

Due Diligence Questionnaire



Introduction

MISC Policy Statement on Anti-Bribery and Corruption

We at MISC Group (MISC) are committed to applying the highest standards of ethical conduct, integrity and accountability in all our business activities and operations. This Policy applies to all MISC business dealings and relationships.

MISC has a zero tolerance policy towards any form of bribery and corruption by, or of, its employees or any persons or companies acting for MISC or on its behalf. The MISC Code of Conduct and Business Ethics (MISC CoBE) and Anti-Bribery and Corruption Policy and Guidelines [[available at http://www.misc.com.my/compliance-business-ethics/](http://www.misc.com.my/compliance-business-ethics/)] apply throughout the Group and reflect our commitment to fight any corrupt and unethical practices in the course of conducting business in the jurisdictions in which we operate.

The Board and management are committed to implementing and enforcing effective and robust policies and procedures to prevent, monitor and eliminate bribery and corruption. Employees and others acting for or on behalf of MISC are strictly prohibited from directly or indirectly soliciting, accepting or offering bribes in relation to MISC's businesses and operations.

Employees across MISC are expected to observe the MISC CoBE and uphold MISC's zero tolerance towards bribery and corruption. Employees who fail to comply with the CoBE will be subject to the appropriate disciplinary measures.

Third Party Due Diligence

MISC requires its contractors, sub-contractors, consultants, brokers, agents or any service provider to comply with MISC's CoBE requirements and obligations. As such we undertake due diligence prior to entering into any business relationship with our counterparties to evaluate and to ensure that they are able to meet MISC's CoBE requirements and obligations.

Please complete the following questionnaire completely and truthfully to the best of your ability. The completion of this Due Diligence Questionnaire ("Questionnaire") is one of the steps in the review process. Completion of this form should not in any way be construed as establishment of a business relationship with MISC.

Instructions

Please provide answers to all of the questions. Some answers may simply consist of a "Yes or No". Please do not omit any question. If a question is not applicable, write "N/A" in the space provided. If the space provided for a question is insufficient, you may attach additional pages. For any questions or issues completing the Questionnaire, please contact [*(name of contact person)*] at [*(email address of contact person)*].

Data Protection Statement

You are completing this Questionnaire because MISC is considering entering into a business relationship with you. The information that you provide and where necessary, obtained from third parties and also from the public domain will be used to determine whether your organization meets MISC's CoBE requirement. The information collected through the Questionnaire and from other sources (e.g. the references and other parties) will not be used or processed for any other purposes. If you need to amend or correct the information that you have provided to MISC, please inform your MISC business contact.

We may disclose and/or transfer your personal data to MISC group of companies, associated companies, any other person under a duty of confidentiality to MISC, our consultants and/or legal advisers (whether in or out of Malaysia).

The Questionnaire and other associated information will be maintained by MISC as necessary and in accordance with MISC's policies and procedures and Personal Data Protection Act 2010.

Definitions

For the sake of clarity, we have provided definitions for the following terms:

"Applicant" refers to _____, and all of its affiliated companies in which _____ owns, directly or indirectly, more than fifty percent (50%) of the voting shares.

"MISC" include MISC Group and all of its affiliated companies in which MISC owns, directly or indirectly, more than fifty percent (50%) of the voting shares.

"Associated person(s)" means the Intermediary and any owner (including any principal, shareholder or other person or entity having a direct or indirect financial interest), officer, director, partner, principal, employee, agent or subcontractor or any other person or entity, directly or indirectly, controlling, controlled by, or under common control with, the Intermediary.

"Facilitation Payments" means payments made to secure or expedite the performance by a person performing a routine or administrative duty or function.

"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 enterprises (e.g., the national oil Applicant).

"Intermediary" means, for the purposes of this Questionnaire, a third party individual or firm (irrespective of nationality or place of incorporation) possessing 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, and is hired or otherwise retained to provide services directly related to obtaining, retaining or facilitating business or business opportunities with MISC.

"Public Official" means an official or employee 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 enterprises.

"Bribe" means any gift, payment, benefit or other advantage, pecuniary or otherwise, offered, given, or received in order to secure an undue or improper result, award, decision, benefit or advantage of any kind.

1.0 APPLICANT INFORMATION

1.1 General Information. Please review and update the below as needed.

Registered Applicant Name:		
Registration Number:	Country where formed:	Date formed:
Group of Companies with which Applicant is associated with:		

Principal Business Address:	Registered Address:
Contact Person's Name:	Contact Details:
Website:	Total Assets:

1.2 Country of Operations

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2.0 INCORPORATION, OWNERSHIP AND EMPLOYEE INFORMATION

2.1 Please state whether the Applicant is a corporation, partnership, non-profit organization, or government entity?

Yes No

2.2 Are the shares of the Applicant or Applicant's ultimate parent company ("Parent") publicly traded on a major stock exchange in an OECD (Organisation for Economic Co-operation and Development) member country?

Yes No

If yes, please identify the stock exchange(s) on which the shares of Applicant or Parent are publicly traded.

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2.3 Please list all shareholders or owners who hold a financial interest in the Applicant's business of 5% or more.

If a business or legal entity (such as a corporation or partnership) owns any portion of the Applicant, please trace ownership up through as many layers as necessary to identify all ultimate individual owners of such entities. Please use a separate sheet of paper attached to this Questionnaire if necessary.

Owner Name	% Ownership	Address	Country of Incorporation/ Nationality

2.4 Please list Applicant directors, officers and key management. Also include key personnel assigned to work with MISC, if known. Provide the full name and title.

Name	Title or Position Held	Nationality

2.5 Do any other individuals not mentioned in Question 2.4 have a beneficial interest in the Applicant or in its revenues or profits? "Beneficial" interest means the direct or indirect sharing in voting power in the Applicant or investment power with respect to the Applicant (power to sell an ownership interest). If yes, please list the individuals and their country of citizenship and explain the nature of such interest.

Yes No

2.6 Are any other individuals able to exercise control over the Applicant through any other arrangement? If yes, please list the individuals and their country of citizenship and explain the nature of such control.

Yes No

2.7 Has the Applicant changed its business name in the last five (5) years?

Yes No

3.0 SERVICES

Please answer the following about the services that the Applicant will provide MISC.

3.1 Please state how long the Applicant has been in business in its home jurisdiction?

<5 years 5 – 10 years 10 – 15 years 15 - 20 years > 20 years

3.2 Please state how long it has been providing the services similar to the proposed services with MISC?

<5 years 5 – 10 years 10 – 15 years 15 - 20 years > 20 years

3.3 Please describe the nature of services that you expect to provide to MISC.

3.4 Has the Applicant had a prior business relationship with MISC?

Yes No

If yes, please describe the contract(s) and provide the dates of the contract(s)

3.5 Do you know anyone currently or previously employed by MISC, its subsidiaries and/or its affiliates (“MISC Contact”)?

Yes No

If Yes, Please provide name of the MISC Contact and position held: *

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3.6 Will the MISC Contact be involved in the project for which the Applicant will be providing services?

Yes No

4.0 GOVERNMENT

4.1 Does the Applicant have any officers, directors, shareholders, owners, or employees that are a current or former “Public Officials” (as defined above) or has ties with current or former Public Officials?

Yes No

4.2 If your answer for Question 4.1 above is yes, please identify the officers, directors, shareholders, owners, or employees below:

Government Connections/Relations

Person Name	Person Title	Public Official Name	Government Position Held	Relationship to Public Official

4.3 Does Applicant (either directly or through any operating entity) have any government or government related customers?

Yes No

4.4 Would the Applicant’s services require authorization, approval or other action with any governmental authority for due execution and performance?

Yes No

5.0 COMPLIANCE SYSTEM AND ANTI-CORRUPTION PREVENTION

Policies and Procedures. Please answer the following regarding your policies and procedures.

5.1 Is the Applicant familiar with prohibitions of the Foreign Corrupt Practices Act 1977, U.K. Bribery Act 2010 and/or the OECD Convention on Combating Bribery of Public Officials?

Yes No

5.2 Does the Applicant have an Anti-Corruption Policy? *

Yes No

5.3 Does the Applicant have procedures in place to monitor the effectiveness of its anti-corruption policy?

Yes No

5.4 Does the Applicant provide training of anti-bribery laws to your employees?

Yes No

5.5 Does the Applicant have procedures in place to allow reporting of any misconduct? *

Yes No

5.6 Does the Applicant allow Facilitation Payments? *

Yes No

5.7 Does the Applicant have a background check program? *

Yes No

5.8 Does the Applicant have a Code of Conduct and Business Ethics?

Yes No

6.0 SUBCONTRACTOR

6.1 Will the Applicant engage additional third parties, including subcontractors, sub-agents, consultants, or sales representatives with respect to the goods and/or services to be provided to MISC?

Yes No

6.2 Does Applicant review its subcontractor's anti-corruption/ anti-bribery policies?

Yes No

6.3 If the Applicant's subcontractor does not have adequate anti-corruption/anti-bribery policies, does Applicant require subcontractor to adhere to Applicant's anti-corruption/anti-bribery policies?

Yes No

6.4 Does the Applicant include anti-corruption/anti-bribery clauses in contracts with its subcontractors?

Yes No

7.0 VIOLATIONS

7.1 Within the last five (5) years, has the Applicant, or any of its directors, officers, owners, shareholders or employees, ever been found by a court or agency to have violated any anti-bribery laws or securities laws?

Yes No

If yes, please provide details:

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7.2 Within the last five (5) years, has the Applicant or any of its officers, directors, owners, employees or shareholders ever been investigated or charged with any offence, including but not limited to

offences relating to corruption/bribery, conflicts of interest, Facilitation Payment, or money-laundering?

Yes No

If yes, please provide details:

7.3 Has the Applicant ever paid money or given anything of value to a Public Official in order to retain business or obtain an improper advantage in any jurisdiction?

Yes No

If yes, please provide details:

7.4 Has the Applicant ever been suspended or debarred from doing business in any capacity as a result of fraud, misrepresentation, corruption, bribery, money laundering or any other related activities in any jurisdiction?

Yes No

If yes, please provide details:

7.5 Has the Applicant ever made any public disclosures involving fraudulent or corrupt misconduct or improper accounting to any government authority?

Yes No

If yes, please provide details:

7.6 Has the Applicant ever entered into any settlement/paid fine for any offence relating to corruption etc.?

Yes No

If yes, please provide details:

8.0 CUSTOMS

8.1 Will the Applicant need to interact with any Public Officials or Government agencies in order to perform the services for MISC under the contract?

Yes No

8.2 Please list the potential Government agencies, and customs duties, imposts or other fees, if any that may require payment to obtain such permits, clearances or certifications.

Please list below:

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8.3 Will the application of each of the required permits, clearances or certifications listed above be submitted or procured by the Applicant's employees?

Yes No

8.4 Will the Applicant engage a third party to manage or procure each of the required permits, clearances or certifications listed above? (e.g., shipping agents, freight forwarders, logistics companies)?

Yes No

Please identify the third party that will be engaged for purpose of providing services provided to MISC.

Entity Type	Entity Name	Entity Address	Country of Incorporation	Due Diligence Performed?

8.5 How is payment made by Applicant for any required customs duties, imposts and other fees?

Please select *

- Directly to the relevant Government agency
 Through an Intermediary

8.6 Is it the Applicant's practice to obtain receipts for customs duties/fees paid, whether paid directly by the Applicant or indirectly by the subcontractor or other third party?

Yes No

8.7 Has the Applicant ever encountered any difficulties in obtaining such receipts?

Yes No

8.8 Is it the Applicant's policy/practice to provide copies of receipts to the client/customer?

Yes No

9.0 SANCTIONS

9.1 Does the Applicant have any direct/indirect Dealings involving a Sanctioned Country or any Sanctioned Entity?

Dealings are defined as any financial or commercial relationships, which include sales to, purchases from, trade through or other business activities that the Applicant has with another entity(ies) and/or country(ies). "Indirect" Dealings refer to similar financial or commercial relationships that the Applicant has with another entity and/or country through a third party.

Sanctioned Country refers to any country(ies) that any one or more of the United Kingdom (UK), the European Union (EU), the United States (US) or the United Nations (UN) has listed as the target or subject of any sanctions.

Sanctioned Entity refers to:

- (a) entity(ies) that any one or more of the UK, the EU, the US or the UN has listed as the target or subject of any sanctions; and
- (b) entity(ies) which are 50% or more owned by, or otherwise controlled by, any entity(ies) described in (a) above.

Yes No

If any of the response to Questions 9.1, 9.2 are Yes:

• Specify the name of the Sanctioned Country	
• Percentage (%) of Dealings i.e. Percentage (%) of sales, purchases, assets in Sanctioned Country	
• Brief description of business activities conducted in the Sanctioned Country	
• What goods/products are involved, what they are used for, the country of origin and destination and confirm if there is any transport through a Sanctioned Country	
• Local office/3rd party(ies) dealers/customers/suppliers/ counterparties names (if any) and confirm if any are known to be sanctioned by the UK, EU, US and/or UN.	
• In what currency(ies) do you undertake business involving Sanctioned Country?	

9.2 Is the Applicant owned by a Sanctioned Entity?

Yes No

If Yes, please provide details including the percentage (%) of effective ownership, name of Sanctioned Entity and extent to which they are involved in the day to day activity of the Applicant.

9.3 Is the Applicant owned by any person/entity that is incorporated/based in or resident in a Sanctioned Country?

Yes No

If Yes, please provide details including the percentage (%) of effective ownership, the name of shareholder, details of Sanctioned Country and extent to which they are involved in the day to day activity of the Applicant.

9.4 Is any of the Applicant's director/officers and/or Related Party a Sanctioned Entity or resident in a Sanctioned Country?

Related Party refers to the Applicant's Affiliates and their respective directors, officers, employees, third party legal counsel, professional advisers, agents and consultants retained by the Applicant.

Affiliates refer to any company or other legal entity that directly or indirectly through one or more intermediaries, controls or is controlled by, or is under common control. "Control" means the

ownership directly or indirectly of more than fifty percent (50%) of the voting rights in a company or other legal entity.

Yes No

If Yes, please specify the extent to which the director/officers and/or Related Party exerts influence or control over the Applicant:

9.5 Does the Applicant have any ownership interest in a Sanctioned Entity?

Yes No

If Yes, please provide details including the name, and percentage (%) of ownership in this entity.

9.6 Does the Applicant have any ownership interest in an asset that is located in a Sanctioned Country (including an entity that is incorporated or based there)?

If Yes, Please specify the % total assets:

10.0 CERTIFICATION

CERTIFICATION: The undersigned, who is duly authorized and has full legal capacity to complete this Questionnaire on behalf of the Applicant, hereby certifies the matters set forth in this Questionnaire, signs and certifies this document as follows:

- a) to the best of my knowledge, all information set forth in this Questionnaire is accurate and complete; and
- b) I have read and understood the Data Protection Statement above and expressly consent to the collections, use, processing, storage and transfer of data, including the data about my Applicant, my personally identifiable information and that of other persons that I identify in the Questionnaire, in the manner and for the purposes described in this Questionnaire and in the Data Protection Statement; and
- c) The Applicant authorizes MISC (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; and
- d) 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 the Applicant and MISC. Further, I understand that MISC reserves its rights and remedies as may be appropriate in such event.

Do you certify to the above statements? *

Yes No

Name :	Position :
Signature :	Date:

Attachments

Please attach the following documents, selecting those that have been uploaded:

- Organizational Chart
- Code of Conduct
- Anti-Corruption policy
- Certificate of Registration
- Certificate of Good Standing
- Articles of Association
- Business License