

Prevention of Corruption Policy

1. Purpose and Scope

It is one of the fundamental principles of Orion Engineered Carbons GmbH and its affiliated companies (hereinafter referred to as the "**Company**") to strictly observe all national and international anti-corruption laws and regulations. Anti-corruption laws and regulations are designed to prevent corruption to ensure fair competition. Compliance with anti-corruption laws and regulations is of great importance to the reputation of the Company as a trusted business partner committed to fair competition. The Company is committed to compete for business by the quality and price of its products and services, but not by offering improper advantages or benefits to others.

The Anti-Corruption Policy ("**Policy**") is binding on all directors, officers and employees of the Company ("**Employees**"). Also third parties representing the Company (such as agents, sales representatives, distributors, consultants) must agree to represent the Company in a manner consistent with the Policy as well as all applicable laws and regulations.

The Policy sets forth the anti-corruption rules defined by the Management Board of the Company to ensure that the Company is always regarded as a trusted business partner. All Employees and third parties representing the Company must strictly comply with the rules set forth in the Policy and all applicable laws and regulations concerning corruption or bribery, whichever are more restrictive.

2. Compliance with Anti-Corruption Laws is Unconditional and the Personal Responsibility of Every Employee

It is the unconditional policy of the Company to fully comply with all applicable anti-corruption laws and regulations worldwide and to enforce strict compliance throughout the Company and the group.

Each Employee must be familiar with and strictly observe the anti-corruption rules set forth in the Policy and the anti-corruption or anti-bribery laws and regulations in which he/she is operating or which are affected by his/her operations. Each Employee is held personally responsible to fully comply with the rules set forth in the Policy and the relevant specific anti-corruption or anti-bribery laws and regulations. Non-Compliance will be taken seriously by the Management Board of the Company and will lead to personal consequences for the relevant Employee (including disciplinary action up to dismissal for cause).

3. "Benefits"

The term "**Benefit**" as used in this Policy shall mean anything of value, including, but not limited to, cash and cash equivalents (like checks, loans, moratoriums, waiver of debt), personal discounts and price reductions not generally available, gifts, invitations to cultural or sporting events, favours, use of facilities, material or equipment, drinks, meals, transportation, lodging, and promise of future employment.

4. Benefits to Public Officials

Bribery of domestic public officials has been regarded as a crime in most of the countries we do business for a long time. Foreign public officials have been treated differently but in recent years the law has been extended. On 15 February 1999, the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (the "**OECD Convention**") entered into force. As of today, 38 countries have become party to the OECD Convention, including most of the countries in which the Company operates. All of the countries which have signed the OECD Convention also have laws which make bribing a public official a crime.

The Management Board of the Company strongly supports the principles of the OECD Convention and their enforcement throughout the Company and the whole group.

Therefore, except as provided below, no Employee may, directly or indirectly, offer, promise, grant, authorize or approve the giving of any Benefit to a domestic or foreign Public Official (as hereinafter defined) to influence his or her decision making, to obtain an advantage in return or to give a consideration for a past advantage, irrespective of whether such advantage has been or will be legal or illegal. Moreover, to ensure the high reputation of the Company, Benefits to Public Officials are also prohibited if the respective Benefit might cause the impression that it was intended to influence the decision of a Public Official, or to obtain an advantage or to give a consideration for a past advantage.

The term "**Public Official**" as used herein is broadly defined and includes

- (i) any officer, employee or representative of, or any person otherwise acting in an official capacity for or on behalf of a Governmental Authority (for the purposes of the Policy, the term "Governmental Authority" includes any national or local governmental institutions; associations; enterprises or companies owned or controlled by governments; and any multi-national organisations),
- (ii) any political party and any officer of, or individual who holds a position in, a political party, and any candidate for political office,

- (iii) any person who otherwise exercises a public function or public task for on behalf of any country or public body.

In practice, this can include (but is not limited to) civil servants, inspectors, members of a political party, employees of a state university, judges, customs and immigration officials or officers or staff, ambassadors and embassy staff, and law enforcement personnel.

The prohibition on offering, promising, granting, authorizing or approving any Benefit to Public Officials extends also to Benefits to members of the family of the Public Official and to other third parties closely connected with, or related to, a Public Official.

Furthermore, the prohibition also extends to so-called facilitation payments. A facilitation payment is an unofficial payment to encourage the recipient or a third party to perform his/her existing obligation or role, or expedite or refrain from performing a routine task he/she may otherwise be obligated to do. This can be payments to perform a routine task such as obtaining a permit, license or other official document and processing governmental papers (such as visas or work orders). Facilitation payments are forbidden even if they are only small or if they are regarded as expected or customary in that country.

No Employee shall provide any Benefit to a third party acting as an intermediary (e.g. "agent" or "consultant") while "knowing" that all or part of the Benefit will be used for granting or promising a Benefit to a Public Official. The term "knowing" also includes such situations in which the Employee showed "willful blindness" or "deliberate ignorance" to circumstances which make it likely or even only possible that the intermediary grants a Benefit to a Public Official. Therefore, all payments to agents, consultants and similar persons must be made by wire transfer or check (not in cash) and the amount of payment must not exceed the amount normally paid for the legitimate kind of service.

Except as provided below, to ensure strict compliance of the company with the strict rules of preventing bribery of Public Officials, any Benefit offered, promised or granted to a Public Official (or to a person closely connected with, or related to, a Public Official) requires the prior written approval of the Compliance Officer. The Compliance Officer, for example, may approve the Benefit if the supervisor of Public Official has given his/her consent that the Public Official may accept the Benefit.

Without having obtained a prior approval by the Compliance Officer, a Public Official may be invited to a business meal or drink, if

- (i) the price is reasonable, i.e. as a rule of thumb: the price does not exceed USD 30,- per person per year (or the equivalent thereof in local currency),

- (ii) the invitation is made in good faith and reflects normal business courtesy,
- (iii) the meal and/or drink is not lavish or extravagant in the context provided (taking into account that the threshold when dealing with Public Officials may be considerably lower than the threshold when dealing with a business partner),
- (iv) the invitation cannot reasonably be perceived in any way as a bribe, and
- (v) the invitation complies with all applicable laws and regulations.

If any of the above requirements is in doubt, Employees should ask for prior written approval from the Compliance Officer.

5. Benefits to Persons other than Public Officials

Even though the law is often different, many countries also prohibit paying bribes to people who are not public officials. Under the UK Bribery Act 2010 bribery will often constitute a crime even if it takes place outside of the UK and involves private individuals.

Irrespective of how commercial bribery is qualified in the various jurisdictions, the Company is committed to the principles of fair competition, which include competing for a business by price and quality of the products and services and not by improper Benefits to others.

Therefore, except as provided below, no Employee shall, directly or indirectly, offer, promise, grant, authorize or approve any Benefit to a business partner or prospective business partner (including, but not limited to, customers, suppliers, competitors) or their respective employees or persons closely connected with, or related to, them in order to induce or reward the improper performance of the person's relevant function. In addition, for the sake of the high reputation of the Company, Benefits shall be forbidden if they could be construed as an inducement or reward for an improper performance of the person's relevant function.

The term "relevant function" can include any function or activity connected with a business, any activity performed in the course of a person's employment or any activity performed by or on behalf of a company or enterprise.

Any such function is performed "improperly" by a person if the person performs the function in breach of what would be expected from him/her by a reasonable person by reference to any applicable requirements of good faith, impartiality or any position of trust which that person may hold.

Benefits to persons other than Public Officials require the prior approval of the Compliance Officer if

- (i) the value of the Benefit exceeds USD 100,- per person or if the value of all Benefits to the same person exceeds USD 200,- in one year (or the equivalent thereof in local currency) or
- (ii) the Benefit might appear to be offered, promised, granted, authorized or approved to gain an unfair business advantage (in particular if the Benefit is offered, promised, granted, authorized or approved during on-going or upcoming negotiations with the (prospective) business partner) or
- (iii) the Benefit might not clearly correspond to courtesy, meet local customs or might be socially unacceptable

Benefits to persons other than Public Officials are allowed without prior approval by the Compliance Officer if

- (i) the value of the Benefit does not exceed USD 100,- per person and the value of all Benefits to the same person does not exceed USD 200,- in one year (or the equivalent thereof in local currency), and
- (ii) the Benefit is not (and does not appear to be) offered, promised, granted, authorized or approved to gain an unfair business advantage (in particular the Benefit is not offered, promised, granted, authorized or approved during on-going or upcoming negotiations with the prospective customer or business associate), and
- (iii) the Benefit clearly corresponds to courtesy, meets local customs and is socially acceptable, and
- (iv) the applicable anti-corruption laws and regulations do not provide for stricter rules.

The value thresholds of USD 100,- and USD 200,- respectively are only a rule of thumb for operational purposes. Depending on the individual circumstances in each case, it cannot be excluded that also Benefits below the value of USD 100,- and USD 200,- respectively may be considered as bribery. Therefore, to be on the safe side, it is recommended that the value of any Benefits granted to persons other than Public Officials stays below these thresholds.

Sales promotion items (like calendars, appointment books, mouse pads, coffee mugs, pens) have normally a value below USD 100,- and fulfill also the other above require-

ments. Therefore, unless extraordinary circumstances are given, the giving of normal sales promotion items is permitted. However, as a matter of principle, sales promotion items should not be given during on-going or upcoming negotiations with a current or prospective customer or supplier, unless approved by the Compliance Officer beforehand, or to the same person more than twice a year, and, for the sake of transparency, sales promotion items should not be mailed or delivered to the recipient's home.

The invitation to an ordinary business meal is permitted, provided that

- (i) the meal invitation does not appear to others as if it is offered with the expectation of gaining an unfair business advantage by inducing the invited person to give an improper advantage to the Company in return for the meal invitation,
- (ii) the meal has a clear business purpose and the people taking part in the meal are in an existing business relationship; however, the meal is not directly linked to a certain business decision of the person(s) invited. If the meal takes place during ongoing negotiations between the participants, the invitation is not one-sided but is made in light of a future or past counter-invitation,
- (iii) both parties are represented proportionally at the meal,
- (iv) the meal is reasonable in cost (as a rule of thumb: does not exceed the value of USD 100,- (or the equivalent thereof in local currency) per person), meets local customs and is socially acceptable, in particular the relevant location does not offer the possibility of any sexual interaction or could lead to an implication that that might take place, and
- (v) the applicable local laws and regulations do not provide for stricter rules.

In exceptional cases the cost of a business meal may exceed USD 100,- (or the equivalent thereof in local currency) per person. If the Employee expects or has reason to expect that the cost for a business meal may exceed this threshold, he/she must ask the Compliance Officer of the Company for prior written approval. If the cost of a meal unexpectedly exceeds this threshold, the Employee has to inform the Compliance Officer after the meal in writing without undue delay and explain why the threshold could not be kept.

For each invitation to a business meal an expense report must be made. The expense report must include the names of the participants, the names of the companies represented by the participants, the reason for the invitation, the location and date of invitation and the cost of the meal.

Invitations to cultural or sporting events must be viewed as more concerning than the

invitation to a business meal, because the legitimate business purpose (e.g. discussion of a business matter) is less apparent. An invitation to a cultural or sporting event must be viewed with even more scrutiny if the family members of the (prospective) business partner are also invited or if the representative of the Company is not actually participating.

A (prospective) business partner may be invited to a cultural or sportive event only, if

- (vi) the costs of the event do not exceed USD 100,- (or the equivalent thereof in local currency) per person (if that the invitation is extended to family members, the total cost for the business partner and his/her family members must not exceed USD 100,- (or the equivalent thereof in local currency)),
- (vii) the event is in connection with a genuine business meeting or other business event, which is not set up as a cover,
- (viii) both the Employee and the business partner are present at the event,
- (ix) the invitation meets local customs and is socially acceptable,
- (x) the invitation does not appear to others as if it is offered with the expectation of gaining an unfair business advantage (in particular the invitation does not take place during on-going or upcoming negotiations with the (prospective) business partner (unless approved by the Compliance Officer beforehand), and
- (xi) the invitation does not violate any local statutory anti-corruption laws or regulations.

Exceptions can be granted, but always require the prior written approval of the Compliance Officer of the Company.

In all cases the invitation to a cultural or sporting event must be accurately and completely recorded by the respective Employee.

Traveling cost of a (prospective) business partner or their employees should be borne by the relevant business partner (or his/her company), not by the Company. Taking over or reimbursing the cost might be easily viewed as an attempt of the Company to gain an unfair business advantage. Exceptions are conceivable, but always require the prior written approval of the Compliance Officer of the Company.

Granting Benefits during on-going or upcoming negotiations with a (prospective) business partner are never permitted independent of their value, unless (i) expressly permitted in this Policy or (ii) approved by the Compliance Officer beforehand in writ-

ing.

Granting Benefits consisting of cash or cash equivalents (for example, checks, loans, moratoriums, waiver of debt) and granting Benefits of or with a sexual or immoral nature are never permitted.

No Employee shall provide any Benefit to a third party acting as an intermediary (e.g., "agent" or "consultant") while "knowing" that all or part of the Benefit will be used for granting or promising a Benefit to a person to induce that person to, or reward that person for, an improper performance of his/her relevant function. The term "knowing" also includes such situations in which the Employee shows "willful blindness" or "deliberate ignorance" to circumstances which make it likely or even possible that the intermediary grants a Benefit to a person to induce or reward for an improper performance of the relevant person's function.

6. Accepting Benefits

Fair competition and the reputation of the Company are also threatened if an Employee of the Company asks or accepts a Benefit which gives the appearance as if he/she might be able to be induced or is rewarded for an improper performance.

Therefore, except as provided below, no Employee may use his/her job to, directly or indirectly, solicit, ask, demand, accept or be promised any Benefit for himself/herself or any person related to him/her from any person (including, but not limited to, suppliers, customers or competitors of the Company). Moreover, each Employee must avoid any action which might give the appearance as if the Employee is soliciting, asking, demanding, accepting or being promised a Benefit.

Employees may accept a Benefit only, if

- (i) the value of the Benefit does not exceed USD 100,- and the value of all Benefits from the same person or company does not exceed USD 200,- in one year (or the equivalent thereof in local currency),
- (ii) the Benefit is not granted (and does not appear to be granted) by the donor to reward an improper performance of the Employee's function,
- (iii) the donor does not expect (and does not appear to expect) to induce the Employee to an improper performance of his/her function (in particular the Benefit is not granted during on-going or upcoming negotiations with the (prospective) business partner),
- (iv) the Benefit corresponds to courtesy, meets local customs and is socially ac-

ceptable, and

- (v) the acceptance complies with the relevant laws and regulations.

Benefits which exceed the value of USD 100,- or USD 200,- p.a. respectively (or the equivalent thereof in local currency) or which do not meet the other above mentioned requirements must be refused or returned by the Employee. If the refusal or return is likely to insult or embarrass the donor or is not possible or socially acceptable for other reasons, the Employee may accept the Benefit, but must promptly inform the Compliance Officer of the Company in writing. The Compliance Officer will then decide whether the Employee may retain the Benefit or what to do with the Benefit (e.g., to use the Benefit for a charitable purpose).

Notwithstanding the above, each Employee must notify in writing the Compliance Officer if he/she has accepted a Benefit with an value in excess of USD 50,- (other than invitations to an ordinary business meal in line with the rules of the Policy, which must not be reported to the Compliance Officer). The notification must contain the following information: (i) kind of Benefit received, (ii) estimated value, (iii) name and position of the donor, (iv) company of the donor, (v) relationship between the Employee and donor, (vi) time and place of receipt, and (vii) whether there is currently any commissioning, purchase or tender process involving the donor's company.

Employees may accept the invitation to an ordinary business meal, if

- (i) the meal invitation does not appear to others as if it is offered with the expectation of gaining an unfair business advantage by inducing the Employee to give an improper advantage to the inviting party in return for the meal invitation,
- (ii) the meal has a clear business purpose and the people taking part in the meal are in an existing business relationship; however, the meal is not directly linked to a certain business decision of the person(s) invited. If the meal takes place during ongoing negotiations between the participants, the invitation is not one-sided but is made in light of a future or past counter-invitation,
- (iii) both parties are represented proportionally at the meal,
- (iv) the meal is reasonable in cost (as a rule of thumb: does not exceed the value of USD 100,- (or the equivalent thereof in local currency) per person), meets local customs and is socially acceptable, in particular the relevant location does not offer the possibility of any sexual interaction or could lead to an implication that such might take place, and
- (v) the applicable local laws and regulations do not provide for stricter rules.

If it turns out during the meal that the cost exceeds the value of USD 100,- (or the equivalent thereof in local currency) per person, the Employee is expected to genuinely offer to the inviting person to share the bill. This offer may be justified by pointing out the need to comply with this Company's Policy.

Furthermore, Employees should be reluctant to accept any invitations to cultural or sporting events. This applies in particular if the invitation is extended to family members, because then the business purpose can be very often easily questioned. In an exceptional case an invitation to a cultural or sporting event can be accepted, if

- (i) the costs of the invitation do not exceed USD 100,- (or the equivalent thereof in local currency) per person (if that the invitation is extended to family members, the total cost for the business partner and his/her family members must not exceed USD 100,- (or the equivalent thereof in local currency)),
- (ii) the event is in connection with a genuine business meeting or other business event, which is not set up as a cover,
- (iii) both the Employee and the business partner are present at the event,
- (iv) the invitation meets local customs and is socially acceptable,
- (v) the invitation does not appear to others as if it is offered with the expectation of gaining an unfair business advantage (in particular the invitation does not take place during on-going or upcoming negotiations with the (prospective) business partner (unless approved by the Compliance Officer beforehand), and
- (vi) the invitation does not violate any local statutory anti-corruption laws or regulations.

If the costs of the invitation exceed USD 100,- (or the equivalent thereof in local currency) per person or if it may be questionable that any of the other requirements is fulfilled, the Employee must obtain the prior written approval of the Compliance Officer of the Company before accepting the invitation.

Costs for business travel and accommodation of Employees shall always be borne by the Company according to the relevant travel Policies. This does also apply for cost for travel to a cultural or sporting event to which an Employee might be invited (including transportation to the event, lodging for an event and meals not directly provided in conjunction with the event).

If a business partner provides “in-house” accommodation, the Employee should determine the fair market value, make the appropriate payment to the business partner, and arrange for reimbursement via the expense report. If a reimbursement is likely to insult or embarrass the business partner or is not possible for other reasons, the Employee must promptly inform the Compliance Officer of the Company, who will then decide on any steps which may be necessary.

Employees may take advantage of discounts and other promotions offered by suppliers, customers or other business partners of the Company, if (and only if) such discounts or promotions are available to all Employees of the Company.

Benefits must not be accepted during on-going or upcoming negotiations with a (prospective) business partner regardless of their value, unless expressly permitted by the Compliance Officer beforehand in writing. An exception to this strict principle applies to the invitation to a business meal or drink, provided the invitation meets the above mentioned requirements.

Benefits consisting of cash or cash equivalents (like checks, loans, moratoriums, waiver of debt) and Benefits with a sexual or immoral nature may never be accepted by any Employee.

7. Selection and Monitoring of Representatives

Representatives of the Company (such as agents, distributors, sales representatives, consultants acting for or on behalf of the Company) (“**Representatives**”) must represent the Company in a manner consistent with this Policy as well as with all applicable laws and regulations.

All agreements with a Representative must contain a written confirmation of the Representative that

- (i) the Representative has received a copy of the Company's Code of Conduct and a copy of the Anti-Corruption Policy,
- (ii) he/she will abide by the Code of Conduct, the Anti-Corruption Policy and all applicable anti-corruption laws and regulations,
- (iii) the Company is entitled to terminate the agreement for cause if the Representative is in breach of this obligation, and
- (iv) the Company is entitled to monitor and audit compliance.

Before selecting a Representative, the respective Employee must conduct due dili-

gence in order to determine the commitment of the (prospective) Representative to legal and ethical business practices. Any behavior which may raise the slightest concern from the perspective of an objective third party that the (prospective) Representative may be capable of illegal or unethical business behavior disqualifies this person as an appropriate business partner of the Company.

To facilitate the selection process and the later monitoring process of the (prospective) Representative, a list of "Red flags" is set forth in Annex A. If one or more of these Red Flags shows up, each Employee should be warned with respect to entering into or continuing a business relationship with the respective person. In any such case, the Employee should investigate further in order to ensure that the respective person meets the integrity requirements of a Representative of the Company.

8. Political Contributions

Political contributions mean contributions of anything of value to support a political goal. Examples include local, regional or national political fund raising events, providing goods or services to a political party or candidate for a political office, paying employees during working hours to work at a political function, or paying for political campaign expenses.

Political contributions by companies are illegal in many countries and exposed to abuse. Therefore, each political contribution by or on behalf of the Company requires an explicit prior approval from the Management Board of the Company.

No direct or indirect pressure in any form may be directed toward any Employee to make a personal political contribution or to participate in the support of a political party or the political candidacy of any individual. The Employee, however, has to ensure that he/she does not represent himself/herself in any way as representative of the Company in connection with such personal activities.

9. Donations

Donations are voluntary contributions in money or kind without consideration (i.e. where the Company is not paid and does not receive anything in tangible in return) to third parties for educational, scientific, environmental, cultural or social purposes. In order to avoid any abuse, each donation must comply with the following requirements:

- (i) Each donation must be clear and visible. This means in particular that the identity of the recipient and the planned use of the contribution must be clear and plausible and its purpose must be justifiable. The identity of the recipient and

planned use and purpose of the donation must be properly documented.

- (ii) Donations must not be made to secure inappropriate competitive advantages for the Company or for improper purposes.
- (iii) Donations must not be made for political or religious purposes (e.g., donations to politicians, political parties, churches or priests).
- (iv) Donations must not be made to individuals or for-profit organisations.
- (v) Donations must not be paid to any private accounts.
- (vi) Each donation must be signed off as indicated in the Delegation of Authority Policy of the Company.

To the extent applicable under local law, donations must be made in a form that ensures their tax deductibility (e.g., against donation receipt).

10. Sponsoring

Sponsoring activities mean any contribution in money or in kind by the Company towards an event organized by a third party in return for the opportunity to display the Company's logo, advertise the Company's brands, being mentioned in the opening or closing addresses, or the participation of a speaker on a discussion panel, as well as tickets to the event.

Each sponsoring activity must comply with the following requirements:

- (i) A written sponsoring agreement must be concluded. The agreement must specify the name and address of the recipient, its banking details, the exact amount of the contribution, the event for which the funds are given and the consideration which the Company will receive in return.
- (ii) The sponsoring must be justified by a legitimate and plausible business purpose; it must not be made to secure an inappropriate competitive advantage for the Company.
- (iii) The contribution offered by the Company must be proportionate to the consideration the Company receives in return.
- (iv) Each sponsoring contribution must be signed off by at least one member of the Management Board of the Company or by the person formally designated by the Management Board to decide on sponsoring. Any sponsoring for a

consideration in excess of USD 10.000,00 (or equivalent local currency) to the same recipient must be signed off by all members of the Management Board.

11. Local Anti-Corruption Law may be Stricter

Each Employee has the continuing obligation to be familiar with the relevant anti-corruption and anti-bribery laws and regulations. If this Policy is less strict than the relevant anti-corruption or anti-bribery laws and regulations in a jurisdiction, the stricter anti-corruption or anti-bribery laws and regulations shall prevail. If the Policy is stricter, the Policy shall prevail.

12. Questions

If an Employee has any question regarding the Policy, he/she is encouraged to ask the question to the Compliance Officer of the Company.

13. Reporting of Violations and Actions upon Notification

Each Employee who knows or has good reason to believe that this Policy or the relevant anti-corruption or anti-bribery laws and regulations have been violated is encouraged to bring this matter to the attention of the Compliance Officer of the Company. The Employee may do so also anonymously via the Company's whistleblower system.

Upon request, the identity of the Employee who makes a report in good faith will be kept confidential to the extent possible. The Company prohibits and will not tolerate retaliation against anyone who has reported a suspected violation in good faith or anyone who cooperates in an investigation concerning such a violation.

Each report of a suspected violation will be investigated without undue delay. If a violation has been confirmed, it is the responsibility of the supervisor to take – after consultation with the Compliance Officer - appropriate action against the relevant Employee.

Annex A

Red Flags

Each Employee should be careful, if the (prospective) business partner

- (i) refuses to commit to the Company's Code of Conduct or the Anti-Corruption Policy of the Company and to abide by the relevant anti-corruption laws and regulations,
- (ii) is located in a country with a reputation for high corruption and bribery (according to the Corruption Perception Index of Transparency International under "www.transparency.org"),
- (iii) works in an industry that has a history of corruption problems,
- (iv) has a principal that is, or is related to, a Public Official,
- (v) refuses to disclose its ownership or provides documents that conceal the true identification of a representative or agent,
- (vi) conducts over-invoicing, issues false invoices, records payment to a wrong payee, or provides payment descriptions that do not correspond to the appropriate account,
- (vii) requires payment to unrecorded accounts or holds miscellaneous accounts that can be used to hide improper payments,
- (viii) provides travel and expense forms with incomplete or inaccurate information,
- (ix) refuses an audit or recertification,
- (x) has been recommended by a Public Official, or by someone on the basis of the business partner's "friends in high places",
- (xi) does not appear to be qualified to perform the duties for which the business partner is engaged to assist the Company,
- (xii) demands compensation that is not commensurate with the fees and commissions normally paid for such services,

- (xiii) requests that commissions be paid in a different country, to a different party or in cash or untraceable funds,
- (xiv) relies heavily on political or government contacts as opposed to knowledge and the investment of time to promote the Company's business,
- (xv) refuses or is unable to develop or implement a market strategy and to document efforts undertaken on behalf of the Company,
- (xvi) refuses to accept anti-corruption safeguards in a contract that would set forth business terms,
- (xvii) asks the representation to be kept secret, and/or
- (xviii) has or had problems in its relationship with other foreign companies.
