**Business Partner Integrity Questionnaire**

The undersigned (prospective) Business Partner proposes to establish or renew a business relationship with PGS ASA and/or its subsidiaries (“**PGS**”).

In order to enable PGS ASA and/or its subsidiaries (“**PGS**”)to determine whether it desires to establish/continue with the relationship with the (prospective) Business Partner, and consistent with PGS’ corporate policy and applicable laws, including without limitation: (i) The Norwegian Criminal Code; (ii) the U.K. Bribery Act; (iii) the U.S. Foreign Corrupt Practices Act; (iv) the laws of the jurisdiction(s) where PGS or Business Partner and its applicable Affiliates[[1]](#footnote-1) are organized; and (v) the country(ies) where the business relationship will be undertaken (collectively, the “**Anti-Corruption Laws**”), the (prospective) Business Partner agrees to provide PGS with complete, true and accurate information as requested below.

The (prospective) Business Partner shall complete this Questionnaire as complete, truthful and accurate as possible; attach additional documents as necessary and as requested. The (prospective) Business Partner: (i) understands that PGS is continuing/entering into the Business Relationship in reliance upon the (prospective) Business Partner’s answers in this Questionnaire; (ii) represents and warrants that the answers given in this Questionnaire are complete, true and accurate as of the date the (prospective) Business Partner signs this Questionnaire; and (iii) agrees that upon signing this Questionnaire it shall become integral to and a material representation of any agreement between the (prospective) Business Partner and PGS, upon which PGS may rely. The complete and signed Questionnaire shall be returned to PGS.

Please provide answers to all questions. Some answers may simply consist of a “Yes or No”. Please do not omit any question. If a question is not applicable, check/write “N/A” in the space provided. If the space provided for a question is insufficient, you may attach additional pages.

The questionnaire will be treated as incomplete unless all relevant information is provided. Failure to provide complete and accurate information may result in the PGS terminating a further review.

1. **CONSTITUTIONAL DOCUMENTS; BUSINESS INFORMATION**

Please provide all constitutional documents (e.g. memorandum of association, articles of association and certificate of incorporation (or equivalent), and latest tax certificate of (prospective) Business Partner as applicable), and kindly fill in the information requested below:

1. Full Legal Name of Company or Individual (Prospective Business Partner)

Click or tab here to enter the full legal name

1. “Doing Business As” name or trade/marketing name used by (prospective) Business Partner

Not Applicable  Click or tab here to enter text

1. Has the business, company or individual changed name within the previous five (5) years?

No  Yes  if “yes”, Click or tab here to enter text

1. Registered Address: Click or tab here to enter text
2. Web Page Address: Click or tab here to enter text
3. Business Address if different from the registered address: Click or tab here to enter text
4. Primary Contact Person’s full legal name and title Click or tab here to enter text
5. Primary’s Contact Telephone number and email Click or tab here to enter email

Click or tab here to enter telephone Number

1. **Company Background**

1. Type of Organization Corporation  Partnership  Sole Proprietorship  Other

If “Other” please describe here

2. Principal Place of Business Click or tap here to enter text.

3. Number of Employees 0-10  11-50  51-100  101+

(Full Time and Part Time) Click or tap here to enter text.

3. Other countries in which (prospective)

Business Partner Conducts business Click or tap here to enter text.

4. Place, Date of Establishment Click or tap here to enter text.

5. Commercial Registration/Business

License Number Click or tap here to enter text.

6. Nature of Business Operations Click or tap here to enter text.

7. How long in current business Click or tap here to enter text.

8. Describe the categories of goods and/or services to be provided by the (prospective) Business Partner under a (prospective) contract:

Click or tap here to enter text.

9. Does the business in which the company or individual is engaged in require any particular license or registration to do business in the applicable country?

No  Yes  If “Yes” please provide a copy and provide the following information:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Registration Number | Start Date  (dd/mm/yy) | End Date  (dd/mm/yy) | Office of Registration | City | Country |
| Registration Number | Start Date | End Date | Office of Registration | City | Country |
| Registration Number | Start Date | End Date | Office of Registration | City | Country |
| Registration Number | Start Date | End Date | Office of Registration | City | Country |

1. **IDENTITY, OWNERSHIP STRUCTURE AND AFFILIATES**
2. Please list the names of all Affiliates of (prospective) Business Partner

| Entity Name | Country or US State of Incorporation | Ownership % |
| --- | --- | --- |
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1. Please list the direct or indirect owners of (prospective) Business Partner together with their ownership percentage. If any of the shares are publicly traded, attach a copy of your most recent public filing showing the company’s shareholders. You need only identify shareholders holding more than a 5% equity interest):

| Individual Shareholders Name | Citizenship | Address | Ownership % |
| --- | --- | --- | --- |
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|  |  |  |  |
| --- | --- | --- | --- |
| Entity Shareholder Name | Country or US State of Incorporation | Ownership % | Identify Stock Exchange |
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1. For entities shareholders listed in the table above, please identify the ultimate beneficial owners (Only relevant to identify shareholders holding more than a 5 % interest) of each entity

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Entity Name | Ultimate beneficial owner | Citizenship | Address | Ownership % |
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In the event (prospective) Business Partner is an individual, please provide a certified copy of the individuals’ passport or driver’s license.

1. **DIRECTORS AND OFFICERS**

As of the date of this Questionnaire, please provide the full names, nationality and country of residence of all directors and upper level management officers, all as of (prospective) Business Partner (BP) and its Affiliates relevant for this Business Relationship:

|  |  |  |  |
| --- | --- | --- | --- |
| Name, Nationality , Country of Residence, Date of Birth, Previous alternate names | Position  (Officer or Director) | Company | Ownership interest in the Business Partner or Affiliates |
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1. **BUSINESS RELATIONSHIP INVOLVEMENT**

Please advice of below requested information, and provide a resume or C.V. of such persons including such information as education and business experience.

| Name of (potential) Business Partner’s main contact person with PGS/all other employees who will be directly involved with the Business Relationship | Country of delivery of goods and performance of services to PGS | Name of any 3rd party suggested to be used for delivery of the goods/performance of services to PGS, such as Affiliate, joint ventures, partnerships, subcontractors, consultants, or other individuals |
| --- | --- | --- |
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| Enter text here | Enter text here | Enter text here |
| Enter text here | Enter text here | Enter text here |

Does any of the individuals listed above or any other employee or personnel of (potential) Business Partner currently have or has had any financial interests, arrangements or employment with/ownership interest in/or board position in PGS?

No  Yes  If “Yes” please elaborate here.

Will (potential) Business Partner use any agents, other representatives who receive a commission, or percentage based fee related to the proposed agreement or work thereunder?

No  Yes

If yes to the above, please explain how you perform background checks and what measures you take to ensure these service providers/suppliers act in compliance with the relevant anti-corruption laws.

Enter text here

1. **BANK AND CREDIT REFERENCES**

In the event PGS is expected to pay money to (prospective) Business Partner in furtherance of this contemplated Business Relationship, kindly provide information related to (prospective) Business Partner’s bank or credit institution:

|  |  |
| --- | --- |
| Name of bank or  credit institution in which (potential) Business Partner has established an account: | Click or tab here to enter text |
| Bank account number: | Click or tab here to enter text |
| Name of bank account owner: | Click or tab here to enter text |
| Domicile/location of bank account: | Click or tab here to enter text |
| Name, phone number and e-mail of contact person at bank/ institution: | Click or tab here to enter text |

Is the bank account located in a different country than the registered address or business address of the (prospective) Business Partner?

No  Yes

If “Yes” please click or tab here to provide an explanation

The Business Partner shall certify to PGS that the above bank account information is correct by requesting the bank to provide directly to PGS a written confirmation of the account ownership.

1. **COMPLIANCE WITH LAWS**
2. Is (prospective) Business Partner familiar with the prohibitions of the Anti-Corruption Laws? No  Yes
3. Has the (prospective) Business Partner or its Affiliates, or any of their key employees previously been, or is any of them currently
   1. Engaged in any practice which would be deemed to be the offering/providing or requesting/accepting anything of value for the purpose of obtaining an improver advantage? No  Yes
   2. Engaged in offering/providing/requesting/accepting an improper advantage in order to influence anyone’s performance if its functions? No  Yes
4. Has (prospective) Business Partner or its Affiliates, or any of their key employees previously been, or is any of them currently charged with or investigated (either criminal or civil) by an enforcement or regulatory agency or been a defendant in private litigation, related to any of the following:

Bribery/Corruption  Fraud  Antiboycott Violations

Sanctions Violations  Human Trafficking  Money Laundering

Import/Export Controls  Competition/  Any Criminal matter

Violations Antitrust Law (Other than minor traffic

Violations Violations)

Other Financial or Ethics  Organized Crime  Tax Law Violations

related charges

Fill in details here in reference to checked boxes in above section (section VIII 2)

1. The (prospective) Business Partner hereby confirms and ensures all applicable taxes payable for/by the (prospective) Business Partner will be paid to the relevant jurisdictions.

No  Yes  Not Applicable

1. **PUBLIC OFFICIALS**

1. Are or have any of the following individuals been a Public Official?[[2]](#footnote-2)

* 1. Management and personnel providing services to PGS, directors, owners, shareholders (having more than 5% of direct or indirect interest in Business Partner) of Business Partner’s or its Affiliates

No  Yes

* 1. Any Close Family Members[[3]](#footnote-3) of any of the above

No  Yes

* 1. Any agent, representative or consultant to (prospective) Business Partner or its Affiliates

No  Yes

If “yes”, please identify all such individuals, their position and the corresponding governments, agencies or organizations:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Name | Position in/relationship to Business Partner | Position and Duties in Government/Department/ Agency/Organization/Political Party | Elected or appointed | Dates in public service |
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2. Does any key employee of (potential) Business Partner provide any financial or other benefits to any Public Official or their close Family Members?

No  Yes

3. Does any Public Official or any of their close Family Members have any interest in the result of the performance of work for PGS?

No  Yes

1. **IDENTIFICATION OF CONTRACTS WITH PUBLIC BODIES AND REPRESENTATIVES**

Please identify each contract, understanding or agreement relevant to this Business Relationship that Business Partner or its Affiliates currently has or has had with: (i) any government or any department, agency, or instrumentality thereof (including national oil companies), state owned companies, political party, or public international organization; and (ii) any other agents, consultants or other representatives which are related to this Business Relationship (such as related to the provision of services in a relevant territory):

Are there any such contracts? No  Yes

If “Yes”, please list below:

|  |  |  |  |
| --- | --- | --- | --- |
|  | Contracting Parties: | Nature of Contract: | Payments made by Business Partner or its Affiliates therefore |
| [Contract I] | Enter text here | Enter text here | Enter text here |
| [Contract II] | Enter text here | Enter text here | Enter text here |
| [Contract III] | Enter text here | Enter text here | Enter text here |
| [etc.] | Enter text here | Enter text here | Enter text here |

Are any of the above agents, consultants or other representatives’ present or former Public Officials?

No  Yes  If “Yes”

Identify the agents, consultants or other representatives and their present or former official position, and describe their relationship to relevant Public Officials here

1. **IDENTIFICATION OF FACILITATION PAYMENTS AND PER DIEM/LODGING AND TRAVEL EXPENSES**
2. Please identify and describe each instance relevant to this Business Relationship in which Business Partner or its Affiliates regularly make, or in the past have made any facilitation payment to any Public Official privately for the performance of any duty affecting the operations or value of Business Partner or its applicable Affiliate or its or their customers:

Are there, or have there been, any such payments? No  Yes  If “Yes”

Please describe such payments in details here.

1. Describe any instances relevant to this (potential) Business Relationship in which (potential) Business Partner or its Affiliates have paid the expenses (travel, meals, lodging, per diem, etc.) of or provided any other benefit to any Public Officials or their close Family Members in connection with the promotion of goods or services of (potential) Business Partner, PGS, any client or customer of Business Partner, or any of their Affiliates:

Have there been any such instances? No  Yes  if “yes

Please describe these instances in details here.

1. **PGS ANTI-CORRUPTION PROGRAM**

Has the (potential) Business Partner received, read and understood the PGS Anti-Corruption Program?

Yes  No  (Information to PGS’ Anti-Corruption Program will be provided separately)

1. **(POTENTIAL) BUSINESS PARTNER (P/BP) ANTI-CORRUPTION and compliance System**

1. Does P/BP have a top Management and Board of Directors approved Anti-Corruption policy? No  Yes

Click or tab here to enter any comments.

2. Does P/BP’s Anti-Corruption program provide oversight by the Board? No  Yes

Click or tab here to enter any comments.

3. Does P/BP regularly perform corruption risk assessments of your organization? No  Yes

Click or tab here to enter any comments.

4. Does P/BP have an Anti-Corruption Training Program? No  Yes

Click or tab here to enter any comments.

5. Does P/BP have an Anti-Corruption Audit Program? No  Yes

Click or tab here to enter any comments.

6. Does P/BP monitor and audit Anti-Corruption Compliance? No  Yes

Click or tab here to enter any comments.

7. Does P/BP allow facilitation payments? No  Yes

Click or tab here to enter any comments.

8. Does P/BP have a Code of Conduct? No  Yes

Click or tab here to enter any comments.

9. Does P/BP have a Compliance/Whistleblower Hotline? No  Yes

Click or tab here to enter any comments.

Please provide documentation of the above items.

1. **Modern Slavery and Human Trafficking**

1. Is (potential) Business Partner aware of the requirement of the Modern Slavery Act 2015?

No  Yes

2. Does (potential) Business Partner undertake due diligence to assess whether or not slavery, servitude, forced or compulsory labor and/or human trafficking exists in the (potential) Business Partners supply chain?

No  Yes

3. Are (potential) Business Partner’s employees/contracted workers free to leave their employment with a reasonable notice?

No  Yes

4. Does (potential) Business Partner require its employees/contracted workers to lodge identity papers or money as a term of employment?

No  Yes

1. **TAX EVASION**

Is (potential) Business Partner aware of the prohibition to facilitate tax evasion for others?

No  Yes

1. **ANNUAL REPORT**

Please provide a copy of (potential) Business Partner’s most recent annual report, including the auditor’s opinion, financial statement, and balance sheet and income statements.

Please click or tab here to confirm and explain that Business Partner has the financial strength to perform the anticipated work for PGS:

1. **PGS SPONSOR**

Please state the name of the PGS employee or officer that supports maintaining or establishing this Business Relationship, and explain how PGS came to know (potential) Business Partner:

Click or tap here to enter text.

1. **OTHER COMMENTS**

Click or tab here to enter any other comments you may have here

1. **DATA PRIVACY AND PROTECTION**

Business Partner is hereby advised of and consent to that **PGS Geophysical AS** (registered address Lilleakerveien 4C, 0283 Oslo, Norway), **PGS Inc** (registered address West Memorial Place I. 15375 Memorial Drive, Suite 100, Houston, TX  77079, USA), or **PGS Exploration (M) Sdn Bhd** (Menara Dion, Level 11, 27 Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia), may by itself or with the help of third parties obtain, handle and process personal data in its capacity as Data Controller under the terms of applicable data protection and privacy laws. The purpose hereof is to verify the correctness of the information given above. For more about information about how PGS is processing your personal data, please see our Privacy Policy on <https://www.pgs.com/about-us/privacy-statement/>**.**

Any questions related hereto may be directed to **PGS’ Group Data Protection Officer**, co. Lilleakerveien 4C, 0283 Oslo, Norway, Daphne Bjerke, at daphne.bjerke@pgs.com.

Business Partner hereby acknowledges that this information is given voluntarily, that PGS may obtain personal data as indicated above, and that Business Partner is made aware of any applicable rights under applicable data protection and privacy laws. Business Partner is responsible to ensure a lawful basis to disclose personal data to PGS.

1. **CONSENT TO RELEASE INFORMATION**

For the duration of any business relationship with PGS, Business Partner herewith agrees to provide certain information to PGS in order for PGS to make a considered determination about retention of the transactional relationship with Business Partner. Business Partner therefore agrees and consents to:

1. release to PGS, or to third parties retained by PGS to conduct investigations on its behalf, of information possessed or maintained by information sources about and concerning Business Partner and its related parties which serves to support, verify or qualify answers to inquiries set forth in this Questionnaire, such information sources to include, but are not limited to, entities with which the Business Partner maintains banking or other financial relationships, personal or business references provided by Business Partner, educational institutions attended by Business Partner or from which Business Partner received academic degrees or similar types of academic certifications, governmental or regulatory agencies with which Business Partner has had dealings, contacts or affiliation, or military bodies or organizations in which Business Partner has served, and other sources as determined by PGS in its sole and absolute discretion; and
2. that any and all said information sources may completely and unqualifiedly rely on said signature of Business Partner, without further question, inquiry or qualification, and provide to PGS such information, in writing or otherwise as reasonably requested by PGS, as is necessary for PGS to completely and thoroughly make a retention determination with respect to Business Partner; and
3. release, indemnify and hold harmless PGS, third party investigative representatives retained by PGS, as well as the information sources themselves from and against any and all claims, liens, demands, costs, expenses or liabilities arising from or related to, directly or indirectly, the release of said information by such information sources. This release, indemnity and hold harmless provision shall survive the termination or lapse of this document and any business relationship connected thereto.

It is understood that PGS will use the information obtained hereby to validate the veracity and thoroughness of information separately provided to PGS by Business Partner, in order for PGS to make an informed decision about retention of the transactional relationship with Business Partner.

1. **CONFLICT OF INTEREST**
2. Does Business Partner, its Affiliates or its or their direct or indirect owners, directors and officers currently have, or in the future foresee to have, any interests in any other legal entity or business relationship that could conflict with the interests of PGS Group or its customers?

No  Yes  If “Yes”

If “Yes” please specify here

1. Does Business Partner, its Affiliates or its or their direct or indirect owners, directors and officers have any ownership or business relationship with any other person within the oil & gas industry, and in particular within the marine seismic industry?

No  Yes  If “Yes”

If “Yes” please specify here

\*\*\*

The undersigning potential Business Partner hereby represents and warrants that the foregoing information and all other separately provided information is current, complete, true and accurate to the best of (potential) Business Partners knowledge. The (potential) Business Partner hereby confirms to be authorized to provide the information.

For Potential Business Partner:

# Signature:

Name: Enter First and Last Name here

Title: Enter Title here

Date: Click or tap to enter a date.

**Supporting Documentation**

Please attach the following documents if applicable:

Memorandum of Association

Articles of Association

Certificate of Incorporation

Latest Tax Certificate

Certificate of Registration

Business License

Organizational Chart

Code of Conduct

Anti-Corruption policy

Business License

Certified Copy of Individuals Passport or Driver License (Section III)

Resume or CV (Section V)

Confirmation from Bank confirming account ownership (Section VI)

Documentation in reference to BP’s Anti-Corruption & Compliance Systems (Section XIII)

Annual Report (Section XV)

1. “**Affiliate**” means in relation to Business Partner, such Person that directly or indirectly through one or more intermediaries, controls Business Partner (e.g. *parent company*), is controlled by Business Partner (e.g. *subsidiary company*), or is under common control with Business Partner (e.g. *associated company*). “**Control**” shall mean ownership of more than fifty percent (50%) of the voting stock, securities or interest in the profits of the controlled Person or the direct or indirect right to determine its actions by contract or otherwise. “**Person**” shall mean an individual, corporation, limited liability company, company, general or limited partnership, joint venture, trust, estate or other business organization, governmental body, entity or association of any nature whatsoever. [↑](#footnote-ref-1)
2. “**Public Official**” includes any officer or employee of a government or any department, agency, or instrumentality thereof (including national oil companies), political party, or public international organization (such as the World Bank Group), or any person acting in an official capacity for or on behalf of any such government, or department, agency, or instrumentality, or for or on behalf of any such public international organization, or any political party or official thereof or candidate for political office. [↑](#footnote-ref-2)
3. **Close Family Members**” includes (i) spouses or live-in companions, (ii) parents of all tiers and children of all tiers and brothers and sisters; (iii) parents of all tiers and children of all tiers and brothers and sisters to a person as mentioned in (i); and (iv) spouses or live-in companions to a person mentioned in (ii). [↑](#footnote-ref-3)