

## **DRESS FOR SUCCESS WORLDWIDE ANTI-CORRUPTION POLICY**

This Policy applies to all directors, officers, and employees of Dress for Success Worldwide (“Worldwide”).

Worldwide will act lawfully and ethically in all of our business dealings. All directors, officers, and employees (“Worldwide Personnel”) and agents, consultants, volunteers and other third parties acting on Worldwide’s behalf (“Third Parties”) must maintain the highest ethical standards of business conduct and comply with all applicable anti-corruption laws and regulations, including, but not limited to the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act of 2010 (“Anti-Corruption Laws”).

Failure to comply with Anti-Corruption Laws may result in significant civil and criminal sanctions for Worldwide, Worldwide Personnel, and Third Parties involved, including fines and imprisonment. Worldwide may also take disciplinary action against such individuals, up to and including termination of employment and dismissal, and termination of agreements and business relationships.

### **PROHIBITED PAYMENTS**

Worldwide Personnel and Third Parties are prohibited from giving, receiving, offering, requesting, promising, or authorizing the provision of anything of value to a Government Official or any other person (including commercial customers and business partners), directly or indirectly (e.g. through Third Parties), with the intent to improperly obtain or retain any business or any other advantage. Worldwide Personnel are further expected to decline any opportunity which would place Worldwide’s ethical principles, as described in the Handbook and this Policy, or reputation at risk.

Worldwide Personnel and Third Parties must report to Worldwide’s Chief Operating Officer or the Chair of the Governance Committee of Worldwide’s Board of Directors (the “Compliance Officer”) immediately any requests or demands for improper payments or anything of value by Government Officials, as well as any threats or suggestions that the Government Official may take an adverse action against Worldwide as a result of a refusal to pay a bribe. Reporting is discussed in further detail below under “Reporting” and should follow Worldwide’s Whistleblower Policy.

#### **Anything of Value**

“Anything of value” is not limited to cash. It includes cash equivalents, gift cards, gifts, meals, free or discounted flights, discounts, travel, entertainment, charitable or political contributions, loans or forgiveness of debt, employment (including paid or unpaid internships), and any other benefits, including those of nominal value.

*Government Officials*

Interactions with Government Officials—both U.S. and foreign—create greater risk from a compliance perspective. The term “Government Official” includes officials and employees, regardless of rank, of:

- Local, municipal, state, provincial, and national governments (including, but not limited to Aviation Authorities and Customs and Immigration, local airport authorities);
- Government-owned and government-controlled companies or non-profits;
- Sovereign wealth funds;
- Public international organizations, such as the United Nations or World Bank; and
- Foreign political parties and candidates for foreign public offices.
- Any person acting in an official capacity for or on behalf of any government, government entity, or public international organization (*e.g.*, an official advisor to the government; or a community leader);
- A member of the royal or ruling family of a country;
- Any member of the armed forces;
- Any member of a securities authority or body;
- Any member of a consultative or municipal council or body; and
- Any person authorized by any Authority to perform work.

Note that the definition of Government Official includes entities or individuals at the express or implied direction of Government Officials, such as contractors of Government Officials, airport authorities, fixed base operators, and family members or close relatives of Government Officials, as well as entities where the government owns more than 50% of the entity. Giving something of value to a family member of a Government Official or contributing to a charity favored by a Government Official or any person positioned to provide Worldwide with an improper advantage is prohibited.

Interactions regarding the following subjects can be expected to involve Government Officials:

- Negotiating contracts, grants, or funding with a government or with government-owned or government-controlled companies (including when Worldwide or the counterparty uses a Third Party, such as a sales agent or consultant, to assist in the negotiation);

- Applying for or renewing licenses and permits;
- Interactions with customs and immigration officials;
- Representing the company in judicial proceedings;
- Payment or refunds of taxes and any disputes regarding taxes; and
- Security services provided by police or military personnel (even if off-duty).

Worldwide Personnel must consult Worldwide's Chief Operating Officer with questions about whether a person qualifies as a Government Official.

*Business or Other Advantage*

It is unlawful to give anything of value to a Government Official to obtain a business or other advantage, which includes obtaining or retaining government business, or seeking a reduction in taxes or penalties, forgiveness of penalties or fees, tolerance of non-compliance with applicable rules, or other preferential treatment or favors.

### THIRD PARTIES

**Prohibition of bribes:** Anti-Corruption Laws prohibit indirect bribery through Third Parties. Worldwide, Worldwide Personnel, and Third Parties may be liable for the conduct of third parties acting on Worldwide's behalf, even if Worldwide Personnel and Third Parties had no actual knowledge of the corrupt activity.

**Ignorance is not an excuse:** Worldwide only works with Third Parties who adhere to Worldwide's expectations and principles of lawful and ethical business dealings, as set forth in this Policy, Worldwide's Handbook, and other applicable policies. Worldwide Personnel may not instruct, authorize, or allow a Third Party to make a prohibited payment or benefit on their behalf or on Worldwide's behalf. Worldwide Personnel may not make a payment to a Third Party knowing or having reason to know that such a payment or benefit is likely to be given to a Government Official or any other person. Similarly, a Third Party may not make or offer such a payment to a Government Official through its subcontractors or agents in connection with or related to Worldwide business. Worldwide Personnel and Third Parties may not choose to be ignorant about how third parties use money paid to them. Worldwide Personnel and Third Parties may not "turn a blind eye" to any such misconduct or disregard potential "red flags" or warning signs that indicate the Third Party may be engaging in unlawful or unethical conduct.

**Types of Third Parties:** Third Parties are individuals and entities that act on behalf of Worldwide. This includes corporations and non-profits who assist with programming and development, vendors, individual consultants and volunteers, as well as third parties who help seek licenses and permits (as well as renewals), handling or ground handling companies who interact with Customs and Immigration authorities for Worldwide, and any other third parties who interact with Government Officials or others on Worldwide's behalf or in connection with Worldwide's business. These include entities and individuals, as well as their owners, officers,

directors, and employees. Some Third Parties may hire subcontractors and agents to assist them or Worldwide with any of these activities; these subcontractors and agents are considered Third Parties as well.

**Risk-based due diligence:** Prior to retaining a Third Party, Worldwide Personnel must ensure that appropriate due diligence has been performed to confirm that the Third Party is a *bona fide* and legitimate entity or individual; is qualified to perform the services for which it is proposed to be retained; will receive compensation customary for the services provided in the jurisdiction in which the services are provided; and maintains standards consistent with the legal, regulatory, ethical, and reputational standards of Worldwide. Due diligence must be commensurate with the risk presented by the Third Party and the business it will be conducting on Worldwide's behalf. Such risk assessment and due diligence must enable Worldwide to assess any warning signal of high-risk activity, "red flags" of potential corruption, and to conclude with reasonable assurance that the Third Party understands and will abide by Anti-Corruption Laws and this Policy. Worldwide's Third Party Risk Assessment and Due Diligence Procedure is set out in Appendix A.

**Written agreement:** Worldwide Personnel must have a written agreement with each of its Third Parties. Any such agreement must be entered into **before** the Third Party begins providing services for Worldwide. The agreement must describe the work to be performed and the compensation to be paid, and it must also specifically bind the consultant, agent, or third party to comply with applicable Anti-Corruption Laws and the principles set out in this Policy. Worldwide Personnel who manage Third Parties must contact Worldwide's Chief Operating Officer for a set of anti-corruption provisions to include in Worldwide's agreements with these Third Parties.

**Invoices and payments:** Worldwide Personnel are responsible for reviewing invoices submitted by the Third Parties to ensure that the amounts are accurate and consistent with the Third Party's compensation in Worldwide's agreement with the Third Party and that the invoice descriptions are complete and provide sufficient detail about the services rendered. Invoices with vague, general, or insufficient descriptions—such as, "Consulting services in October" or "Liaising with authorities"—must be sent back to the Third Party and may not be paid. Any invoiced items pertaining to benefits provided to a Government Official, including, but not limited to, gifts, entertainment, meals, travel, lodging, cash, donations, charitable contributions, or political contributions must be reported immediately to Worldwide's Chief Operating Officer.

**Monitoring:** Worldwide Personnel who manage Third Parties must monitor these Third Parties throughout the lifecycles of these relationships. Any red flags must be immediately reported to Worldwide's Chief Operating Officer. Examples of such red flags are listed in Appendix C.

## **GIFTS, MEALS, TRAVEL, AND ENTERTAINMENT**

The provision of business gifts, meals, travel, and entertainment in a commercial setting is not to gain unfair or improper advantage. In general, gifts, meals, travel, and entertainment may not be offered, given, provided, or accepted by any Worldwide Personnel, or any of their family members or Third Parties, if they:

- (a) are in the form of cash, gift cards, gift certificates, discounts, loans, stock or stock options;
- (b) are inconsistent with customary business practices;
- (c) could be construed as a bribe or payoff; or
- (d) violate any applicable laws or regulations, including and Anti-Corruption Laws.

Gifts, meals, travel, and entertainment that could be interpreted as bribery or corruption are not only against Worldwide's values; they are illegal and can expose both the individuals involved and Worldwide to fines and penalties, including imprisonment and reputational damage.

Worldwide Personnel—and Worldwide's Third Parties—are prohibited from offering, promising, or giving any meals, gifts, travel, lodging, or entertainment to Government Officials, both U.S. and foreign.

Worldwide Personnel are prohibited from incurring expenses beyond those reasonably necessary for a valid business purpose. Given the organization's status as a not-for-profit entity, it is imperative that employees exercise restraint and good judgment when incurring expenses. Prohibited expenses include lavish accommodations and payment of extravagant expenses; any such expenses are prohibited and will not be reimbursed by Worldwide. Cash per diems and gifts of cash and cash equivalents (*e.g.*, gift cards, loans, stock or stock options) are prohibited. Lavish or unreasonable gifts, meals, travel, and entertainment—whether given or received—are unacceptable as they can create an appearance that Worldwide is attempting to obtain or receive favorable business treatment or influence decisions made effecting Worldwide by providing such benefits. This is the case even if the expense for the provided benefit is not submitted for reimbursement. Employees should contact their manager in advance if they have any questions about what constitutes an appropriate expense and/or if an expense will be reimbursed.

Gifts, meals, travel, lodging, and entertainment must be supported by receipts and lists of attendees in order to be reimbursed by Worldwide. All reimbursed expenses must be recorded accurately in Worldwide's books and records and, as applicable, in the books and records maintained by or on behalf of Worldwide. To the extent possible, all expenses should be paid directly to the vendor of the services (*e.g.*, directly to the hotel or commercial airline) and not to the recipient of the benefit. Please consult Worldwide's Financial Policies and Procedures Manual and Employee Handbook for additional guidance on business expense allowances and reimbursement.

## **SPONSORSHIPS, DONATIONS AND CHARITABLE CONTRIBUTIONS, AND POLITICAL CONTRIBUTIONS**

All sponsorships, donations and charitable contributions, and political contributions must be consistent with the principles discussed in Worldwide's Handbook. Sponsorships, donations and charitable contributions, and political contributions are benefits or "things of value." Such benefits may not be promised, offered, or provided to anyone for the improper purpose of obtaining or retaining a business advantage. Promising or making a donation to a Government Official's favorite charity or contributing to that Government Official's political campaign (even if the expense is not submitted for reimbursement by Worldwide) is an example of an improper benefit.

Worldwide Personnel and Third Parties may not make sponsorships, donations, and charitable contributions to organizations favored by Government Officials—or their family or friends. This prohibition applies to in-kind donations and contributions, as well as to marketing expenses which are akin to sponsorships. Any other sponsorships, donations and charitable contributions, and political contributions benefits must be pre-approved by Worldwide's Chief Operating Officer before they are offered, promised, or provided. Worldwide Personnel must contact Worldwide's Chief Operating Officer with questions prior to making any such contributions.

## **FACILITATION PAYMENTS**

Facilitation payments are small payments made to Government Officials to expedite or speed up routine, non-discretionary services. These include making payments to expedite obtaining a routine permit or a license, on top of the published rate for the permit or license published by the government agency. Facilitation or "grease" payments are prohibited under this Policy.

## **COMMERCIAL BRIBERY**

Just as it is unlawful to provide a Government Official something of value in order to gain a business advantage, so, too, is it unlawful to provide a benefit or thing of value to an employee of a private company to achieve the same purpose. For example, it is improper to give a secret gift or payment to an individual or his family member in order to secure a contract with that person's company. This is because, in general, employees owe duties to their employer not to take advantage of their employment to secure a personal gain that is undisclosed to and not authorized by the employer. Such payments or gifts constitute commercial bribery and are often called "kickbacks." These payments or gifts are prohibited under this Policy.

## **GUIDANCE ON HIRING**

Applicants for jobs or internships, whether paid or unpaid, must be selected based on objective criteria and the candidates' credentials. This applies to candidates recommended or suggested by customers, Government Officials, or other business or personal contacts.

Worldwide Personnel are prohibited from having discussions about or giving offers of paid or unpaid employment to Government Officials or relatives of Government Officials without obtaining clearance from Worldwide's Chief Operating Officer in advance of promising or offering the position.

### **BOOKS AND RECORDS**

Worldwide's records (which include virtually all forms of business documentation) must be accurate and reflect, in reasonable detail, all transactions, including all expenses, payments, receipts, and dispositions of assets. Worldwide Personnel and Third Parties must completely and accurately record all transactions involving government officials (regardless of the amount involved) so that the purpose and amount of such payments are clear. No undisclosed or unrecorded fund or asset may be established or maintained for any purpose. Worldwide Personnel and Third Parties are prohibited from participating in the falsification of any accounting or other business record. Making false, misleading or artificial entries or failure to make complete and accurate entries in Worldwide's books and records is a violation of this Policy. Worldwide Personnel and Third Parties must respond fully and truthfully to any questions from Worldwide or Worldwide's auditors and outside counsel.

### **PRE-APPROVAL BY WORLDWIDE'S CHIEF OPERATING OFFICER**

The following activities require pre-approval by Worldwide's Chief Operating Officer:

- engaging a high-risk Third Party, in any capacity;
- doing business with companies recommended or referred by a Government Official (*e.g.*, engaging a Third Party at the suggestion of a Government Official);
- providing a benefit or anything of value to a commercial business partner that requests or solicits the benefit (note: providing benefits to Government Officials is prohibited);
- employing a Government Official or an Official's family member or relative; or
- making unsolicited charitable contributions or donations or those solicited by commercial parties (note: contributions solicited or favored by Government Officials are prohibited), or political contributions.

### **REPORTING VIOLATIONS**

All Worldwide Personnel and Third Parties have an obligation to report in good faith any concerns they may have regarding any potential or actual violations of this Policy to a supervisor, Worldwide's Chief Operating Officer ([update email](#)), or the Worldwide's Compliance Officer ([complianceofficer@dressforsuccess.org](mailto:complianceofficer@dressforsuccess.org)). Any such concerns should be reported as soon as practicable. If Worldwide Personnel or a Third Party is asked to pay a bribe or is offered a bribe by any person or entity doing business with or seeking to do business with Worldwide, the incident must be reported to Worldwide's Chief Operating Officer or

Compliance Officer immediately. Failure to report known or suspected violations is grounds for discipline, including employment termination.

All reports will be treated confidentially and Worldwide will promptly investigate the reports. Worldwide Personnel and Third Parties are expected to cooperate in any investigation of potential misconduct. Please refer to the Whistleblower Policy for additional instructions. You can find the full Whistleblower Policy on the server under Shared Documents>>Human Resources Management>>Employee Handbook and Policies and on our website at: <https://dressforsuccess.org/wp-content/uploads/2022/05/whistleblower.pdf>.

### **NO RETALIATION**

No Worldwide personnel who, in good faith, reports a concern, raises issues, or seeks help regarding a Worldwide business matter, shall be subject to intimidation, harassment, retaliation, discrimination or adverse employment consequence because of such report. Moreover, a volunteer or employee who retaliates against someone who has reported a Concern in good faith will be subject to discipline up to and including dismissal from a volunteer position or termination of employment.

### **QUESTIONS AND CONTACTS**

If you have questions about this Policy, seek advice regarding activities covered under this Policy, or have information concerning possible non-compliance with this Policy, contact Worldwide's Chief Operating Officer.



**APPENDIX A:**  
**WORLDWIDE THIRD-PARTY RISK ASSESSMENT AND DUE DILIGENCE  
PROCEDURE**

Worldwide Personnel seeking to retain a Third Party to act on Worldwide's behalf must follow Worldwide's procedures for risk assessment due diligence and onboarding the Third Party. The due diligence and onboarding process requires the third party to submit information to enable Worldwide to conduct due diligence.

Risk-based due diligence must be completed prior to a Third Party being retained and/or before the Third Party performs any actions on behalf of Worldwide. The risks associated with Third Party relationships can be driven by many factors, including those set out in the list of potential red flags in Appendix D. These risks may change in the course of the relationship, and Worldwide Personnel are required to monitor the risks throughout the lifecycle of the relationship and escalate any red flags to Worldwide's Chief Operating Officer.

In many cases, Third Parties posing a higher anti-corruption risk will be required to certify compliance with applicable Anti-Corruption Laws, and this Policy prior to being retained by Worldwide or Covered Personnel. Worldwide may also require periodic re-certification by third parties and/or a refresh of the due diligence information and background checks. Worldwide's Chief Operating Officer will monitor certifications and will conduct sample checks to ensure they are in place and up to date. An example Anti-Corruption Certification is attached to this policy in Appendix B.

In evaluating Third Parties and monitoring the actions of those Third Parties throughout the lifecycle of the relationship, Worldwide Personnel must be alert to facts or circumstances that are warning signs of high-risk activity. A non-exhaustive list of potential red flags is set out in Appendix D to this policy. It is the responsibility of all Worldwide Personnel who observe any indication of such a risk to report it in accordance with this Policy, after which action will be taken to assess it, as appropriate.

In practice, the following steps should be taken **prior** to engaging a Third Party:

1. Before making a commitment to or concluding any oral or written agreements with a Third Party, the Third Party should submit information to enable Worldwide to conduct due diligence on the Third Party. The requested information will be commensurate with the risk posed by the Third Party relationship. Lower risk entities should provide their name and any additional owners of the company to enable Worldwide to conduct a background check and internet search. Any Third Party that will interact with Government Officials or in a location with a higher corruption rating (e.g. a rating of 50 and lower on Transparency International's Corruption Perception Index) should be considered a higher risk entity, as well as any entities with "red flags" as outlined in Appendix C. Higher risk Third Parties will be expected to provide more information about

their ownership, business structure, relationships to Government Officials, contemplated services, and compensation than those posing a lower compliance risk.

2. Following submission of information by the Third Party, Worldwide's Chief Operating Officer will determine whether the Third Party is approved to enter into an agreement with Worldwide. The Chief Operating Officer may require additional information from the Third Party to make a determination whether Worldwide can enter into an agreement with the Third Party. Worldwide's Chief Operating Officer may also require the Third Party to certify compliance with applicable Anti-Corruption Laws and this Policy.
3. No agreement can be concluded with a Third Party prior to approval by Worldwide's Chief Operating Officer. All agreements with Third Parties must contain anti-corruption compliance provisions, which will be provided by Worldwide's Chief Operating Officer.

The above steps take time to complete. Ensure that adequate time is afforded for the assessment described above by submitting completed diligence questionnaires as early in the process as possible.

**APPENDIX B**  
**ANTI-CORRUPTION CERTIFICATION**

[INSERT THE LEGAL NAME OF THE THIRD PARTY] (the “Undersigned”) represents and certifies that

- The information the Undersigned has provided to Worldwide in connection with Worldwide’s due diligence of the Undersigned is complete, correct, and accurate;
- The Undersigned has not violated applicable anti-corruption laws or regulations, including, but not limited to the U.S. Foreign Corrupt Practices Act (“FCPA”);
- The Undersigned has not, directly or indirectly, offered, made, or promised to make, authorized, or given any payment of funds, kickbacks, bribe, rebate, payoff or other unlawful payment or anything of value to any Government Official or any other person in connection with or related to Worldwide business;
- The Undersigned will comply with all applicable laws and regulations, including applicable anti-corruption laws, and Worldwide’s Anti-Corruption Policy.
- The Undersigned will not, directly or indirectly, offer, make, or promise to make, authorize, or give any payment of funds, kickbacks, bribe, rebate, payoff or other unlawful payment or anything of value to any Government Official or any other person in connection with or related to Worldwide business;
- The Undersigned has a compliance program or compliance policy in place to prevent, detect, and respond to violations of law, including violations of applicable anti-corruption laws.
- The Undersigned is not related to any Government Official in the jurisdictions in which the Undersigned will provide services for Worldwide.
- The Undersigned is not a current or former employee of any Government Official in the jurisdictions in which the Undersigned will provide services for Worldwide.
- The Undersigned will not retain others, including agents, consultants, or subcontractors (“Subcontractors”), to provide services in connection with Worldwide’s business, without Worldwide’s prior written approval. Where Worldwide has given prior written approval, the Undersigned will ensure that these subcontractors comply with applicable anti-corruption laws and Worldwide’s Anti-Corruption Policy.
- The Undersigned will notify Worldwide immediately if any of these representations becomes inaccurate.

- The Undersigned will cooperate, in good faith, with Worldwide ethics and compliance investigations in connection with Worldwide business.

**Date:**

**[THIRD PARTY]**

**Full Name of Authorized**

**Signatory**

**Signature**

**Date:**

**[THIRD PARTY]**

## **APPENDIX C**

### **EXAMPLES OF POTENTIAL “RED FLAGS” WHEN ENGAGING THIRD PARTIES**

Worldwide Personnel must be vigilant to identify and evaluate warning signs or potential “red flags” that prohibited payments may be made or that increase corruption risk in particular relationships or transactions. Additionally, Third Parties must be vigilant to identify such red flags when engaging subcontractors or other parties for Worldwide business. Not every “red flag” will point to the existence of potential corruption or a prohibited payment.

The following is a list of examples of “red flags” that should trigger further scrutiny before an engagement with a Third Party is finalized or transaction is completed. This list is not intended to be all-inclusive. It is intended as a guide to assist Worldwide’s evaluation of particular proposed, actual, existing or future transactions or relationships.

#### Location of the Relationship or Transaction:

- The country in which the Third Party will be retained or in which the investment or the transaction will occur has a history of corruption and/or lacks an effective anti-corruption regime.
- The Third Party seeks to use offshore accounts, companies, or structures in circumstances where the transaction does not appear to warrant such use.

#### Ownership or Reputation of the Third Party

- The Third Party is a government agency or department, or is owned or controlled, in whole or in part, by a government entity, a key Government Official, or a relative of such official.
- The Third Party is recommended by a Government Official.
- The reputation of the Third Party raises suspicions about the propriety of the third party, its management, employees, or any other investors.
- Diligence on the Third Party suggests possible ethical issues including, but not limited to, allegations of potential corruption or other unlawful activity.
- The Third Party cannot contribute anything to the proposed transaction except influence over a Government Official.
- The Third Party has been sanctioned by a government entity or included on a governmental or international organization’s list of terrorists.

#### Conduct by the Third Party

- The Third Party is using consultants or representatives who are former Government Officials, relatives of Government Officials, or who have close personal ties to Government Officials.
- The Third Party refuses to disclose its complete ownership or has undisclosed sub-contractors who assist in its business.

- The Third Party is acting as an agent for another principal, but is unwilling to provide information about the principal.
- The Third Party requests the seemingly unnecessary use of an intermediary.
- The Third Party refuses to put agreements or proof of expenditures in writing.
- The Third Party makes misrepresentations in the course of diligence or in response to inquiries from Worldwide.
- The identity of the Third Party proves difficult to verify or the Third Party attempts to make or receive payments in a name other than their own.
- The Third Party demands commissions, retainers or fees in connection with securing business from a government or a government-owned or government-controlled entity that would be excessive or otherwise out of line with the services to be provided.
- The Third Party requests unusual methods of payment, such as transfers to banks in third countries or to accounts held in the name of others.
- The Third Party makes a statement that suggests a prohibited payment will occur.
- The Third Party does not have the resources or staff to undertake the services required under the proposed or actual agreement or in connection with its business.
- The transaction is inconsistent with the Third Party's usual business.
- The proposed payment for the Third Party's services is not commercially reasonable.
- The transaction, or aspects of them, have no apparent commercial purpose, are unusual, or do not appear to make economic sense.
- The proposed relationship with the Third Party is not in accordance with local laws or rules.
- The Third Party refuses to comply with or certify compliance with applicable laws, including Anti-Corruption laws, such as the FCPA, or Worldwide's anti-corruption compliance provisions.
- The Third Party charges premiums, unusually high service-related fees or unusual credits.
- The Third Party requests or requires payment in cash.
- The Third Party requests frequent transfers of assets or money.
- The Third Party requests frequent or lavish gifts or donations to charities or local organizations with which it is affiliated.

The existence of one or more "red flags" with respect to a particular Third Party is not necessarily disqualifying. However, Worldwide will have to evaluate carefully all "red flags" in light of the relevant circumstances and decide whether steps can and should be taken to address the "red flags" before engaging the Third Party. Worldwide Personnel managing the Third Party

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**PRIVILEGED AND CONFIDENTIAL: SUBJECT  
TO ATTORNEY-CLIENT PRIVILEGE AND  
ATTORNEY WORK PRODUCT DOCTRINE**

is responsible for staying vigilant and reporting any red flags to Worldwide's Chief Operating Officer.