift, hospitality, or Facilitation Payment

## **Contributions and Donations**

- Target company's policies and procedures regarding political contributions and charitable donations
- Records of contributions to political parties or candidates for political office
- Records of donations to government entities or charitable organizations
- Approval process for political contributions and charitable donations
  - Purpose of or rationale for each political contribution and charitable donation
  - Approvals for each political contribution and charitable donation
  - Legal opinions on the legality of each political contribution and charitable donation
- Accounting records reflecting each political contribution and charitable donation

## **Books and Records and Internal Controls**

- Targeted company's financial and accounting control procedures
- Targeted company's audited—or if not available, unaudited—financial statements and accounting records (including a detailed analysis of third-party expenses such as commissions, travel, entertainment, and marketing expenses)
- Records and reports of internal audits or government inquiries regarding the accuracy of the targeted company's books and records or the adequacy of the targeted company's internal controls
- List of all funds, assets, accounts, and transactions not recorded or reflected on the target company's books and records