**COMPLIANCE DUE DILIGENCE QUESTIONNAIRE**

1. Please provide the following:

|  |  |
| --- | --- |
| Name of the Company |  |
| Company Registration No |  |
| Year of Incorporation |  |
| Registered Address |  |
| Authorized Share Capital |  |
| Issued Share Capital |  |
| Date of most recent annual returns filed at the CAC |  |

**(Please provide a copy of the Company’s certificate of incorporation.)**

1. What is the principal business of the Company?

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1. In what country/countries does the Company provide services?

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1. Does the Company have footprints in the United States of America?

If yes kindly provide details:

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**(Please use additional sheets if required)**

1. Is the Company required by law to be registered with any other Government Agencies or other organizations (e.g., Chamber of Commerce, DPR, NIMASA, COREN)?

NO  YES

If YES, complete information below and provide copies of the registration documents.

|  |  |  |  |
| --- | --- | --- | --- |
| NUMBER | REGISTERED WITH: | START DATE | EXPIRATION DATE |
|  |  |  |  |
|  |  |  |  |
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1. Does the Company have any Parent Company, Affiliates and Subsidiary Companies or organizations?

NO  YES (Complete the following for each entity.)

|  |  |
| --- | --- |
| Name: |  |
| Address: |  |
| City: |  |
| Postal Code: |  |
| Country: |  |
| Percentage Owned by Company: |  |
| Other Owners & Percentages |  |

**(Please use additional sheets if required)**

1. Does the Company have any interest in any Company or Partnership registered or formed in Nigeria?

NO  YES (Complete the following for each entity.)

|  |  |
| --- | --- |
| Name: |  |
| Address: |  |
| City: |  |
| Postal Code: |  |
| Country: |  |
| Percentage Owned by Company: |  |
| Other Owners & Percentages |  |

1. Has the Company ever been refused consent to register a Company or form a Partnership in Nigeria.

If yes kindly provide details:

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| --- |
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**(Please use additional sheets if required)**

1. Does the Company have any branch offices?

NO  YES (Complete the information below for each office.)

(A branch office is a second address for the same business with the same owners.)

|  |  |
| --- | --- |
| Name: |  |
| Address: |  |
| City: |  |
| Postal Code: |  |
| Country: |  |

|  |  |
| --- | --- |
| Name: |  |
| Address: |  |
| City: |  |
| Postal Code: |  |
| Country: |  |

1. Management and Key Employees:

|  |  |  |
| --- | --- | --- |
| **NAME** | **TITLE** | **CITIZENSHIP** |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |

**(Please use additional sheets if required)**

1. Board of Directors:

|  |  |  |
| --- | --- | --- |
| NAME | TITLE | CITIZENSHIP |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |

**(Please use additional sheets if required)**

1. Major Shareholders ( > 5% ):

|  |  |  |
| --- | --- | --- |
| NAME | TITLE | CITIZENSHIP |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |

**(Please use additional sheets if required)**

1. Other Shareholders ( < 5%):

|  |  |  |
| --- | --- | --- |
| NAME | TITLE | CITIZENSHIP |
|  |  |  |
|  |  |  |
|  |  |  |
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**(Please use additional sheets if required)**

1. Does any Key Person (Executive Management staff, Directors and Major Shareholders) have any service, contracts, position or duties for or with a government, government-controlled entity, political party, or military?

NO YES (complete chart below)

|  |  |  |  |
| --- | --- | --- | --- |
| NAME | TYPE OF SERVICES / POSITION | SERVICES PERFORMED FOR / POSITION DUTIES | CONFLICT OF INTEREST?  (Yes or No) |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |

**(Please use additional sheets if required)**

1. Are any family members of any Key Person listed in 10, 11 or 12 above employed or otherwise engaged in any capacity by any government entity, including the military, any political party, or candidates for political office?

NO YES (complete chart below)

|  |  |  |  |
| --- | --- | --- | --- |
| PERSON | RELATIVE & RELATIONSHIP | POSITION | DUTIES |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
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**(Please use additional sheets if required)**

1. Does your organisation have documented policies on:

* Integrity Management ( Ethical Code of Conduct)

NO  YES

* Whistle Blowing

NO  YES

* Gift & Entertainment Policy

NO  YES

* Related Party Transaction Policy

NO  YES

Anti-bribery and corruption Policy

NO  YES

Interaction with government officials/employees Policy

NO  YES

Anti-money laundering Policy

NO  YES

1. Are facilitation payments permitted and under what circumstances?

If so:-

* + 1. What records are maintained of each facilitation payment?

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* + 1. What checks are made to ensure that payments are made according to Company policy?

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1. Please respond to the following questions on behalf of the Company and all Key People (Executive Management Staff, Directors & Major Shareholders). If the answer to any of the below questions is “yes,” please provide an explanation.

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| --- | --- | --- | --- | --- | --- |
| a. | Has the Company or any Key Person (Executive Management Staff, Directors & Major Shareholders) ever been convicted of violating any rules or regulations governing the purchase or sale of goods or services to or by any government? |  | No |  | Yes |
| b. | Has the Company or any Key Person (Executive Management Staff, Directors & Major Shareholders) ever been interviewed, deposed, or subpoenaed in connection with any litigation or investigation involving any procurement regulations? |  | No |  | Yes |
| c.  d.  e.  f.  g. | Has the Company or any Key Person (Executive Management Staff, Directors & Major Shareholders) ever been an undischarged bankrupt?  Has the Company or any Key Person (Executive Management Staff, Directors & Major Shareholders) ever been convicted of a criminal offence involving fraud or dishonesty?  Has fraud or dishonesty been proven against the Company or any Key Person (Executive Management Staff, Directors & Major Shareholders) in any civil proceedings?  Has the Company or any Key Person (Executive Management Staff, Directors & Major Shareholders) ever been the subject of a judicial or other official enquiry?  Has the Company or any Key Person (Executive Management Staff, Directors & Major Shareholders) ever been found guilty of violating any law governing donations, contributions, honoraria, or any other form of remuneration to any government official? |  | No  No  No  No  No |  | Yes  Yes  Yes  Yes  Yes |
| h. | Has the Company or any Key Person (Executive Management Staff, Directors & Major Shareholders) ever been interviewed, deposed, or subpoenaed in connection with any litigation or investigation involving any law governing donations, contributions, honoraria, or any other form of remuneration to any government official? |  | No |  | Yes |
| i. | Has the Company or any Key Person (Executive Management Staff, Directors & Major Shareholders) ever been interviewed, subpoenaed, or asked to testify before any legislative body concerning fraud or abuse with regard to any governmental procurements? |  | No |  | Yes |
| j. | Has the Company or any Key Person listed (Executive Management Staff, Directors & Major Shareholders) ever been found guilty of any violations of securities or commodities trading laws? |  | No |  | Yes |
|  |  |  |  |  |  |
| k. | Has the Company or any Key Person (Executive Management Staff, Directors & Major Shareholders) ever been found guilty of any violation of any laws and regulations governing the Oil & Gas Industry? |  | No |  | Yes |
| l. | Has the Company or any Key Person (Executive Management Staff, Directors & Major Shareholders) ever been charged, interviewed or found guilty concerning income tax evasion? |  | No |  | Yes |
| m. | Has the Company or any Key Person (Executive Management Staff, Directors & Major Shareholders) ever been convicted of a felony or other criminal act for any matter not listed above? |  | No |  | Yes |
|  |  |  |  |  |  |
| n.  o.  p. | Has Company or any corporation, partnership, or other entity in which the Company has more than a 5% interest or is an owner, partner, officer, director, or key employee been the subject of any voluntary or involuntary bankruptcy or other similar proceeding?  Has Company or any corporation, partnership, or other entity in which the Company has more than a 5% interest or is an owner, partner, officer, director, or key employee ever been refused or had revoked a license, permit or other authorization to provide investment business to the public in any jurisdiction?  Has Company or any corporation, partnership, or other entity in which the Company has more than a 5% interest or is an owner, partner, officer, director, or key employee ever been refused or had revoked a license, permit or other authorization to conduct investment business to the public in any jurisdiction? |  | No  No  No |  | Yes  Yes  Yes |
| q.  r. | Has the entity or any Company or Key Person been subject to a Foreign Corrupt Practices Act (FCPA) or other anti-bribery law investigation or enforcement action?  Has the Company or any Key Person (Executive Management Staff, Directors & Major Shareholders) received advice on the tax liabilities to ensure compliance with all applicable tax and other laws? |  | No  No |  | Yes  Yes |

1. Does the Company currently hold all requisite material licenses, permits or other consents to conduct its business as it intends?

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1. Please describe the compliance structure of the Company, the number of compliance personnel, their location and their respective roles and responsibilities. How is the compliance function covered in respect of the Company’s operations?

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1. How are employees trained on compliance matters generally, throughout the Company’s operations?

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1. What disciplinary measures are in place for employees who are found to have violated Company policies?

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1. In respect of each of the Company’s operations, please identify any activity for which the Company considers there to be a specific risk of bribery, corruption, money laundering or similar unethical practice.

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1. Is the Company in compliance with all applicable laws and regulations?

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1. What is the policy of the Company if unethical practices are discovered?

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1. Are there any on-going government investigations of the Company or its employees in connection with the Company’s activities? Please provide details.

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| --- |
|  |

1. Please describe any internal investigation into actual or potential instances of bribery, corruption, money laundering or similar unethical practice.

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1. Has the group lost any business opportunity as a result of adherence to its compliance policies? If Yes, Please state.

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1. Please provide information (suit name, number, claim etc.,) related to any ongoing and potential litigation against the Company and or its Affiliates

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**ACKNOWLEDGEMENT**

1. I/We confirm that all of the above information are true and correct as of the date below.
2. If requested, I/We will provide an appropriate letter of authority permitting the relevant Elcrest/Eland entity to access corporate records and obtain certified copies of the above companies.

**Company Designated Representative**

**Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Designation: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**