# INSTRUCTION

Please complete the following questionnaire, answering all question completely and truthfully to the best of your ability. Completion of the questionnaire is voluntary. However, you should note that a refusal to complete the questionnaire or to answer any question completely may preclude Dolphin Drilling Holdings Limited and/or its subsidiaries (collectively “DD Group”) from establishing and/or conducting business with you.

You are completing this questionnaire because DD Group is considering entering into a business relationship with you. The completion of this questionnaire is only the first step in the review process. Its completion should not in any way be construed as the establishment of a business relationship between you and DD Group.

For any questions or issues completing the questionnaire, please contact your DD Group representative. If you need to amend or correct any information that you have provided to DD Group, please inform your DD Group business contact.

# DATA PRIVACY STATEMENT

The information that you provide to DD Group will be used by DD Group to assist DD Group in its efforts to comply with anti-corruption and other applicable laws. The questions posed are intended to elicit information that is necessary for complying with DD Group’s due diligence. The information collected through the questionnaire and from other sources (e.g. the reference and other parties) will not be used or processed for any other purposes.

The information obtained in connection with the questionnaire may be transmitted to DD Group employees or agents (including external legal counsel) and/or other authorities. The questionnaire and other associated information will be maintained by DD Group as long as necessary and in accordance with DD Group’s policies and procedures.

# DEFINITIONS

**“Facilitating payment”** means small payments made to Public Officials to expedite or secure the performance of a routine governmental action to which the payer is entitled ordinarily and which is commonly performed by the Public Official.

**“DD Group”** and the **“Our Company”** include Dolphin Drilling Holdings Limited and all its subsidiaries. The use of such terms as “DD Group” or “Company” is for convenience only and is not intended as an accurate description of corporate or legal relationship between or among Dolphin Drilling Holdings Limited and its subsidiaries.

**“Government”** means any agency, department, instrumentality, subdivision or other body of any federal, regional, or municipal government, any commercial or similar entities that the government controls or owns (whether partially or completely), including any state-owned and state-operated companies or enterprise.

**“Intermediary”** means, for the purpose of this questionnaire, a third party individual or firm (irrespective of nationality or place of incorporation) processing special expertise, knowledge, skill or training, including operational experience. The term will include any person or entity that serves as a commercial, customs, environmental, immigration, lobbying, marketing, sales, tax or other agent, advisor, broker, consultant, co-venture or any other person or firm, irrespective of how identified, who has or is likely to have contact with a Public Official, and is hired or otherwise retained to provide services directly related to obtaining, retaining or facilitating business or business opportunities.

**“Public Official”** can include, but is not limited to:

* Person holding legislative, administrative, military or judicial office for any country
* Person exercising a public function for any country, government or governmental agency
* Employee of a government-owned or controlled enterprise
* Official or agent of a public international organisation
* Political party or official of a political party

As such, Public Officials include honorary government officials; members of boards, officers, directors and employees of governmental, quasi-governmental or government-owned companies; some members of royal or ruling families; and officials of such public international organisations as the World Bank, International Monetary Fund and the World Trade Organisation.

# GENERAL INFORMATION

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Full Legal Name | |  | | |
| Operational Address | |  | | |
| Registered Address | |  | | |
| Phone Number | |  | | |
| Website | |  | | |
| Tax ID Number | |  | | |
| VAT Number | |  | | |
| Date of Incorporation | |  | | |
| Country of Incorporation | |  | | |
| Registry at which Company is Incorporated/Registered | |  | | |
| Incorporation/Registration Number | |  | | |
| Type of Business (Check One) | | | | |
| Individual: | Corporation: | | Partnership: | |
| List all other names under which you have conducted business, including time period for each (add additional rows, as necessary): | | | | |
| **Name** | | | | **Date** |
|  | | | |  |
|  | | | |  |
|  | | | |  |

# COMPANY DESCRIPTION

|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Is your Company publicly listed? | | | | | | | | | | |
| Yes: | | | | | No: | | | | | |
| If yes, where? | | | | | | | | | | |
| Please list all direct shareholders of the organisation (add additional rows, as necessary): | | | | | | | | | | |
| **Name** | **Country** | | | | **Registration Number / Date of Birth** | | | | **Ownership %** | |
|  |  | | | |  | | | |  | |
|  |  | | | |  | | | |  | |
| Please list all beneficial owners of the company (all individuals with a direct or indirect financial interest in the company) (add additional rows, as necessary): | | | | | | | | | | |
| **Name** | | **Country** | | | **Registration Number / Date of Birth** | | | | | **Ownership %** |
|  | |  | | |  | | | | |  |
|  | |  | | |  | | | | |  |
| Please list all individuals of the Board of Directors (add additional rows, as necessary): | | | | | | | | | | |
| **Name** | | | | **Date of Birth** | | | **Position** | | | |
|  | | | |  | | |  | | | |
|  | | | |  | | |  | | | |
| Please list all individuals comprising the company’s management/other key employees (add additional rows, as necessary): | | | | | | | | | | |
| **Name** | | | | **Date of Birth** | | | **Position** | | | |
|  | | | |  | | |  | | | |
|  | | | |  | | |  | | | |
| List the name(s) and title(s) of the individuals who will be responsible for working with our organisation, if known (add additional rows, as necessary): | | | | | | | | | | |
| **Name** | | | **Date of Birth** | | | **Position** | | **Years of Service** | | |
|  | | |  | | |  | |  | | |
|  | | |  | | |  | |  | | |
| Please list all associated entities, including group companies, subsidiaries, associated companies, joint ventures and key partners. For subsidiaries, associated companies, joint ventures and other similar arrangements, please specify other shareholders/partners participants (if necessary, please provide the list as an attachment): | | | | | | | | | | |
| **Name of Company** | | | | **Description of Association** | | | | | | |
|  | | | |  | | | | | | |
|  | | | |  | | | | | | |
| Have you or any of your subsidiaries entered a contract with DD Group? | | | | | | | | | | |
| Yes: | | | | | No: | | | | | |

# SERVICE DESCRIPTION

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Please describe in detail the services you expect to provide to DD Group: | | | | |
|  | | | | |
| Do you have pertinent experience with this type of activity? | | | | |
| Yes: | | No: | | |
| If yes, please describe the previous experience(s) and the time frame for such experience: | | | | |
| In which countries and locations will your organisation be providing goods or services to our organisation? | | | | |
|  | | | | |
| Will your service require authorisation, approval or other action with any governmental authority for due execution and performance? | | | | |
| Yes: | | No: | | |
| If yes, please describe the required authorisation or approval required: | | | | |
| How did we come to know you? | | | | |
| If you were recommended, please provide the name of individual who made the recommendation, as well as his/her organisation’s name: | | | | |
| **Name** |  | | **Organisation** |  |

# SUBCONTRACTORS

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Will you hire additional third parties, including sub-agents, consultants, or sales representatives with respect to the service to be provided to Our Company? | | | | | |
| Yes: | | No: | | |
| If yes, please identify their name and address, their relationship to you, and the activity they will perform (add additional rows, as necessary): | | | | | |
| **Name** | **Address** | | **Relationship** | **Service Provided** | |
|  |  | |  |  | |
|  |  | |  |  | |
| Do you review sub-contractors anti-corruption/anti-bribery policies? | | | | | |
| Yes: | | No: | | |
| If the sub-contractor does not have adequate anti-corruption/anti-bribery policies, do you require sub-contractors to adhere to your anti-corruption/anti-bribery policies? | | | | | |
| Yes: | | No: | | |
| Do you include anti-corruption clauses in contracts with sub-contractors? | | | | | |
| Yes: | | No: | | |
| Do you provide anti-corruption/anti-bribery training to sub-contractors? | | | | | |
| Yes: | | No: | | |
| Does your contract language provide you with a right to refuse payment of prospective invoices from your sub-contractors in the event that your sub-contractors breach their contractual undertakings and/or violate anti-corruption laws? | | | | | |
| Yes: | | No: | | |
| Does your contract language provide you with a right to be reimbursed for all amounts paid by you to the sub-contractors under the contract to the extent that such payment might be associated with improper payments to Public Officials and/or the violation of anti-corruption laws? | | | | | |
| Yes: | | No: | | |
| Do you include anti-corruption certification requirement in contracts with sub-contractors? | | | | | |
| Yes: | | No: | | |

# RELATIONSHIP TO GOVERNMENT ORGANISATIONS OR PUBLIC OFFICIALS

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Do any of your company’s owners, directors, management or employees hold position as government officials, or have they done so in the past? | | | | | | | | | | | | | | |
| Yes: | | | | | | | | No: | | | | | | |
| If yes, please provide a list of all government offices and positions held and how long the person concerned held such position (add additional rows, as necessary): | | | | | | | | | | | | | | |
| **Name** | | | **Role in/influence on business** | | | **Government Office** | | | | **Government Position** | | | **Date** | |
|  | | |  | | |  | | | |  | | |  | |
|  | | |  | | |  | | | |  | | |  | |
| Are any owners, directors, management or employees of your organisation related (by blood, marriage, current or past business association or otherwise) to a Public Official? | | | | | | | | | | | | | | |
| Yes: | | | | | | | | No: | | | | | | |
| If yes, please describe the relationship between such person(s) and the Public Official(s)  (add additional rows, as necessary): | | | | | | | | | | | | | | |
| **Person Name** | | **Person Title** | | | **Public Official Name** | | | | **Government Position** | | | **Relation** | | |
|  | |  | | |  | | | |  | | |  | | |
|  | |  | | |  | | | |  | | |  | | |
| Do any of the persons listed above have any influence over or connection to your Company’s business? | | | | | | | | | | | | | | |
| Is any shareholder or partner in your organisation, or subsidiaries of the shareholder(s) or partner(s), owned in any part by a Public Official or person related to a Public Official? | | | | | | | | | | | | | | |
| Yes: | | | | | | | | No: | | | | | | |
| If yes, please list the Public Officials(s) and their total percentage ownership interest (add additional rows, as necessary): | | | | | | | | | | | | | | |
| **Person Name** | | | | **Ownership %** | | | | **Public Official Name** | | | **Government Position** | | | |
|  | | | |  | | | |  | | |  | | | |
|  | | | |  | | | |  | | |  | | | |
| Do you (either directly or through any operating entity) have government customers? | | | | | | | | | | | | | | |
| Yes: | | | | | | | | No: | | | | | | |
| Does any Public Official or a member of a Public Official’s family have any interest, or stand to benefit in any way, as result of the proposed agreement? | | | | | | | | | | | | | | |
| Yes: | | | | | | | | No: | | | | | | |
| If yes, please explain: | | | | | | | | | | | | | | |
| Do you have policies or procedures concerning (check all that apply): | | | | | | | | | | | | | | |
|  | Marketing and promotion in relation to governments, government-owned companies, and/or government officials | | | | | | | | | | | | | |
|  | Interaction by agents, consultants, etc. with government customers on Your behalf | | | | | | | | | | | | | |
|  | Interaction with customs officials | | | | | | | | | | | | | |
|  | Interaction with other government authorities to obtain approvals or licensing necessary to conduct business | | | | | | | | | | | | | |
|  | Interaction concerning contribution to political candidates and/or political campaigns | | | | | | | | | | | | | |
|  | Interaction with Public International Organisations | | | | | | | | | | | | | |

# AFFILIATE RELATIONSHIPS

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Have you or any key employee or senior management member of your organisation, ever been employed by or performed services for our organisation or any of our organisation’s subsidiaries? | | | | | |
| Yes: | | | No: | | |
| If yes, please provide a description of the employment period, including job description (add additional rows, as necessary): | | | | | |
| **Name** | | **Job Description** | | | **Date** |
|  | |  | | |  |
|  | |  | | |  |
| Do you or any key employee or senior management member of your organisation, its subsidiaries or affiliates, have any financial interest or arrangement with any officer, director or employee of our company or its subsidiaries? | | | | | |
| Yes: | | | No: | | |
| If yes, please provide a description of the financial arrangement and the name of the officer, director or employee: | | | | | |
| Do you or any key employee or senior management member of your organisation, its subsidiaries or affiliates, know anyone currently or previously employed by DD Group or its subsidiaries? | | | | | |
| Yes: | | | No: | | |
| If yes, please describe the relationship between such person(s) (add additional rows, as necessary): | | | | | |
| **Person Name** | **Person Title** | | | **DD Group Person Name** | |
|  |  | | |  | |
|  |  | | |  | |
| Will the DD Group Contact be involved in the project for which you will be providing service? | | | | | |
| Yes: | | | No: | | |
| If yes, please describe the involvement: | | | | | |

# PROCESS DESCRIPTION

|  |  |
| --- | --- |
| Please answer the following regarding your policies and procedures: | |
| Are you familiar with the Foreign Corruption Practice Act? | |
| Yes: | No: |
| Are you familiar with the U.K. Bribery Act and the OECD Convention of Combating Bribery of Foreign Public Officials? | |
| Yes: | No: |
| Do you have an Anti-Corruption Policy? | |
| Yes: | No: |
| Do you have an Ethics Compliance Programme? | |
| Yes: | No: |
| Do you provide training on anti-bribery laws to your employees on an annual basis, at a minimum? | |
| Yes: | No: |
| Do you have a procedure in place to allow reporting of any misconduct? | |
| Yes: | No: |
| Do you allow facilitation payments? | |
| Yes: | No: |
| If yes, under which circumstances would facilitation payments be allowed? | |
| Do you have a background check program for new employees? | |
| Yes: | No: |
| Do you have a Code of Conduct? | |
| Yes: | No: |

# FINANCIAL DATA

|  |  |  |
| --- | --- | --- |
| Please answer the following questions regarding banking information. | | |
| Are payments to be made: | | |
|  | Within the country where a substantial portion of the service is rendered | |
|  | With the country of incorporation | |
|  | Other | |
| Payment is expected to be made to a bank account in the name of the: | | |
|  | Entity entering contract with the DD Group | |
|  | Individual entering contract with the DD Group | |
|  | Other | |
| What will be the form of payment by the DD Group? | | |
|  | Check | |
|  | Wire transfer | |
|  | Other | |
| Please answer the following questions regarding expenses to be incurred. | | |
| Will there be any reimbursement of expenses to you for the business or service being provided? | | |
| Yes: | | No: |
| Are reimbursable expenses supported by documentation? | | |
| Yes: | | No: |

# VIOLATIONS

|  |  |  |
| --- | --- | --- |
| Have the company’s shareholders (or beneficial owners), directors or top management been involved in any illegal or unethical practice, or been involved in any illegal or unethical practices, or been involved in any government or agency investigation in the past? | | |
| Yes: | No: | |
| If yes, please describe the charges for which You have been convicted or have proceedings currently pending, and when this occurred (add additional rows, as necessary): | | |
| **Charges** | | **Date** |
|  | |  |
|  | |  |
| Has the company had any internal cases of fraud or corruption over the last 5 years? | | |
| Yes: | No: | |
| If yes, how have these been handled (add additional rows, as necessary): | | |
| **Charges** | | **Date** |
|  | |  |
|  | |  |
| Has the company been involved in any litigation or other disputes over the last 5 years? | | |
| Yes: | No: | |
| If yes, please describe below (add additional rows, as necessary): | | |
| **Charges** | | **Date** |
|  | |  |
|  | |  |

# YOUR REFERENCE

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Please provide two (2) references with which you had business relationships: | | | | | |
| **Name** | **Address** | **Contact Name** | **Telephone number** | **E-mail** | **Service Provided** |
|  |  |  |  |  |  |
|  |  |  |  |  |  |

# OTHER COMMENTS

|  |
| --- |
| Please feel free to elaborate upon, or to supplement, any of your answers if you believe you can better convey the manner in which you and your company ensure compliance with anti-corruption laws which may apply to you, your company and DD Group: |

# ATTACHMENTS

|  |  |
| --- | --- |
| Please attach the following documents, selecting those that have been included: | |
|  | Organisation Chart |
|  | Description of your organisation’s compliance organisation |
|  | Description of your compliance training activities |
|  | Code of Ethics and Business Conduct |
|  | Anti-Corruption Policy |
|  | Entertainment Policy |
|  | Whistle-blowing Procedure |
|  | Latest available financial statement(s)/annual reports |
|  | Certification of Registration/Certificate of Incorporation |
|  | Certification of Good Standing |
|  | Articles of Association |
|  | Business License |
|  | CV of key management to be involved with DD Group project |
|  | W8 Tax Form (Non U.S.) |
|  | W9 Tax Form (U.S.) |
|  | Other |

# CERTIFICATION

The Applicant, who is duly authorised and has full legal capacity to complete this questionnaire, certifies as to the matters set forth in this questionnaire, signs and certifies this documents as follows:

* To the best of my knowledge, all information set forth in this response is accurate and complete;
* I have read and understood the Data Privacy Statement above and expressly consent to the collections, use, processing, storage and transfer of data, including the data about my company, my personally identifiable information and that of other person that I identify in the questionnaire in the manner and for the purpose described in this questionnaire and in the Data Privacy Statement.
* I authorise DD Group (directly or indirectly) to take such steps as may be necessary to verify the information provided in this questionnaire, by the applicant’s references and/or any other person.
* I acknowledge and understand that the provision of false or misleading information may result in the termination of any relationship that may be entered into in the future between me and/or my company and DD Group. Furthermore, I understand that DD Group reserves the right to recur to such other remedies as may be appropriate in the event of such termination.

Do you certify the above statements?

|  |  |
| --- | --- |
| Yes: | No: |

|  |  |  |
| --- | --- | --- |
| **Prepared By:** |  | **Title:** |
|  |  |  |
| **Signature:** |  | **Date:** |
|  |  |  |
| **Mobile Number:** |  | **Email Address:** |
|  |  |  |