

**Annual Employee Certificate for International Supplement  
to Code of Business Conduct and Ethics**

I have read the Code of Business Conduct and Ethics (the "Code") of XYZ Company and the International Supplement to the Code (the "International Supplement"), and undertake to comply with its provisions. Except as disclosed below, I have never participated in, and am not aware of, any violation of the International Supplement. Should I ever obtain information giving me reason to believe that any employee, person, or firm may have engaged in conduct that violates the International Supplement, I undertake to report that information promptly to the Chief Financial Officer of the Company.

I have engaged in or observed the following incidents of non-compliance.

---

---

Date \_\_\_\_\_

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Name printed

\_\_\_\_\_  
Title

\_\_\_\_\_  
Office

**Certificate of Compliance with Foreign Corrupt Practices Act  
and Code of Ethics for Agents and Consultants**

The undersigned hereby certifies to XYZ Company (the "Company") as follows:

1. I am aware of the United States Foreign Corrupt Practices Act ("FCPA") and I understand its prohibitions.
2. I will comply fully with the FCPA.
3. I have not, and will not, do any of the following
  - a. make or promise to make an unlawful or improper payment to a public official;
  - b. take any action that furthers such an unlawful or improper payment; or
  - c. take any other action that would cause the Company to violate the FCPA.
4. I will comply with the laws of \_\_\_\_\_.
5. I am not an official or employee of the government or of any political party, and for the term of my agreement with the Company I will not become an official or employee of the government or of any political party.
6. All fees and commissions I receive will be disclosed as required by the United States Government and the law of \_\_\_\_\_.
7. All payments received by me from the Company will be received in \_\_\_\_\_ [currency] at my usual place of business by \_\_\_\_\_ [method of payment].
8. I understand that from time to time I will be required to certify as to the disposition of any funds I receive from the Company to ensure continued compliance with the FCPA.
9. I have read the Code of Business Conduct and Ethics (the "Code") of the Company and the International Supplement to the Code (the "International Supplement"), and undertake to comply with its provisions.
10. Should I ever obtain information giving me reason to believe that any employee, person or firm may have engaged in conduct that violates the Code or the International Supplement, I undertake to report that information promptly to the Chief Financial Officer of the Company.

Date \_\_\_\_\_

Address

---

---

---

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Name printed

\_\_\_\_\_  
Title