



**SJS USA, INC –
CORPORATE POLICY CONCERNING PROHIBITION OF BRIBERY**

AFFIDAVIT OF ACCEPTANCE OF THE CORPORATE POLICY

I, _____, am employed in
_____ DIVISION of SJS USA, Inc in the capacity of

hereby, sworn as follows:

- (1) I have not and will not engage in the bribery of any domestic and/or foreign public officials in connection to my activity in performing of my duty in SJS POTI;
- (2) Maintain and enforce the Corporate Policy of SJS USA INC that strictly prohibits the bribery of public officials

I hereby understand and unconditionally agree that failure to comply with the terms of this Affidavit may result in the immediate termination of my employment, and/ or civil and criminal prosecution in accordance to Laws and Regulations of the residing country of _____ and, in accordance to:

**Anti-Bribery and Books & Records Provisions of
The Foreign Corrupt Practices Act, United States Law.**

I hereby acknowledge that I understand and agree that:

U.S. Foreign Corrupt Practices Act of 1977 ("FCPA" or the "Act") prohibits U.S. companies, their subsidiaries, as well as their officers, directors, employees, and agents from bribing "foreign officials" and also requires U.S. companies that issue debt or equity to maintain internal accounting controls and to keep books and records that accurately reflect all transactions.

Both the antibribery and the record-keeping and internal accounting controls provisions apply to worldwide operations. The FCPA is enforced jointly by the Securities & Exchange Commission (SEC) and the U.S. Department of Justice (DOJ).

I hereby certify that I am fully familiar with the FCPA Act attached hereby and hereby guarantee full compliance with FCPA and Laws of my Country of Residence in relation to **bribery of any domestic and/or foreign public officials in connection to my activity in performing of my duty in the division of SJS USA, INC.**

_____ SIGNATURE _____ DATE

THE FCPA EXPLAINED

Generally, the U.S. Foreign Corrupt Practices Act of 1977 ("FCPA" or the "Act") prohibits U.S. companies, their subsidiaries, as well as their officers, directors, employees, and agents from bribing "foreign officials" and also requires U.S. companies that issue debt or equity to maintain internal accounting controls and to keep books and records that accurately reflect all transactions.

Both the antibribery and the record-keeping and internal accounting controls provisions apply to worldwide operations. The FCPA is enforced jointly by the Securities & Exchange Commission (SEC) and the U.S. Department of Justice (DOJ).

I. ANTIBRIBERY PROVISIONS:

The FCPA "corrupt practices" or "anti-bribery" provisions forbid payments of money or anything else of value made corruptly to influence any act or decision (including a decision not to act) of a foreign government official, political party or political party official, or candidate for political office, in his official capacity or to induce the official to use his influence to affect a government act or decision so as to assist a company in obtaining or retaining business or directing business to any person or to secure any improper advantage. The FCPA antibribery provisions apply to "issuers," "domestic concerns," and "any person" who violates the FCPA while in the United States. The term "any person" includes foreign persons and corporations. Foreign persons are subject to the FCPA only when they perform an act in furtherance of a bribe while in the United States or its territories. More specifically, the FCPA prohibits a company's use of an instrumentality of interstate commerce (e.g., telephone, mails, telex), corruptly in furtherance of a payment of or even an authorization, promise or offer to pay, anything of value to any foreign official or foreign political party, official or candidate, for purposes of: (i) influencing any action (or failure to act) in his or its official capacity; (ii) inducing him or it to do (or omit to do) any act in violation of his or its lawful duty; or (iii) inducing him or it to use influence to affect any action of the government involved, in order to assist the company in obtaining or retaining business for or with, or directing business to, any person.

Payments, authorizations, promises or offers to any other person are also prohibited if there is knowledge that any portion of the payment is to be passed along to a foreign official or foreign political party, official or candidate for a prohibited purpose under the Act. Knowledge is defined very broadly and is present when one knows an event is certain or likely to occur; even purposely failing to take note of an event or being willfully blind can constitute knowledge.

The Act defines "foreign official" to include any officer or employee of a non-U.S. government or any instrumentality of the government, or any person acting in an official capacity for or on behalf of the non-U.S. government or its instrumentality. The Department of Justice (DOJ) has concluded that officers and employees of foreign state-owned companies are also "foreign officials." Even if a company is not wholly owned by the state, it may be considered an "instrumentality" of a government if the government exercises substantial control over such company.

Permitted Payments: The Limited Exceptions and Affirmative Defenses: There are certain "safe harbors" to the FCPA's prohibition on giving a payment or a thing of value to foreign officials.

1) "Facilitating" Payments Exception (e.g., Grease Payments, Gifts or Tips): Under very limited circumstances, the FCPA permits facilitating payments (or "grease payments") to foreign officials in order to expedite or secure the performance of a "routine governmental action." "Routine governmental action" means only those actions which are ordinarily and commonly performed by a foreign official. For example, obtaining permits, licenses or other official documents, expediting lawful customs clearances, obtaining the issuance of entry or exit visas, providing police protection, mail pick-up and delivery, providing phone service, and performing actions that are wholly unconnected to the award of new business or the continuation of prior business, could all be "routine governmental action." Routine governmental action does not mean a decision by a foreign official to award new business or to continue business with a particular party (e.g., to obtain a license or be granted a concession).

2) Promotional or Marketing Expenses Affirmative Defense (e.g., Entertainment) The FCPA also permits certain payments to foreign officials made in connection with the promotion or demonstration of company products or services (e.g., demonstration or tour of a pharmaceutical plant) or in connection with the execution of a particular contract with a foreign government.

3) Payments Lawful Under Foreign Laws Affirmative Defense Under certain other exceptional circumstances, a payment may be made to foreign officials when the payment is "lawful under the written laws of the foreign country." Such payments, however, are rarely, if ever, permitted under local law.

Frequently Recurring Special Situations:

1) Political Contributions- Unlike in the United States, where foreign nationals are prohibited from making political contributions to U.S. political parties and candidates, it may occasionally be appropriate for a U.S. company's overseas operations to make a political contribution on behalf of the company. "Contributions" not only include checks to political parties or candidates, but also payments for fundraising dinners and similar events. This would be an example of a payment which could violate the FCPA were it not for written local law.

2) Donations to Foreign Charities - Donations to bona fide charitable organizations may be made as long as the U.S. company ensures that the donation will not be used to circumvent the FCPA and that the contribution does not violate local laws, rules or regulations.

II. RECORD KEEPING AND ACCOUNTING PROVISIONS:

These provisions require (1) that books, records and accounts are kept in reasonable detail to accurately and fairly reflect transactions and dispositions of assets, and (2) that a system of internal accounting controls is devised (a) to provide reasonable assurances that transactions are executed in accordance with management's authorization; (b) to ensure that assets are recorded as necessary to permit preparation of financial statements and to maintain accountability for assets; (c) to limit access to assets to management's authorization; and (d) to make certain that recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences. These provisions are currently read to apply to U.S. issuers and all of their majority-owned subsidiaries, both U.S. and non-U.S. In addition, the Act requires that a company make a good faith effort to ensure that any company (including joint ventures) in which the U.S. company or one of its subsidiaries holds fifty (50) percent or less of the voting power comply with the FCPA accounting provisions. Significantly, management may be held accountable by U.S. enforcement authorities for what it should reasonably have known. Management's lack of knowledge of a transaction which violates the Act may not be sufficient to avoid liability, particularly in the absence of adequate internal controls. Note that the accounting provisions apply only to issuers that have securities registered with the SEC pursuant to the Securities Exchange Act of 1934 (essentially, all publicly held companies in the U.S., and any foreign companies listed on the U.S. stock markets). If the DOJ brings criminal charges against a company under the record-keeping and accounting provisions, any intentional misrecording of a payment is a violation, so the prosecutor does not have to prove that the payment was a bribe. In addition, failure to describe what actually occurred is also a potential violation. For example, recording a payment for legal commission on a project in the books as "equipment repair" could be a violation.

III. PENALTIES: Criminal penalties under the FCPA are severe.

The Securities and Exchange Commission (SEC) and the DOJ share enforcement responsibility for the FCPA. The DOJ is responsible for all criminal prosecutions under the statute and for civil enforcement against privately held companies. The SEC has civil jurisdiction over publicly held companies.

1) Criminal Penalties per Violation

Criminal penalties for violations of the FCPA's antibribery provisions can be quite severe. Corporations and other business entities are subject to a fine of up to \$2,000,000 per violation. Officers, directors, stockholders, employees, and agents are subject to a fine of up to \$250,000 per violation and imprisonment for up to five years. Under the Alternative Fines Act, the actual fine may be up to twice the benefit that the defendant sought to obtain by making the corrupt payment. Fines imposed on individuals may not be paid by their employer or principal.

2) Civil Penalties per Violation

The Attorney General or the SEC may bring a civil action for a fine of up to \$10,000 per violation against any issuer as well as any officer, director, employee, or agent of a firm, or stockholder acting on behalf of the issuer, who violates the antibribery provisions.

3) Penalties per Violation of the Books & Records Provisions:

Any person who willfully violates the FCPA books and records provisions or any person who willfully and knowingly makes, or causes to be made, any statement in any application, report, or document required to be filed in violation of those provisions shall upon conviction be fined not more than \$5,000,000, or imprisoned not more than 20 years, or both, except that when the violation is made by an issuer rather than a natural person, a fine not exceeding \$25,000,000 may be imposed. As before, the Alternative Fines Act applies, so that the monetary fine can be up to twice the benefit that the defendant sought to obtain through the violation.

**ANTI-BRIBERY AND BOOKS & RECORDS PROVISIONS OF
THE FOREIGN CORRUPT PRACTICES ACT**

Current through Pub. L. 105-366 (November 10, 1998)

**UNITED STATES CODE
TITLE 15. COMMERCE AND TRADE
CHAPTER 2B--SECURITIES EXCHANGES**

§ 78m. Periodical and other reports

(a) Reports by issuer of security; contents

Every issuer of a security registered pursuant to section 78l of this title shall file with the Commission, in accordance with such rules and regulations as the Commission may prescribe as necessary or appropriate for the proper protection of investors and to insure fair dealing in the security--

(1) such information and documents (and such copies thereof) as the Commission shall require to keep reasonably current the information and documents required to be included in or filed with an application or registration statement filed pursuant to section 78l of this title, except that the Commission may not require the filing of any material contract wholly executed before July 1, 1962.

(2) such annual reports (and such copies thereof), certified if required by the rules and regulations of the Commission by independent public accountants, and such quarterly reports (and such copies thereof), as the Commission may prescribe.

Every issuer of a security registered on a national securities exchange shall also file a duplicate original of such information, documents, and reports with the exchange.

(b) Form of report; books, records, and internal accounting; directives

* * *

(2) Every issuer which has a class of securities registered pursuant to section 78l of this title and every issuer which is required to file reports pursuant to section 78o(d) of this title shall--

(A) make and keep books, records, and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the issuer; and

(B) devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that--

(i) transactions are executed in accordance with management's general or specific authorization;

(ii) transactions are recorded as necessary (I) to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and (II) to maintain accountability for assets;

(iii) access to assets is permitted only in accordance with management's general or specific authorization; and

(iv) the recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences.

(3) (A) With respect to matters concerning the national security of the United States, no duty or liability under paragraph (2) of this subsection shall be imposed upon any person acting in cooperation with the head of any Federal department or agency responsible for such matters if such act in cooperation with such head of a department or agency was done upon the specific, written directive of the head of such department or agency pursuant to Presidential authority to issue such directives. Each directive issued under this paragraph shall set forth the specific facts and circumstances with respect to which the provisions of this paragraph are to be invoked. Each such directive shall, unless renewed in writing, expire one year after the date of issuance.

(B) Each head of a Federal department or agency of the United States who issues such a directive pursuant to this paragraph shall maintain a complete file of all such directives and shall, on October 1 of each year, transmit a summary of matters covered by such directives in force at any time during the previous year to the Permanent Select Committee on Intelligence of the House of Representatives and the Select Committee on Intelligence of the Senate.

(4) No criminal liability shall be imposed for failing to comply with the requirements of paragraph (2) of this subsection except as provided in paragraph (5) of this subsection.

(5) No person shall knowingly circumvent or knowingly fail to implement a system of internal accounting controls or knowingly falsify any book, record, or account described in paragraph (2).

(6) Where an issuer which has a class of securities registered pursuant to section 78l of this title or an issuer which is required to file reports pursuant to section 78o(d) of this title holds 50 per centum or less of the voting power with respect to a domestic or foreign firm, the provisions of paragraph (2) require only that the issuer proceed in good faith to use its influence, to the extent reasonable under the issuer's circumstances, to cause such domestic or foreign firm to devise and maintain a system of internal accounting controls consistent with paragraph (2). Such circumstances include the relative degree of the issuer's ownership of the domestic or foreign firm and the laws and practices governing the business operations of the country in which such firm is located. An issuer which demonstrates good faith efforts to use such influence shall be conclusively presumed to have complied with the requirements of paragraph (2).

(7) For the purpose of paragraph (2) of this subsection, the terms "reasonable assurances" and "reasonable detail" mean such level of detail and degree of assurance as would satisfy prudent officials in the conduct of their own affairs.

* * *

<§ 78dd-1 [Section 30A of the Securities & Exchange Act of 1934].

Prohibited foreign trade practices by issuers

(a) Prohibition

It shall be unlawful for any issuer which has a class of securities registered pursuant to section 78l of this title or which is required to file reports under section 78o(d) of this title, or for any officer, director, employee, or agent of such issuer or any stockholder thereof acting on behalf of such issuer, to make use of the mails or any means or instrumentality of interstate commerce corruptly in furtherance of an offer, payment, promise to pay, or authorization of the payment of any money, or offer, gift, promise to give, or authorization of the giving of anything of value to--

(1) any foreign official for purposes of--

(A) (i) influencing any act or decision of such foreign official in his official capacity, (ii) inducing such foreign official to do or omit to do any act in violation of the lawful duty of such official, or (iii) securing any improper advantage; or

(B) inducing such foreign official to use his influence with a foreign government or instrumentality thereof to affect or influence any act or decision of such government or instrumentality,

in order to assist such issuer in obtaining or retaining business for or with, or directing business to, any person;

(2) any foreign political party or official thereof or any candidate for foreign political office for purposes of--

(A) (i) influencing any act or decision of such party, official, or candidate in its or his official capacity, (ii) inducing such party, official, or candidate to do or omit to do an act in violation of the lawful duty of such party, official, or candidate, or (iii) securing any improper advantage; or

(B) inducing such party, official, or candidate to use its or his influence with a foreign government or instrumentality thereof to affect or influence any act or decision of such government or instrumentality.

in order to assist such issuer in obtaining or retaining business for or with, or directing business to, any person; or

(3) any person, while knowing that all or a portion of such money or thing of value will be offered, given, or promised, directly or indirectly, to any foreign official, to any foreign political party or official thereof, or to any candidate for foreign political office, for purposes of--

(A) (i) influencing any act or decision of such foreign official, political party, party official, or candidate in his or its official capacity, (ii) inducing such foreign official, political party, party official, or candidate to do or omit to do any act in violation of the lawful duty of such foreign official, political party, party official, or candidate, or (iii) securing any improper advantage; or

(B) inducing such foreign official, political party, party official, or candidate to use his or its influence with a foreign government or instrumentality thereof to affect or influence any act or decision of such government or instrumentality,

in order to assist such issuer in obtaining or retaining business for or with, or directing business to, any person.

(b) Exception for routine governmental action

Subsections (a) and (g) of this section shall not apply to any facilitating or expediting payment to a foreign official, political party, or party official the purpose of which is to expedite or to secure the performance of a routine governmental action by a foreign official, political party, or party official.

(c) Affirmative defenses

It shall be an affirmative defense to actions under subsection (a) or (g) of this section that--

(1) the payment, gift, offer, or promise of anything of value that was made, was lawful under the written laws and regulations of the foreign official's, political party's, party official's, or candidate's country; or

(2) the payment, gift, offer, or promise of anything of value that was made, was a reasonable and bona fide expenditure, such as travel and lodging expenses, incurred by or on behalf of a foreign official, party, party official, or candidate and was directly related to--

(A) the promotion, demonstration, or explanation of products or services; or

(B) the execution or performance of a contract with a foreign government or agency thereof.

(d) Guidelines by Attorney General

Not later than one year after August 23, 1988, the Attorney General, after consultation with the Commission, the Secretary of Commerce, the United States Trade Representative, the Secretary of State, and the Secretary of the Treasury, and after obtaining the views of all interested persons through public notice and comment procedures, shall determine to what extent compliance with this section would be enhanced and the business community would be assisted by further clarification of the preceding provisions of this section and may, based on such determination and to the extent necessary and appropriate, issue--

(1) guidelines describing specific types of conduct, associated with common types of export sales arrangements and business contracts, which for purposes of the Department of Justice's present enforcement policy, the Attorney General determines would be in conformance with the preceding provisions of this section; and

(2) general precautionary procedures which issuers may use on a voluntary basis to conform their conduct to the Department of Justice's present enforcement policy regarding the preceding provisions of this section.

The Attorney General shall issue the guidelines and procedures referred to in the preceding sentence in accordance with the provisions of subchapter II of chapter 5 of Title 5 and those guidelines and procedures shall be subject to the provisions of chapter 7 of that title.

(e) Opinions of Attorney General

(1) The Attorney General, after consultation with appropriate departments and agencies of the United States and after obtaining the views of all interested persons through public notice and comment procedures, shall establish a procedure to provide responses to specific inquiries by issuers concerning conformance of their conduct with the Department of Justice's present enforcement policy regarding the preceding provisions of this section. The Attorney General shall, within 30 days after receiving such a request, issue an opinion in response to that request. The opinion shall state whether or not certain specified prospective conduct would, for purposes of the Department of Justice's present enforcement policy, violate the preceding provisions of this section. Additional requests for opinions may be filed with the Attorney General regarding other specified prospective conduct that is beyond the scope of conduct specified in previous requests. In any action brought under the applicable provisions of this section, there shall be a rebuttable presumption that conduct, which is specified in a request by an issuer and for which the Attorney General has issued an opinion that such conduct is in conformity with the Department of Justice's present enforcement policy, is in compliance with the preceding provisions of this section. Such a presumption may be rebutted by a preponderance of the evidence. In considering the presumption for purposes of this paragraph, a court shall weight all relevant factors, including but not limited to whether the information submitted to the Attorney General was accurate and complete and whether it was within the scope of the conduct specified in any request received by the Attorney General. The Attorney General shall establish the procedure required by this paragraph in accordance with the provisions of subchapter II of chapter 5 of Title 5 and that procedure shall be subject to the provisions of chapter 7 of that title.

(2) Any document or other material which is provided to, received by, or prepared in the Department of Justice or any other department or agency of the United States in connection with a request by an issuer under the procedure established under paragraph (1), shall be exempt from disclosure under section 552 of Title 5 and shall not, except with the consent of the issuer, be made publicly available, regardless of whether the Attorney General responds to such a request or the issuer withdraws such request before receiving a response.

(3) Any issuer who has made a request to the Attorney General under paragraph (1) may withdraw such request prior to the time the Attorney General issues an opinion in response to such request. Any request so withdrawn shall have no force or effect.

(4) The Attorney General shall, to the maximum extent practicable, provide timely guidance concerning the Department of Justice's present enforcement policy with respect to the preceding provisions of this section to potential exporters and small businesses that are unable to obtain specialized counsel on issues pertaining to such provisions. Such guidance shall be limited to responses to requests under paragraph (1) concerning conformity of specified prospective conduct with the Department of Justice's present enforcement policy regarding the preceding provisions of this section and general explanations of compliance responsibilities and of potential liabilities under the preceding provisions of this section.

(f) Definitions

For purposes of this section:

- (1) (A) The term “foreign official” means any officer or employee of a foreign government or any department, agency, or instrumentality thereof, or of a public international organization, 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.
- (B) For purposes of subparagraph (A), the term “public international organization” means--
- (i) an organization that is designated by Executive Order pursuant to section 1 of the International Organizations Immunities Act (22 U.S.C. § 288); or
 - (ii) any other international organization that is designated by the President by Executive order for the purposes of this section, effective as of the date of publication of such order in the Federal Register.
- (2) (A) A person’s state of mind is “knowing” with respect to conduct, a circumstance, or a result if--
- (i) such person is aware that such person is engaging in such conduct, that such circumstance exists, or that such result is substantially certain to occur; or
 - (ii) such person has a firm belief that such circumstance exists or that such result is substantially certain to occur.

(B) When knowledge of the existence of a particular circumstance is required for an offense, such knowledge is established if a person is aware of a high probability of the existence of such circumstance, unless the person actually believes that such circumstance does not exist.

- (3) (A) The term “routine governmental action” means only an action which is ordinarily and commonly performed by a foreign official in--

- (i) obtaining permits, licenses, or other official documents to qualify a person to do business in a foreign country;
- (ii) processing governmental papers, such as visas and work orders;
- (iii) providing police protection, mail pick-up and delivery, or scheduling inspections associated with contract performance or inspections related to transit of goods across country;
- (iv) providing phone service, power and water supply, loading and unloading cargo, or protecting perishable products or commodities from deterioration; or
- (v) actions of a similar nature.

(B) The term “routine governmental action” does not include any decision by a foreign official whether, or on what terms, to award new business to or to continue business with a particular party, or any action taken by a foreign official involved in the decision-making process to encourage a decision to award new business to or continue business with a particular party.

(g) Alternative Jurisdiction

(1) It shall also be unlawful for any issuer organized under the laws of the United States, or a State, territory, possession, or commonwealth of the United States or a political subdivision thereof and which has a class of securities registered pursuant to section 12 of this title or which is required to file reports under section 15(d) of this title, or for any United States person that is an officer, director, employee, or agent of such issuer or a stockholder thereof acting on behalf of such issuer, to corruptly do any act outside the United States in furtherance of an offer, payment, promise to pay, or authorization of the payment of any money, or offer, gift, promise to give, or authorization of the giving of anything of value to any of the persons or entities set forth in paragraphs (1), (2), and (3) of this subsection (a) of this section for the purposes set forth therein, irrespective of whether such issuer or such officer, director, employee, agent,

or stockholder makes use of the mails or any means or instrumentality of interstate commerce in furtherance of such offer, gift, payment, promise, or authorization.

(2) As used in this subsection, the term "United States person" means a national of the United States (as defined in section 101 of the Immigration and Nationality Act (8 U.S.C. § 1101)) or any corporation, partnership, association, joint-stock company, business trust, unincorporated organization, or sole proprietorship organized under the laws of the United States or any State, territory, possession, or commonwealth of the United States, or any political subdivision thereof.

§ 78dd-2. Prohibited foreign trade practices by domestic concerns

(a) Prohibition

It shall be unlawful for any domestic concern, other than an issuer which is subject to section 78dd-1 of this title, or for any officer, director, employee, or agent of such domestic concern or any stockholder thereof acting on behalf of such domestic concern, to make use of the mails or any means or instrumentality of interstate commerce corruptly in furtherance of an offer, payment, promise to pay, or authorization of the payment of any money, or offer, gift, promise to give, or authorization of the giving of anything of value to--

(1) any foreign official for purposes of--

(A) (i) influencing any act or decision of such foreign official in his official capacity, (ii) inducing such foreign official to do or omit to do any act in violation of the lawful duty of such official, or (iii) securing any improper advantage; or

(B) inducing such foreign official to use his influence with a foreign government or instrumentality thereof to affect or influence any act or decision of such government or instrumentality,

in order to assist such domestic concern in obtaining or retaining business for or with, or directing business to, any person;

(2) any foreign political party or official thereof or any candidate for foreign political office for purposes of--

(A) (i) influencing any act or decision of such party, official, or candidate in its or his official capacity, (ii) inducing such party, official, or candidate to do or omit to do an act in violation of the lawful duty of such party, official, or candidate, or (iii) securing any improper advantage; or

(B) inducing such party, official, or candidate to use its or his influence with a foreign government or instrumentality thereof to affect or influence any act or decision of such government or instrumentality,

in order to assist such domestic concern in obtaining or retaining business for or with, or directing business to, any person;

(3) any person, while knowing that all or a portion of such money or thing of value will be offered, given, or promised, directly or indirectly, to any foreign official, to any foreign political party or official thereof, or to any candidate for foreign political office, for purposes of--

(A) (i) influencing any act or decision of such foreign official, political party, party official, or candidate in his or its official capacity, (ii) inducing such foreign official, political party, party official, or candidate to do or omit to do any act in violation of the lawful duty of such foreign official, political party, party official, or candidate, or (iii) securing any improper advantage; or

(B) inducing such foreign official, political party, party official, or candidate to use his or its influence with a foreign government or instrumentality thereof to affect or influence any act or decision of such government or instrumentality,

in order to assist such domestic concern in obtaining or retaining business for or with, or directing business to, any person.

(b) Exception for routine governmental action

Subsections (a) and (i) of this section shall not apply to any facilitating or expediting payment to a foreign official, political party, or party official the purpose of which is to expedite or to secure the performance of a routine governmental action by a foreign official, political party, or party official.

(c) Affirmative defenses

It shall be an affirmative defense to actions under subsection (a) or (i) of this section that--

- (1) the payment, gift, offer, or promise of anything of value that was made, was lawful under the written laws and regulations of the foreign official's, political party's, party official's, or candidate's country; or
- (2) the payment, gift, offer, or promise of anything of value that was made, was a reasonable and bona fide expenditure, such as travel and lodging expenses, incurred by or on behalf of a foreign official, party, party official, or candidate and was directly related to--
 - (A) the promotion, demonstration, or explanation of products or services; or
 - (B) the execution or performance of a contract with a foreign government or agency thereof.

(d) Injunctive relief

- (1) When it appears to the Attorney General that any domestic concern to which this section applies, or officer, director, employee, agent, or stockholder thereof, is engaged, or about to engage, in any act or practice constituting a violation of subsection (a) or (i) of this section, the Attorney General may, in his discretion, bring a civil action in an appropriate district court of the United States to enjoin such act or practice, and upon a proper showing, a permanent injunction or a temporary restraining order shall be granted without bond.
- (2) For the purpose of any civil investigation which, in the opinion of the Attorney General, is necessary and proper to enforce this section, the Attorney General or his designee are empowered to administer oaths and affirmations, subpoena witnesses, take evidence, and require the production of any books, papers, or other documents which the Attorney General deems relevant or material to such investigation. The attendance of witnesses and the production of documentary evidence may be required from any place in the United States, or any territory, possession, or commonwealth of the United States, at any designated place of hearing.
- (3) In case of contumacy by, or refusal to obey a subpoena issued to, any person, the Attorney General may invoke the aid of any court of the United States within the jurisdiction of which such investigation or proceeding is carried on, or where such person resides or carries on business, in requiring the attendance and testimony of witnesses and the production of books, papers, or other documents. Any such court may issue an order requiring such person to appear before the Attorney General or his designee, there to produce records, if so ordered, or to give testimony touching the matter under investigation. Any failure to obey such order of the court may be punished by such court as a contempt thereof.

All process in any such case may be served in the judicial district in which such person resides or may be found. The Attorney General may make such rules relating to civil investigations as may be necessary or appropriate to implement the provisions of this subsection.

(e) Guidelines by Attorney General

Not later than 6 months after August 23, 1988, the Attorney General, after consultation with the Securities and Exchange Commission, the Secretary of Commerce, the United States Trade Representative, the Secretary of State, and the Secretary of the Treasury, and after obtaining the views of all interested persons through public notice and comment procedures, shall determine to what extent compliance with this section would be enhanced and the business community would be assisted by further clarification of the preceding provisions of this section and may, based on such determination and to the extent necessary and appropriate, issue--

(1) guidelines describing specific types of conduct, associated with common types of export sales arrangements and business contracts, which for purposes of the Department of Justice's present enforcement policy, the Attorney General determines would be in conformance with the preceding provisions of this section; and

(2) general precautionary procedures which domestic concerns may use on a voluntary basis to conform their conduct to the Department of Justice's present enforcement policy regarding the preceding provisions of this section.

The Attorney General shall issue the guidelines and procedures referred to in the preceding sentence in accordance with the provisions of subchapter II of chapter 5 of Title 5 and those guidelines and procedures shall be subject to the provisions of chapter 7 of that title.

(f) Opinions of Attorney General

(1) The Attorney General, after consultation with appropriate departments and agencies of the United States and after obtaining the views of all interested persons through public notice and comment procedures, shall establish a procedure to provide responses to specific inquiries by domestic concerns concerning conformance of their conduct with the Department of Justice's present enforcement policy regarding the preceding provisions of this section. The Attorney General shall, within 30 days after receiving such a request, issue an opinion in response to that request. The opinion shall state whether or not certain specified prospective conduct would, for purposes of the Department of Justice's present enforcement policy, violate the preceding provisions of this section. Additional requests for opinions may be filed with the Attorney General regarding other specified prospective conduct that is beyond the scope of conduct specified in previous requests. In any action brought under the applicable provisions of this section, there shall be a rebuttable presumption that conduct, which is specified in a request by a domestic concern and for which the Attorney General has issued an opinion that such conduct is in conformity with the Department of Justice's present enforcement policy, is in compliance with the preceding provisions of this section. Such a presumption may be rebutted by a preponderance of the evidence. In considering the presumption for purposes of this paragraph, a court shall weigh all relevant factors, including but not limited to whether the information submitted to the Attorney General was accurate and complete and whether it was within the scope of the conduct specified in any request received by the Attorney General. The Attorney General shall establish the procedure required by this paragraph in accordance with the provisions of subchapter II of chapter 5 of Title 5 and that procedure shall be subject to the provisions of chapter 7 of that title.

(2) Any document or other material which is provided to, received by, or prepared in the Department of Justice or any other department or agency of the United States in connection with a request by a domestic concern under the procedure established under paragraph (1), shall be exempt from disclosure under section 552 of Title 5 and shall not, except with the consent of the domestic concern, be made publicly available, regardless of whether the Attorney General response to such a request or the domestic concern withdraws such request before receiving a response.

(3) Any domestic concern who has made a request to the Attorney General under paragraph (1) may withdraw such request prior to the time the Attorney General issues an opinion in response to such request. Any request so withdrawn shall have no force or effect.

(4) The Attorney General shall, to the maximum extent practicable, provide timely guidance concerning the Department of Justice's present enforcement policy with respect to the preceding provisions of this section to potential exporters and small businesses that are unable to obtain specialized counsel on issues pertaining to such provisions. Such guidance shall be limited to responses to requests under paragraph (1) concerning conformity of specified prospective conduct with the Department of Justice's present enforcement policy regarding the preceding provisions of this section and general explanations of compliance responsibilities and of potential liabilities under the preceding provisions of this section.

(g) Penalties

(1) (A) Any domestic concern that is not a natural person and that violates subsection (a) or (i) of this section shall be fined not more than \$2,000,000.

(B) Any domestic concern that is not a natural person and that violates subsection (a) or (i) of this section shall be subject to a civil penalty of not more than \$10,000 imposed in an action brought by the Attorney General.

(2) (A) Any natural person that is an officer, director, employee, or agent of a domestic concern, or stockholder acting on behalf of such domestic concern, who willfully violates subsection (a) or (i) of this section shall be fined not more than

\$100,000 or imprisoned not more than 5 years, or both.

(B) Any natural person that is an officer, director, employee, or agent of a domestic concern, or stockholder acting on behalf of such domestic concern, who violates subsection (a) or (i) of this section shall be subject to a civil penalty of not more than \$10,000 imposed in an action brought by the Attorney General.

- (3) Whenever a fine is imposed under paragraph (2) upon any officer, director, employee, agent, or stockholder of a domestic concern, such fine may not be paid, directly or indirectly, by such domestic concern.

(h) Definitions

For purposes of this section:

- (1) The term "domestic concern" means--

(A) any individual who is a citizen, national, or resident of the United States; and

(B) any corporation, partnership, association, joint-stock company, business trust, unincorporated organization, or sole proprietorship which has its principal place of business in the United States, or which is organized under the laws of a State of the United States or a territory, possession, or commonwealth of the United States.

- (2) (A) The term "foreign official" means any officer or employee of a foreign government or any department, agency, or instrumentality thereof, or of a public international organization, 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.

(B) For purposes of subparagraph (A), the term "public international organization" means --

(i) an organization that has been designated by Executive order pursuant to Section 1 of the International Organizations Immunities Act (22 U.S.C. § 288); or

(ii) any other international organization that is designated by the President by Executive order for the purposes of this section, effective as of the date of publication of such order in the Federal Register.

- (3) (A) A person's state of mind is "knowing" with respect to conduct, a circumstance, or a result if--

(i) such person is aware that such person is engaging in such conduct, that such circumstance exists, or that such result is substantially certain to occur; or

(ii) such person has a firm belief that such circumstance exists or that such result is substantially certain to occur.

(B) When knowledge of the existence of a particular circumstance is required for an offense, such knowledge is established if a person is aware of a high probability of the existence of such circumstance, unless the person actually believes that such circumstance does not exist.

- (4) (A) The term "routine governmental action" means only an action which is ordinarily and commonly performed by a foreign official in--

(i) obtaining permits, licenses, or other official documents to qualify a person to do business in a foreign country;

(ii) processing governmental papers, such as visas and work orders;

(iii) providing police protection, mail pick-up and delivery, or scheduling inspections associated with contract performance or inspections related to transit of goods across country;

(iv) providing phone service, power and water supply, loading and unloading cargo, or protecting perishable products or commodities from deterioration; or

(v) actions of a similar nature.

(B) The term "routine governmental action" does not include any decision by a foreign official whether, or on what terms, to award new business to or to continue business with a particular party, or any action taken by a foreign official involved in the decision-making process to encourage a decision to award new business to or continue business with a particular party.

(5) The term "interstate commerce" means trade, commerce, transportation, or communication among the several States, or between any foreign country and any State or between any State and any place or ship outside thereof, and such term includes the intrastate use of--

(A) a telephone or other interstate means of communication, or

(B) any other interstate instrumentality.

(i) Alternative Jurisdiction

- (1) It shall also be unlawful for any United States person to corruptly do any act outside the United States in furtherance of an offer, payment, promise to pay, or authorization of the payment of any money, or offer, gift, promise to give, or authorization of the giving of anything of value to any of the persons or entities set forth in paragraphs (1), (2), and (3) of subsection (a), for the purposes set forth therein, irrespective of whether such United States person makes use of the mails or any means or instrumentality of interstate commerce in furtherance of such offer, gift, payment, promise, or authorization.
- (2) As used in this subsection, a "United States person" means a national of the United States (as defined in section 101 of the Immigration and Nationality Act (8 U.S.C. § 1101)) or any corporation, partnership, association, joint-stock company, business trust, unincorporated organization, or sole proprietorship organized under the laws of the United States or any State, territory, possession, or commonwealth of the United States, or any political subdivision thereof.

§ 78dd-3. Prohibited foreign trade practices by persons other than issuers or domestic concerns

(a) Prohibition

It shall be unlawful for any person other than an issuer that is subject to section 30A of the Securities Exchange Act of 1934 or a domestic concern, as defined in section 104 of this Act), or for any officer, director, employee, or agent of such person or any stockholder thereof acting on behalf of such person, while in the territory of the United States, corruptly to make use of the mails or any means or instrumentality of interstate commerce or to do any other act in furtherance of an offer, payment, promise to pay, or authorization of the payment of any money, or offer, gift, promise to give, or authorization of the giving of anything of value to--

(1) any foreign official for purposes of--

(A) (i) influencing any act or decision of such foreign official in his official capacity, (ii) inducing such foreign official to do or omit to do any act in violation of the lawful duty of such official, or (iii) securing any improper advantage; or

(B) inducing such foreign official to use his influence with a foreign government or instrumentality thereof to affect or influence any act or decision of such government or instrumentality,

in order to assist such person in obtaining or retaining business for or with, or directing business to, any person;

(2) any foreign political party or official thereof or any candidate for foreign political office for purposes of--

(A) (i) influencing any act or decision of such party, official, or candidate in its or his official capacity, (ii) inducing such party, official, or candidate to do or omit to do an act in violation of the lawful duty of such party, official, or candidate, or (iii) securing any improper advantage; or

(B) inducing such party, official, or candidate to use its or his influence with a foreign government or instrumentality thereof to affect or influence any act or decision of such government or instrumentality.

in order to assist such person in obtaining or retaining business for or with, or directing business to, any person; or

(3) any person, while knowing that all or a portion of such money or thing of value will be offered, given, or promised, directly or indirectly, to any foreign official, to any foreign political party or official thereof, or to any candidate for foreign political office, for purposes of--

(A) (i) influencing any act or decision of such foreign official, political party, party official, or candidate in his or its official capacity, (ii) inducing such foreign official, political party, party official, or candidate to do or omit to do any act in violation of the lawful duty of such foreign official, political party, party official, or candidate, or (iii) securing any improper advantage; or

(B) inducing such foreign official, political party, party official, or candidate to use his or its influence with a foreign government or instrumentality thereof to affect or influence any act or decision of such government or instrumentality,

in order to assist such person in obtaining or retaining business for or with, or directing business to, any person.

(b) Exception for routine governmental action

Subsection (a) of this section shall not apply to any facilitating or expediting payment to a foreign official, political party, or party official the purpose of which is to expedite or to secure the performance of a routine governmental action by a foreign official, political party, or party official.

(c) Affirmative defenses

It shall be an affirmative defense to actions under subsection (a) of this section that--

(1) the payment, gift, offer, or promise of anything of value that was made, was lawful under the written laws and regulations of the foreign official's, political party's, party official's, or candidate's country; or

(2) the payment, gift, offer, or promise of anything of value that was made, was a reasonable and bona fide expenditure, such as travel and lodging expenses, incurred by or on behalf of a foreign official, party, party official, or candidate and was directly related to--

(A) the promotion, demonstration, or explanation of products or services; or

(B) the execution or performance of a contract with a foreign government or agency thereof.

(d) Injunctive relief

(1) When it appears to the Attorney General that any person to which this section applies, or officer, director, employee, agent, or stockholder thereof, is engaged, or about to engage, in any act or practice constituting a violation of subsection (a) of this section, the Attorney General may, in his discretion, bring a civil action in an appropriate district court of the United States to enjoin such act or practice, and upon a proper showing, a permanent injunction or a temporary restraining order shall be granted without bond.

(2) For the purpose of any civil investigation which, in the opinion of the Attorney General, is necessary and proper to enforce this section, the Attorney General or his designee are empowered to administer oaths and affirmations, subpoena witnesses, take evidence, and require the production of any books, papers, or other documents which the Attorney General deems relevant or material to such investigation. The attendance of witnesses and the production of documentary evidence may be required from any place in the United States, or any territory, possession, or commonwealth of the United States, at any designated place of hearing.

(3) In case of contumacy by, or refusal to obey a subpoena issued to, any person, the Attorney General may invoke the aid of any court of the United States within the jurisdiction of which such investigation or proceeding is carried on, or where such person resides or carries on business, in requiring the attendance and testimony of witnesses and the production of books, papers, or other documents. Any such court may issue an order requiring such person to appear before the Attorney General or his designee, there to produce records, if so ordered, or to give testimony touching the matter under investigation. Any failure to obey such order of the court may be punished by such court as a contempt thereof.

(4) All process in any such case may be served in the judicial district in which such person resides or may be found. The Attorney General may make such rules relating to civil investigations as may be necessary or appropriate to implement the provisions of this subsection.

(e) Penalties

(1) (A) Any juridical person that violates subsection (a) of this section shall be fined not more than \$2,000,000.

(B) Any juridical person that violates subsection (a) of this section shall be subject to a civil penalty of not more than \$10,000 imposed in an action brought by the Attorney General.

(2) (A) Any natural person who willfully violates subsection (a) of this section shall be fined not more than \$100,000 or imprisoned not more than 5 years, or both.

(B) Any natural person who violates subsection (a) of this section shall be subject to a civil penalty of not more than \$10,000 imposed in an action brought by the Attorney General.

(3) Whenever a fine is imposed under paragraph (2) upon any officer, director, employee, agent, or stockholder of a person, such fine may not be paid, directly or indirectly, by such person.

(f) Definitions

For purposes of this section:

(1) The term "person," when referring to an offender, means any natural person other than a national of the United States (as defined in 8 U.S.C. § 1101) or any corporation, partnership, association, joint-stock company, business trust, unincorporated organization, or sole proprietorship organized under the law of a foreign nation or a political subdivision thereof

(2) (A) The term "foreign official" means any officer or employee of a foreign government or any department, agency, or instrumentality thereof, or of a public international organization, 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.

For purposes of subparagraph (A), the term "public international organization" means --

(i) an organization that has been designated by Executive Order pursuant to Section 1 of the International Organizations Immunities Act (22 U.S.C. § 288); or

(ii) any other international organization that is designated by the President by Executive order for the purposes of this section, effective as of the date of publication of such order in the Federal Register.

(3) (A) A person's state of mind is "knowing" with respect to conduct, a circumstance, or a result if --

(i) such person is aware that such person is engaging in such conduct, that such circumstance exists, or that

- such result is substantially certain to occur; or
- (ii) such person has a firm belief that such circumstance exists or that such result is substantially certain to occur.

(B) When knowledge of the existence of a particular circumstance is required for an offense, such knowledge is established if a person is aware of a high probability of the existence of such circumstance, unless the person actually believes that such circumstance does not exist.

- (4) (A) The term "routine governmental action" means only an action which is ordinarily and commonly performed by a foreign official in--
- (i) obtaining permits, licenses, or other official documents to qualify a person to do business in a foreign country;
 - (ii) processing governmental papers, such as visas and work orders;
 - (iii) providing police protection, mail pick-up and delivery, or scheduling inspections associated with contract performance or inspections related to transit of goods across country;
 - (iv) providing phone service, power and water supply, loading and unloading cargo, or protecting perishable products or commodities from deterioration; or
 - (v) actions of a similar nature.

(B) The term "routine governmental action" does not include any decision by a foreign official whether, or on what terms, to award new business to or to continue business with a particular party, or any action taken by a foreign official involved in the decision-making process to encourage a decision to award new business to or continue business with a particular party.

(5) The term "interstate commerce" means trade, commerce, transportation, or communication among the several States, or between any foreign country and any State or between any State and any place or ship outside thereof, and such term includes the intrastate use of—

(A) a telephone or other interstate means of communication, or

(B) any other interstate instrumentality.

§ 78ff. Penalties

(a) Willful violations; false and misleading statements

Any person who willfully violates any provision of this chapter (other than section 78dd-1 of this title), or any rule or regulation thereunder the violation of which is made unlawful or the observance of which is required under the terms of this chapter, or any person who willfully and knowingly makes, or causes to be made, any statement in any application, report, or document required to be filed under this chapter or any rule or regulation thereunder or any undertaking contained in a registration statement as provided in subsection (d) of section 78o of this title, or by any self-regulatory organization in connection with an application for membership or participation therein or to become associated with a member thereof, which statement was false or misleading with respect to any material fact, shall upon conviction be fined not more than \$5,000,000, or imprisoned not more than 20 years, or both, except that when such person is a person other than a natural person, a fine not exceeding \$25,000,000 may be imposed; but no person shall be subject to imprisonment under this section for the violation of any rule or regulation if he proves that he had no knowledge of such rule or regulation.

(b) Failure to file information, documents, or reports

Any issuer which fails to file information, documents, or reports required to be filed under subsection (d) of section 78o of this title or any rule or regulation thereunder shall forfeit to the United States the sum of \$100 for each and every day such failure to file shall continue. Such forfeiture, which shall be in lieu of any criminal penalty for such failure to file which might be deemed

to arise under subsection (a) of this section, shall be payable into the Treasury of the United States and shall be recoverable in a civil suit in the name of the United States.

(c) Violations by issuers, officers, directors, stockholders, employees, or agents of issuers

(1) (A) Any issuer that violates subsection (a) or (g) of section 30A of this title [15 U.S.C. § 78dd-1] shall be fined not more than \$2,000,000.

(B) Any issuer that violates subsection (a) or (g) of section 30A of this title [15 U.S.C. § 78dd-1] shall be subject to a civil penalty of not more than \$10,000 imposed in an action brought by the Commission.

(2) (A) Any officer, director, employee, or agent of an issuer, or stockholder acting on behalf of such issuer, who willfully violates subsection (a) or (g) of section 30A of this title [15 U.S.C. § 78dd-1] shall be fined not more than \$100,000, or imprisoned not more than 5 years, or both.

(B) Any officer, director, employee, or agent of an issuer, or stockholder acting on behalf of such issuer, who violates subsection (a) or (g) of section 30A of this title [15 U.S.C. § 78dd-1] shall be subject to a civil penalty of not more than \$10,000 imposed in an action brought by the Commission.

(3) Whenever a fine is imposed under paragraph (2) upon any officer, director, employee, agent, or stockholder of an issuer, such fine may not be paid, directly or indirectly, by such issuer.



**SJS USA, INC -
КОРПОРАТИВНАЯ ПОЛИТИКА ОТНОСИТЕЛЬНО ЗАПРЕЩЕНИЯ ВЗЯТОЧНИЧЕСТВА**

СВИДЕТЕЛЬСТВО О ПРИНЯТИИ КОРПОРАТИВНОЙ ПОЛИТИКИ

Я, _____, (ф.и.о)

Являясь сотрудником подразделения _____ КОРПОРАЦИИ SJS USA,
Inc в должности _____ обязуюсь:

- (1) Не иметь взяточнических отношений с кем-либо из отечественных и/или иностранных общественных и должностных лиц в связи с моей деятельностью и выполнением моих обязанностей в SJS POTI;
- (2) Поддерживать и отстаивать корпоративную политику SJS USA, INC, которая категорически запрещает взяточничество в отношении любых общественных и должностных лиц.

Я настоящим свидетельствую, что понимаю и безусловно соглашаюсь с тем, что отказ исполнить данное обязательство может привести к моему немедленному увольнению, и/или гражданскому и уголовному преследованию в соответствии с законами и постановлениями _____ и _____

Я также подтверждаю и соглашаюсь с тем, что:

Антикоррупционный закон США от 1977 ("FCPA" или "Акт") запрещает американским компаниям их подразделениям, а так же их чиновникам, директорам, сотрудникам и агентам дачу взятки иностранным официальным лицам, а также предписывает компаниям с участием иностранного капитала ведение внутреннего бухгалтерского с отражением всех проведенных транзакций.

Запрет на дачу взятки и обязательство полного отражения всех сделок относится ко всем международным операциям. Данный закон полностью согласуется с Министерством юстиции и Комиссией по ценным бумагам.

Я подтверждаю, что ознакомлен с содержанием закона FCPA, приложенным к данному обязательству, и тем самым гарантирую полное согласие с данным законом и Законами моей страны и места жительства в отношении взяточничества и взяткодавательства каким-либо чиновникам как местным так и иностранным в связи с моей деятельностью в компании SJS USA.

ОБЪЯСНЕННОЕ FCPA

Вообще, U.S. Чужой Corrupt поступок практик 1977 («FCPA» или «поступок») запрещает U.S. компании, их дочерние компании, так же, как их офицеры, директора, работники, и вещества от подкупать «чужие должностные лица» и также требуют U.S. компании выдают задолженность или справедливость для поддержания внутренне управлений бухгалтерии и для того чтобы держать книги и показатели точно отражают все труды.

И antibribery и положения относительно контроля record-keeping и внутренне бухгалтерии применяются к всемирным деятельности. FCPA принуждено совместно обеспеченностями & комиссией обменом (SEC) и U.S. Министерство юстиции (DOJ).

I. ОБЕСПЕЧЕНИЯ ANTIBRIBERY:

« Anti-взятничества» FCPA «corrupt обеспечения практик» или запрещают компенсации деньг или что-нибудь еще из значения сделанного corruptly для того чтобы влиять на любые поступок или решение (включая решение, котор нужно не подействовать) чужой государственной чиновник, политической партии или должностного лица политической партии, или выбранного для политического офиса, в его официальной емкости или наводить должностное лицо использовать его влияние для влияния поступка или решения правительства помочь компании в получая или сохраняя деле или сразу дело к любой персоне или к безопасный любое неправильное преимущество. Обеспечения antibribery FCPA применяются к «issuers,» «отечественные заботы,» и «любая персоне» нарушает FCPA пока в Соединенных Штатах. Термина «любая персоне» вклюает чужих людей и корпораций. Чужие люди subject to FCPA только когда они выполняют поступок в furtherance взятки пока в Соединенных Штатах или своих территориях.

Более специфически, FCPA запрещает пользу компании instrumentality межштатной торговли (E.G., телефон, почты, телекс), corruptly в furtherance компенсации or even утверждения, посылы или предложения платежа, что-нибудь из значения к любым чужому должностному лицу или чужой политической партии, должностного лица или выбранного, для: (i) влияющ на любое действие (или отказ подействовать) в его или своя официальная емкости; (ii) наводящ его или его для того чтобы сделать (или снять для того чтобы сделать) любые подействуйте в нарушение его или своя правовая обязанность; или (c)ii) наводящ его или его для использования влияния повлиять на любое действие правительства, котор включили, для помощи компании в получая или сохраняя деле для или с, или сразу дело к, любой персоны.

Компенсации, утверждения, посылы или предложения к любой другой персоне также запрещены если будет знание, то что любая часть компенсации должна быть ым вперед к чужому должностному лицу или чужим политической партии, должностному лицу или выбранному для запрещенной цели под поступок. Знание

определено очень обширно и присутствует когда одно знает случай обязательно или правоподобно произойти; даже нарочно не суметь принять примечание случая или быть своевольно слепой консервной банкой образуют знание.

Поступок определяет «чужое должностное лицо» для того чтобы включить любых офицера или работника non-U.S. правительство или любое instrumentality правительства, или любая персона действуя в официальной емкости для или именем non-U.S. правительство или свое instrumentality. Министерство юстиции (DOJ) заключало что офицеры и работники чужих компаний принадлежащих штату будут также «чужими должностными лицами.» Even if компания все не имеется положением, она может быть рассмотрена «instrumentality» правительства если правительство работает существенное управление над такой компанией.

Позволенные компенсации: Лимитированные исключения и утвердительные обороны: Будут некоторые «безопасные гавани» к запрещению FCPA на давать компенсацию или вещь значения к чужим должностным лицам.

1) «Облегчающ» исключение компенсаций (E.G., Компенсации тавота, подарки или концы):

Под очень лимитированными обстоятельствами, FCPA позволяет облегчить компенсации (или «компенсации тавота») к чужим должностным лицам для того чтобы ускорить или безопасно проведение «по заведенному порядку правительственного действия.» «По заведенному порядку правительственное действие» намеревается только те действия обычно и общ выполнены чужим должностным лицом. Например, получающ разрешения, лицензии или другие служебные документы, ускоряющ правовые таможенный сертификат, получающ issuance виз входа или выхода, обеспечивая предохранение от полиций, пересылают приемистость и поставкой, обеспечивая телефонное обслуживание, и выполняя действия которые все несоединены к пожалованию нового дела или продолжению прежнего дела, смогла все быть «по заведенному порядку правительственное действие.» По заведенному порядку правительственное действие не намеревается решение чужим должностным лицом для того чтобы наградить новое дело или продолжить дело с партией частности (E.G., получить лицензию или быть даренным уступку).

2) Оборона выдвиненческих или расходы на стимулирование сбыта утвердительная (E.G., Зрелищность)

FCPA также позволяет некоторые компенсации к чужим должностным лицам сделанным в связи с промотированием или демонстрацией продуктов компании или обслуживания (E.G., демонстрация или путешествие фармацевтического завода) или в связи с исполнением определенного подряда с чужим правительством.

3) Оборона правовых нижних чужих законов компенсаций утвердительная

Под некоторыми другими исключительными обстоятельства, компенсация может быть сделана к чужим должностным лицам когда компенсация «правова под писаными правами зарубежныа страны.» Такие компенсации, однако, редк, если всегда, после того как я позволены под местным правом.

Част рецидивирюя специальные ситуации:

1) Политические вклады

Не похоже на в Соединенным Штатам, где чужие соотечественники запрещены от делать политические вклады к U.S. политические партии и выбранные, может случайн быть соответствующе для U.S. деятельности компании международные для того чтобы сделать политический вклад именем компании. «Вклады» not only включают проверки к политическим партиям или выбранным, но также компенсации для обедов fundraising и подобные случаи. Это был бы пример компенсацией смогла нарушить FCPA было оно не для местного права в писменном виде.

2) Пожертвования к чужим призрениям

Пожертвования к добросовестным благотворительным организациям могут быть сделаны покуда U.S. компания обеспечивает что пожертвование не будет использовано для того чтобы избежать FCPA и что

вклад не нарушает местные права, правила или регулировки.

СII. РЕКОРДНЫЕ ОБЕСПЕЧЕНИЯ ДЕРЖАТЬ И БУХГАЛТЕРИИ:

Эти обеспечения требуют (1) записывает, записывает и учет сдержан в разумно детали к точно и справедливо отражает труды и решения имущества, и (2) что система внутренне управлений бухгалтерии изобретена (а) для предусмотрения разумно обеспечений что труды исполнены в соответствии с утверждением управления; (b) обеспечить что записаны, что по необходимости позволяют подготовку финансовый отчет и поддерживают имущества отчетность для имущества; (c) ограничивать доступ к имуществам к утверждению управления; и (d) сделать уверенным что записанная отчетность для имущества сравнена с existing имуществами на разумно интервалах и соответствующие меры принят по отношению к VSem различиям. Эти обеспечения в настоящее время прочитаны примениться к U.S. issuers и вся из их большинство-имеемых дочерних компаний, оба U.S. и non-U.S. In addition, поступок требует что компания делает усилие хорошего веры обеспечить тому любую компанию (включая совместные краткосрочные предприятия) в которой U.S. компания или своих владений дочерних компаний 50 (50) процентов или из голоса силы исполнять с обеспечениями бухгалтерии FCPA. Значительно, управление может держаться подотчетно U.S. авторитеты принуждения для оно должно разумно иметь известное. Недостаток эрудиции управления труды нарушают поступок не может быть достаточно для избежания пассива, определенно в отсутствии подходящего внутренне управления. Заметьте что обеспечения бухгалтерии применяются только к issuers имеют обеспеченности зарегистрированные с SEC pursuant to поступок фондовая биржа 1934 (необходимо, все общественно, котор держат компании в U.S., и VSe иностранная компания перечислили на U.S. акционерные биржи).

Если DOJ приносит уголовное обвинение против компании под обеспечениями record-keeping и бухгалтерии, то VS преднамеренные misrecording компенсации будет нарушение, поэтому обвинитель не должен доказать что компенсацией была взятка. In addition, отказом описать фактически произошло будет также потенциальное нарушение. Например, записывать компенсацию для законной комиссии на проекте в книгах как «ремонт оборудования» был в состоянии быть нарушением.

СIII. ШТРАФЫ: Уголовные штрафы под FCPA строги.