

AGREEMENT CONCERNING BRIBERY AND CORPORATE POLICY PROHIBITING BRIBERY

Agreement:

_____ (“the Company”) has requested advocacy assistance for the _____ project/transaction in _____. In connection with this request the Company agrees that it and its Affiliates:

(1) have not and will not engage in the bribery of foreign public officials in connection with the above matter; and

(2) maintain and enforce a policy that prohibits the bribery of foreign public officials.

The Company understands that failure to comply with the terms of this Agreement may result in the denial of advocacy assistance.

Definitions:

For purposes of this Agreement:

The term “*Affiliate*” means (a) any company that holds, directly or indirectly, a majority of the voting stock of the Company; and (b) any other company the majority ownership of whose voting stock is held, directly or indirectly, by the Company or by a company described in (a).

The term “*bribery of foreign public officials*” has the meaning of the term “*bribery of foreign public officials*” in the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions. In addition, for companies that are subject to the Foreign Corrupt Practices Act of 1977 (FCPA), the term “*bribery of foreign public officials*” refers to practices prohibited by the FCPA (see 15 U.S.C. §§ 78dd1, 78dd2, and 78dd-3).

[Name of the Company]

by: _____
[Signature]

Date: _____

[Type/Print Name]

[Title]