

POWERLINES COMPLIANCE POLICY

GUIDELINES FOR CONDUCT WITH BUSINESS PARTNERS

In daily business life, POWERLINES enters into numerous contractual relationships. In addition to stable customer relationships, POWERLINES attaches great importance to the integrity of all business partners, regardless of the way in which they work with POWERLINES.

The evaluation processes mentioned in these guidelines shall generally be carried out by the respective responsible persons in the purchasing department. The corresponding checklists/reports must also be completed by said staff. Purchasing departments of POWERLINES subsidiaries must perform these tasks in coordination with the purchasing department of POWERLINES Group GmbH.

This Policy applies to Suppliers, Business Consultants (defined in section 2.A.) and to any third party acting within its scope, excluding Business Consultants interacting with individual end consumers. To determine whether a third party falls into one category, the actual purpose of the agreement is decisive, irrespective of its title and the nature of the work previously performed by the third party in question.

A OBJECTIVES

As the Group is exposed to the risk of bribery and influence peddling in its relationships with business partners, we must be particularly vigilant in **selecting** of these and in **supporting** and **monitoring** of the assignments entrusted to them, to ensure that the relationship is in compliance with applicable legislation. This is essential to protect the Group's companies and their employees from legal, commercial, financial, and reputational risks.

Indeed, if we are not sufficiently vigilant regarding the integrity of third parties with whom we have entered or are considering entering into a relationship, POWERLINES could be involved, more or less directly, in acts constituting offenses (breaches of probity, human rights, etc.), which could tarnish our reputation, cause lasting damage to our business activities, as well as engaging the liability of the company.

An ethics evaluation process enables us to identify whether our third parties:

- are involved in a breach of probity case (corruption etc.) or environmental abuse,
- are subject to international economic sanctions or embargoes,
- are active in a non-collaborative country (e.g. Tax haven),

The objective of this Policy is to set the key principles governing evaluation processes and to define the framework, scope, and procedures for performing it. This policy applies to the entire POWERLINES Group.

B EVALUATION PROCESS

Thus, before entering into a contractual relationship with a new strategic supplier who is shortlisted for this purpose, a Business Consultant (Definition as in section 2 below) or any other third business partner, an internal **evaluation** must therefore be carried out by a designated employee of the POWERLINES company concerned. This evaluation particularly includes the aspect of compliance. This evaluation process consists of a multi-stage examination, the results of which are to be recorded in an internal checklist (see Attachment 1 for suppliers and Attachment 2 for Business Consultants to this document). The aim is to obtain detailed information about the business partner in order to identify possible "red flags" which are indicators against entering into contractual relationships with a specific business partner. In particular, the areas subject to the present Guidelines are examined in the context of this Compliance Policy. In addition, ethical evaluation processes are used to minimise the risk of entering into business relationships with non-compliant third parties. At the end of the audit process, the management of the POWERLINES Group should be able to take an informed decision.

i. „Red Flags“

“Red Flags“ within the meaning of this Directive include

- charges, convictions or accusations concerning the commission of offences such as fraud, corruption, embezzlement, money laundering;
- the violation of fundamental human rights;
- sanctions resulting from infringements of export law;
- involvement in anti-competitive practices (e.g. cartels, price fixing);
- her risks that have affected the reputation of the company concerned and may subsequently affect the reputation of POWERLINES (e.g. pending legal proceedings, scandals).

ii. Further Approach

If one or more such "Red Flags" are found on the potential contractual partner, the establishment of a contractual relationship with this business partner is only permissible after a more detailed examination has been carried out externally (**second level**).

The person carrying out the evaluation of the first stage must state in his conclusion whether

- (a) no Red Flags have been identified; or
- (b) Red Flags have been identified which could be eliminated by conducting a second stage evaluation (→ ordering a second stage evaluation); or
- (c) the case is referred to the POWERLINES Group management because Red Flags have been identified which are serious enough for the auditor to assume that contractual relationships with the audited business partner is excluded. In this case, the decision whether to waive the contractual relationship or to conduct a second level evaluation is the responsibility of the POWERLINES Group management.

To carry out a **second level evaluation**, use is made of the infrastructure of the Owner's Group or external service providers. . Its purpose is to analyze the risks relating to the Supplier

and their environment in greater depth in order to make a fully informed decision as to whether to enter into a contract with them.

iii. Second Level Evaluation

Each “Red Flag” detected during the evaluation process must be reviewed in detail during the second evaluation stage. It is mandatory to collect additional information, Documents provided by the Supplier must be reviewed and analyzed to determine whether they are sufficient to assess the risk resulting from the Red Flag. If the documents submitted are not sufficient to analyze the risk, additional information must be requested and verified.

All documents and information collected during this second level evaluation process must be included in a report with the results conducted during the second level evaluation process.

If the selection process turns out in favour of the audited business partner, a transparent contract evaluation process must be carried out, at the end of which the agreements reached are recorded in writing.

The documents on which the "Red Flag" audit is based must be kept internally. The final decision of the POWERLINES Group management must also be documented.

iv. Third-party ethical assessment

In case of an unethically sensitive assessment in the course of the evaluation process, simple research (collection of information and documents available as open source) is required. If this is not sufficient, an investigation, collection of information and documents, a database search of the potential business partner, i.e. an in-depth investigation, must be carried out to determine the extent of the risk posed by the business partner. Priority should be given to using the infrastructure of the entire owner group; if this is not sufficient, external consultants, such as a specialised business intelligence company, must be called in. For this in-depth investigation, which is carried out by a professional business intelligence expert, an invoice of €2000 to €5000 excluding tax may be requested. To guarantee that the investigation is carried out on time, this requires a lead time of 1 to 3 weeks. If such ethical risks are identified on a third party, the Ethics and Compliance Department will make operational recommendations.

1. SUPPLIERS

POWERLINES' suppliers are selected in a transparent and fair process. Only those who can demonstrate similar ethical standards are considered as potential contract partners.

In this context, reference is made to the **internal guidelines for the procurement of materials** and services, with which affected employees must familiarise themselves in addition to the rules described here. Said guidelines contain basic principles which must be observed prior to the conclusion of a contract as well as additional requirements for special cases (e.g. award procedures, etc.), which partly supplement the rules set out here.

The implementation of an evaluation process is limited to **strategic suppliers**, i.e. those to be used in the core business of POWERLINES.

A Basic rules for ongoing contractual relationships

After entering into a contractual relationship with a supplier, the following basic rules of cooperation must be observed without exception, in addition to the laws and internal guidelines that continue to be applicable (see Guidelines for the Prevention of Corruption and Conflicts of Interest), but are also required of contractual partners:

i. Respectful treatment

The employees of POWERLINES must always behave in a respectful and constructive manner towards the company's contractual partners. Even in conflict situations, de-escalation and action must be taken in the interests of the company. Positive agreement with the contractual partner has top priority.

ii. Commitment to agreements entered into

POWERLINES attaches great importance to handshake quality. Agreements once made should therefore be observed as far as possible. Should problems arise in the fulfilment of obligations, it must be possible to resort to a healthy, open basis for discussion with the contractual partner.

iii. Confidential treatment of exchanged information

Information exchanged in the course of a business relationship must be treated strictly confidential. As a matter of principle, internal information from POWERLINES or the contractual partner may not be passed on to persons outside the company. If the contractual partner is a listed company, the rules on insider trading must also be observed (see section 5.6.2 of the Compliance Policy).

iv. Maintaining objectivity; Avoiding conflicts of interest

The rules for preventing corruption must also be observed in relation to contractual partners. The regulations for gifts and invitations also apply here. It is necessary to critically examine whether the participation of certain persons in certain projects could possibly constitute a conflict of interest (regarding all these points, see the Guidelines on the Prevention of Corruption and Conflicts of interest).

v. Reporting obligations

Irrespective of the foregoing, every employee is obliged to report any breaches of these principles to his/her superior. This applies to violations on the part of POWERLINES as well as violations of the requirements and legal prohibitions described in the compliance guidelines by a contractual partner.

2. BUSINESS CONSULTANTS

It can be useful for companies to engage with external persons (“**Business Consultants**”) for certain activities who can support them with specialist knowledge in important decisions, the introduction of new processes and products (if no internal expertise is available). These Business Consultants have the task of pursuing the interests of POWERLINES, e.g. negotiating or concluding business deals. The advantage of Business Consultants is usually

their special **market knowledge** and/or a particularly attractive **customer base**. The commissioning of Business Consultants can therefore be an obvious choice, especially for the development of new markets or customer groups. **Consequently, these regulations do not cover legal and tax consultants, auditors, M & A and other consultants, who do not meet the definition of a Business Consultant.**

The Business Consultant acts on behalf of the company and thus represents the company to a certain extent. It is therefore absolutely necessary, as with strategic suppliers (see section 1), to carefully check the integrity, reliability and proper functioning of the Business Consultant before entering into contractual relationships and also to monitor the proper execution of an ongoing Business Consultancy Agreement.

The use of the services of external Business Consultants shall remain the absolute exception for POWERLINES. This serves both the efficient use of resources and the minimisation of compliance risks that would otherwise arise. Accordingly, the conclusion of a Business Consultancy agreement concerns the top management level of POWERLINES as well as the POWERLINES parent company. The outsourcing of an assignment to a Business Consultant must be justified by the fact that there are no qualified employees who could carry out this assignment. In any case, the potential assignment must consist of legitimate and necessary services for the proper and lawful conduct of business. The use of Business Consultants must remain the exception and meet a specific and clear need.

Where the use of a Business Consultant is contemplated, the Business Consultant's integrity must be verified through an evaluation process as described above. The evaluation process is intended to enable us to decide whether to enter into a relationship with a third party, to continue one, or to terminate one.

A Definition

The term Business Consultant means any individual or entity, in whatever capacity or position, that acts **primarily** or **for a part of its activities** on behalf of the POWERLINES Group company to obtain contracts or to develop, enter into or extend the Group's commercial operations by establishing contracts with Public Officials or private persons.

B Special rules in the Evaluation Process for Business Consultants

i. Inspection points for Business Consultants

All essential test points are included in the checklist in Annex 1 to this document.

On the one hand, the envisaged **remuneration model** of the external Business Consultant has to be examined. In this case, no performance-related bonuses should be added to an appropriate fixed remuneration.

The fixed remuneration (hourly, monthly, or annual) must be reasonable in relation to the services provided by the Business Consultant and must in no event be higher than the amount ordinarily earned in that country

Secondly, it must be examined whether the **objective pursued** actually justifies the use of a Business Consultant. This has to be seen against the background that the use of Business Consultants should be an exception.

In the course of the further evaluation process, the integrity, qualification and personal suitability of the Business Consultant are to be assessed. In this respect, the Business Consultant is asked to complete the **questionnaire for external Business Consultants** (see Attachment 3), which is intended to provide information on various points to be checked and to help identify "red flags.

ii. Personal meeting with the Business Consultant

Due to the very personal nature of the work of an external Business Consultant, it is of considerable importance that the management of the concerned POWERLINES company meets a candidate in person. Such a personal meeting must be recorded in brief minutes or a file note. These minutes must be transmitted to the management of the POWERLINES Group.

iii. Decision by the management of the POWERLINES Group

On the basis of the information and documents collected as described above (evaluation checklist, questionnaire from the external Business Consultant, minutes of the personal meeting), the POWERLINES Group management takes the decision as to whether contractual relationships with the Business Consultant in question are fundamentally conceivable or not.

If necessary, it is possible that the management of the POWERLINES Group will order a more extensive, detailed audit (second stage), which will be carried out externally. Here, use is made of the Owner's infrastructure or external service providers.

If no "Red Flags" have been identified regarding the other party and the POWERLINES Group management does not wish to refrain from entering into contractual relationships for other reasons, the management will pass the matter on to a designated office of the Owner, which will make the final decision.

C Formation of contract

On the basis of the evaluation process, the risks identified and after obtaining a positive opinion, the Legal Advisor prepares a draft Business Consultancy Agreement (BCA) in order to sufficiently secure the interests of POWERLINES.

The draft BCA governs the relationship between POWERLINES and the Business Consultant and must always be in the form of a written document. The procedures for approving and signing the BCA are identical, regardless of whether a one- or two-stage evaluation procedure is carried out. The content of the draft BCA must essentially contain the following clauses:

i. Scope and purpose of the contract

The description of the Business Consultant's tasks must be specific to each contract and formulated as precisely and exhaustively as possible.

ii. Compensation arrangements

The BCA must determine the amount of the remuneration and the reimbursable costs.

iii. Methods of payment

The BCA must provide for billing and invoicing periods and define accounting and payment procedures.

iv. Duration

The BCA must be concluded for a specific period and be adapted to the nature and context of the tasks assigned to the Business Consultant.

v. Execution of the project and relations between the parties

The BCA must provide for exclusivity, the guarantee of the absence of a conflict of interest, the independence of the Business Consultant, the prohibition of subcontracting (the Business Consultant may not subcontract his task(s) in whole or in part to third parties), the prohibition of assignments or transfers and the obligation of the Business Consultant to follow all instructions transmitted by POWERLINES.

vi. Activity reports

The BCA requires the Business Consultant to submit activity reports containing a detailed and accurate description of the tasks carried out as part of the assignment and outlining the progress of the project.

vii. Request for contractual information

The information provided by the Business Consultant as part of the evaluation process is contractually binding. The Business Consultant guarantees that the information is correct and complete.

viii. Compliance with laws; anti-corruption clause

The following text must be included in full as mandatory clauses in every BCA.

1. The Business Consultant declares and warrants to the Company that in performing the Services, it is currently in compliance and will continue to comply with the laws, rules, regulations and policies to which the Contract and its performance are subject to. The Business Consultant represents and warrants to the Company that in performing the Services, he/she will use all reasonable efforts to comply with the laws, rules, regulations and policies to which the Contract and its performance are subject.
2. The Business Consultant declares and warrants to the Company that he/she complies and continues to comply, including outside the performance of the Services, with all laws applicable to the Business Consultant, the Company and the Project, with respect to corruption, trading in influence and, more generally, breaches of probity.
3. The Business Consultant represents and warrants to the Company that it:
 - (i) shall not distribute any part of the payment of amounts due and payable under the Agreement in any manner whatsoever to or for the Company, another company of the POWERLINES Group or any member of its staff;

(ii) the remuneration provided for in this Agreement constitutes the total remuneration received by the Business Consultant for the Services, as a result of which the Business Consultant shall not accept from any third party any form of remuneration or gratuity, including tips and gifts.

4. The Business Consultant declares and warrants to the Company that he/she will promptly inform the Company if, as a result of subsequent developments, the covenants, representations and warranties made, or the information contained herein, are no longer accurate or complete.
5. The Business Consultant acknowledges that the Company has entered into the Contract with the Business Consultant primarily on the basis of the representations, warranties and commitments contained in this clause.
6. Therefore, notwithstanding any provision to the contrary herein, if the Company has reason to believe that the Business Consultant, his/her partners, owners, principals, if any, or any natural or legal person directly or indirectly employed by or under his/her control or acting on its behalf, have taken or may take any action in violation of the Anti-Corruption Laws or in violation of the above representations, warranties and undertakings, the Company may withhold future payments under the Contract until it receives satisfactory confirmation that no such violation has occurred or will occur, provided that it notifies the Business Consultant by registered letter with acknowledgement of receipt. In the absence of such confirmation within 60 days of receipt of the aforementioned notification, the Contract shall automatically terminate automatically and without further formalities, and without the Business Consultant being entitled to any form of compensation. The Company will no longer be liable for any further sum.

ix. Annual certification of compliance

A certificate of compliance with the regulations must be issued at annual periods during the term of the BCA.

x. Auditing

The BCA must provide for the possibility that POWERLINES can audit the Business Consultant during the term of the contract.

xi. Responsibilities

The BCA must provide a mechanism for compensation and a limitation of liability.

It is always possible to strengthen the provisions of the BCA and/or provide for stricter clauses than those listed here, especially if such an approach aims to better control the risk identified in a given situation. The establishment of the relationship with the business partner is only permitted if the Managing Director of POWERLINES gives his final authorisation.

D Monitoring the contractual relationship

If a Business Consultancy agreement between a POWERLINES company and an Business Consultant is concluded after the described audit process has been carried out, the management of the relevant POWERLINES company must ensure compliance with the agreements made in the Business Consultancy Agreement.

**Attachment 1:
„RED FLAG“-EVALUATION FOR SUPPLIERS**

OVERVIEW

Audited Supplier (name/company name)	
PWL-company concerned	
Project	
Date	
Employee responsible	

CONCLUSION	Comment / Explanation
<input type="checkbox"/> “Red Flag(s)” identified ¹ <ul style="list-style-type: none"> <input type="checkbox"/> Further assessment suggested <input type="checkbox"/> Assessment by Group management suggested <input type="checkbox"/> No “Red Flag(s)” identified	

Information on the Supplier

Legal Form	
Registration number	
Address (registered office and business address)	
Contact person(s)	<ul style="list-style-type: none"> • Phone: • E-Mail:
Activity	
Company structure	
Management Board	

¹ If Red Flags have been identified, it is possible to resolve the concerns through further (external) investigation. If, however, at least one Red Flag is of such considerable weight that the person responsible would refrain from entering into a contractual relationship with the audited supplier, the case must be passed on to the management of the Powerlines Group GmbH, which will decide whether more extensive audits are to be carried out or whether the conclusion of a contract is ruled out from the outset. Reasons must be given for passing the decision on to the Group management (severity of the Red Flag).

Please tick the appropriate boxes:

1. EASE OF ACCESS TO INFORMATION & REPORTS	
<input type="checkbox"/>	No proof of registration or real existence
<input type="checkbox"/>	Inability to access financial statements or failure to comply with financial obligations; e.g. <ul style="list-style-type: none"> Failure to publish financial statements despite legal obligation to do so; Auditor's refusal to approve the financial statements; Suspensions, ongoing investigations or sanctions related to financial obligations (e.g. accounting fraud, tax evasion, insider trading, etc.)
<input type="checkbox"/>	Supervision and management bodies not identified
<input type="checkbox"/>	Shareholders and beneficial owners not identified

2. GOVERNANCE	
<input type="checkbox"/>	No governance policy
<input type="checkbox"/>	Non-compliance with governance standards and regulations
<input type="checkbox"/>	Other governance problems

3. PRIOR LEGAL PROCEEDINGS, CORRUPTION AND MONEY LAUNDERING	
<input type="checkbox"/>	Issues related to corruption or money laundering, e.g. <ul style="list-style-type: none"> Ongoing investigations or legal proceedings in cases of corruption, conflicts of interest, or money laundering (in the counterparty's country or internationally); Cases of potential corruption that have not been followed up on because of a lack of judicial independence; Strong suspicions (e.g. serious allegations made by an NGO or an investigation); Practice repeated by the third party.
<input type="checkbox"/>	The shareholding or corporate structure includes tax havens, ² trusts, or foundations ³ , e.g. <ul style="list-style-type: none"> The shareholding structure is designed solely to hide who the real beneficial owners are, or for tax evasion or money laundering purposes; anonymous trust: unknown settlor/beneficiaries; Nested holding companies in tax havens (see footnote 2); Serious accusations that offshore companies are used and that could cause reputational problems..
<input type="checkbox"/>	Politically Exposed Persons (PEP) or public entities are involved <ul style="list-style-type: none"> PEP (or family member of a PEP) who can influence the award of a contract in the country where the supplier is active and/or the transaction is planned; PEP who can cause problems in terms of illegally acquired assets/money laundering; PEP who can cause serious reputational problems (e.g. family member of a dictator or of politicians known to be corrupt or involved in human rights violations).
<input type="checkbox"/>	The counterparty or its shareholders is on a sanctions/embargo list or exclusionary list <ul style="list-style-type: none"> listed on the U.S., EU, or UN sanctions/embargo list in the country the supplier is active and/or the transaction is planned; Prohibition to submit bids in the country the supplier is active and/or the transaction is planned;

² See as indicator the respective list of the EU, status 27.02.2020, available in different languages under [https://eur-lex.europa.eu/legal-content/de/TXT/?uri=CELEX:52020XG0227\(01\)](https://eur-lex.europa.eu/legal-content/de/TXT/?uri=CELEX:52020XG0227(01)).

³ Exception: family trusts or foundations or trust/foundations whose founder and beneficiaries are known.

<input type="checkbox"/>	<ul style="list-style-type: none"> Prohibition by the regulatory authorities to engage in an activity (e.g. prohibition to offer the certain services).
<input type="checkbox"/>	Activities in countries under embargo/on a sanctions list
<input type="checkbox"/>	Other violations of national and international standards

4. CORPORATE SOCIAL RESPONSIBILITY AND HUMAN RIGHTS

<input type="checkbox"/>	No code of conduct or ethics and human rights policy
<input type="checkbox"/>	Issues related to Human Rights
<input type="checkbox"/>	Issues related to the environment
<input type="checkbox"/>	Issues related to health/safety/security

5. REPUTATIONAL ISSUES

<input type="checkbox"/>	Negative information about the counterparty
<input type="checkbox"/>	Negative information about the counterparty's shareholders and beneficial owners
<input type="checkbox"/>	Negative information about the counterparty's directors (or supervisory board members)

_____, on _____
 [Place] [Date]

 Signature responsible employee

**Attachment 2:
„RED FLAG“-EVALUATION FOR BUSINESS CONSULTANTS**

OVERVIEW

Legal form	<input type="checkbox"/> natural person <input type="checkbox"/> legal person
Audited Business Consultant (name/company name)	
PWL-company concerned	
Project	
Date	
Employee responsible	

CONCLUSION	Comment / Explanation
<input type="checkbox"/> “Red Flag(s)” identified <input type="checkbox"/> “No Red Flag(s)” identified	

1. General Information

(a) Natural person

Name and surname	
Date of birth	
Business address	
Citizenship	
Principal residence	

Please tick the appropriate boxes:

- The Business Consultant is a member of an association or professional organisation:

[Details of the association/organisation]

(b) Legal person

Legal form	
Register number	
Address (registered office and business address)	
Activity	
Company structure	
Management Board	

2. Envisaged remuneration model

Please tick the appropriate boxes:

- The planned remuneration exceeds the amount of € 100,000 excluding VAT.
- The Business Consultant's country of assignment is not within those countries that score 75 points or better in Transparency International's⁴ annual ranking.

Describe the envisaged remuneration model of the Business Consultant:

⁴ Available (status 2019) at <https://www.transparency.org/en/cpi/2019/results>.

3. Justification for the use of an external Business Consultant

Describe the purpose of the use of the external Business Consultant in relation to the project concerned:

Expected duration of the assignment:

Specific objectives to be achieved by the Business Consultant during his assignment:

1	
2	
3	
4	
5	

Explain the benefit or necessity of using an external Business Consultant:

Could the specific project also be handled internally?

- Yes
- No

If Yes: Explain the reasons why the project is not handled internally:

If No: Explain the reasons why the project cannot be carried out internally:

4. Tests carried out

(a) Online research⁵

Date	
Search engine	
Searched keywords	

(b) Consultation of databases⁶

Date	
Inspecting person	

(c) Questionnaire for external Business Consultants

Has the questionnaire for external Business Consultants⁷ been sent to the Business Consultant and has it been returned completed?

- Yes
 - ⇒ Date of transmission:
 - ⇒ Date of answer:
- No
 - ⇒ Explanation:

Are the Business Consultant's answers satisfactory?

- Yes
- No

If *No*: Indicate which questions were not answered or not satisfactorily answered by the Business Consultant:

Are the Business Consultant's answers consistent with the results of the internet and database searches (see (b) and (c) above)?

- Yes
- No

⁵ Relevant results of the online research shall be annexed to this report.

⁶ Relevant results of the inspection shall be annexed to this report.

⁷ See Annex 3 of this Guidelines for Conduct with Business Partners

If *No*: Explain the irregularities found:

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(d) Personal meeting(s)

Has the Business Consultant been met in person?

- Yes
- No

If Yes:

Date of Meeting	
Participants (first name / surname, position, contact details)	

If *No*: Explain the reasons why the Business Consultant was not met in person:

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5. Analyse

(a) Expertise, Qualification, Skills

On the basis of the information gathered, explain whether and why the external Business Consultant possesses the necessary expertise, qualifications, skills, material and human resources to fulfil the planned assignment:

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(b) Reputation and integrity

Do the information collected allow conclusions to be drawn about the reputation or integrity of the Business Consultant, (in the case of legal entities also:) his structure, management, majority shareholder or beneficial owner? Please explain:

(c) Relationship with the Public Sector

On the basis of the information gathered, describe the relationship of the Business Consultant, his close relatives, directors, majority shareholders or beneficial owners to the public sector:

If such relationships exist, describe any risks (including country risk) relating to corruption and the granting of benefits that may exist due to (i) the role of the Business Consultant in the proposed assignment or (ii) the Business Consultant's activities:

(d) Cooperation and relationship with the external Business Consultant

Is the relationship with the prospective external Business Consultant as well as the exchange during the evaluation process transparent and cooperative?

- Yes
- No

If *No*: Explain the difficulties encountered:

This report must be completed and sent to the management of POWERLINES Group GmbH together with the following annexes:

- Extracts from the Owner's register of external Business Consultants
- Results obtained from online searches
- Results obtained from database searches
- Completed questionnaire for external Business Consultants
- Minutes or detailed memo of the meeting with the Business Consultant

**Attachment 3:
LETTER AND QUESTIONNAIRE FOR EXTERNAL BUSINESS CONSULTANTS**

[Letter to external Business Consultants:]

SUBJECT: QUESTIONNAIRE FOR EXTERNAL BUSINESS CONSULTANTS

Dear Mr / Mrs [surname],

Concerning [short description of the project] in [country] (the "**Project**"), [relevant POWERLINES company] is considering the involvement of a qualified Business Consultant.

We contact you with the intention of commencing discussions with you regarding services that you may be able to provide under the Project in the event of a contract being awarded.

The POWERLINES Group attaches great importance to basic compliance and adherence to the rules of respectful cooperation. Honesty, integrity, respect and loyalty should characterise the way we deal with each other both within the company and between the companies of the POWERLINES Group and in our dealings with customers and business partners.

We also expect our external partners to adhere to these basic ethical rules, which is why legal regulations and internal guidelines must be observed without exception in the selection process as well as in ongoing contractual relations. The POWERLINES Compliance Policy is attached to this letter (enclosure ./1) Please read them carefully.

Enclosed, you also find a questionnaire for external Business Consultants (enclosure ./2). We ask you to return it to us completely and truthfully filled in and duly signed (if necessary in the company's name) **by [date] at the latest.**

The information provided by you in the questionnaire will form the basis of or be enclosed with any legally binding Business Consultancy Agreement concluded with you.

For the sake of completeness, it is pointed out that any data processing in connection with the Policy is carried out in accordance with our data protection declaration (enclosure ./3). Furthermore, attention is drawn to the confidential nature of both this letter and any other correspondence with you.

If you have any further questions, please do not hesitate to contact me at any time!

With kind regards

[name]

enclosure ./1:	POWERLINES Compliance Policy
enclosure ./2:	Questionnaire for Business Consultants
enclosure ./3	POWERLINES Privacy Policy

[Questionnaire for Business Consultants:]

1. General Information

Name and surname or company To be enclosed: <ul style="list-style-type: none"> • natural person: photo identification • legal person: extract from the register or other proof of existence 	
Date of birth (natural person) or registration authority + registration number (legal person)	
Nationality (natural person) / country of residence (legal person)	
Address (business and registered office address)	
Contact Details	<ul style="list-style-type: none"> • phone: • fax: • e-mail: • website:
Identification number (licence, registration, trade licence, etc.) To be enclosed: Proof	
Year of commencement of activities	
VAT number To be enclosed: Account information	
legal person: management (first names, surnames, nationalities and positions of those persons who are members of the management; indication of the amount of participation of these persons)	
legal person: corporate structure (first names, surnames or companies of those shareholders who directly hold more than 5% of the company's share capital)	
legal person: control (Indicate all companies directly/indirectly controlled by the company or directly/indirectly controlled by such a company)	

2. Business Activity

Main activity	
Other significant business activity/ies	
List of countries where you have been doing business in the last 3 years	
Have you been or are you working in any way for a company or within the framework of a project that is in competition with a POWERLINES company? Please explain.	
Please list all POWERLINES companies with which a business relationship currently exists or has existed in the past	
Please list all the professional associations or organisations of which you are a member.	
Education, experience, qualifications and/or significant projects that may be relevant to the project in question (If desired, this information can also be enclosed)	
Indication of the material and human resources that would be available to you if the project were carried out	

3. Compliance

<p>Have you implemented measures or procedures to prevent the risks of corruption, granting or accepting benefits and conflicts of interest?</p> <p>Please explain and attach any evidence to this document.</p>	
<p>Have you or one or more of your managers, majority shareholders or beneficial owners been disqualified from carrying on a particular trade / from managing a company? If so, please explain.</p>	
<p>Have you or one or more of your directors, majority shareholders or beneficial owners been subject to international sanctions of any kind? If so, please explain.</p>	

4. Public Sector Relations (PEP)

<p>Have you, your spouse, a close relative or one or more of your managers, majority shareholders or beneficial owners or a close relative of these persons been considered a public official or politically exposed person (PEP)⁸ in the last 3 years?</p>	
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With the following signature I confirm that the above questionnaire for external Business Consultants has been completed truthfully and to the best of my knowledge and belief.

⁸ "PEP" is a person who is exposed to particular risks by virtue of the political, judicial or administrative offices he/she holds/held on behalf of a State. This includes offices held by direct family members of that person or by persons who are known to be closely associated with that person or who become closely associated to the person in the course of a business relationship.

I agree to the verification of the information provided by any means (databases, etc.).

_____, on _____
[Place] [Date]

Signature of the acting employee: _____

name:

position: