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CHAPTER VIII.

Article 27.

Article 28.

- i. Improperly influencing any act or decision of a public official;
- ii. Inducing any public official to do or omit to do an act in violation of

- iii. Inducing any public official to use his or her influence directly, or with a domestic or foreign government or instrumentality thereof, to affect or influence any act or decision of such government or instrumentality; or
 - iv. Improperly assisting Party A or Party B to obtain or retain business or otherwise to secure any improper advantage; or
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- i. With the intention to bring about or reward the improper performance of a duty or obligation to which the person is subject; or
 - ii. With the knowledge or belief that the acceptance of the payment or thing of value in itself constitutes the improper performance of the

liates, directors, officers, employees, agents, consultants, contractors, designees, ultimate beneficial owners and shareholders], and all other persons or parties acting on Party B behalf are and will remain in compliance with the Anti-Corruption Laws for the duration of this agreement.

Other than those disclosed to Party A, Party B does not have any current officers, directors, ultimate beneficial owners, shareholders (excluding for purposes of this section shareholders of a publicly traded company) or employees who are, or whose immediate family members are, public officials, and should it become aware of any such officer, director, ultimate beneficial owner, shareholder or employee becoming a public official, it shall inform Party A within a reasonable time.

Party B does not have and shall not create or maintain any secret or unrecorded fund, account, or asset in connection with the transactions contemplated by this agreement or in connection with any other business transactions for the purpose of taking or facilitating any prohibited payment or other action under the Anti-Corruption Laws, or any other similar applicable laws, throughout the term of this agreement.

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9. Audit Rights:

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- i. Improperly influencing any act or decision of a public official;
- ii. Inducing any public official to do or omit to do an act in violation
- iii. Inducing any public official to use his or her influence directly, or with a domestic or foreign government or instrumentality thereof,

to affect or influence any act or decision of such government or instrumentality; or

- iv. Improperly assisting Party A or Party B to obtain or retain business or otherwise to secure any improper advantage; or

B To any person, whether or not a public official, if such payments or transfers would have the purpose of

- i. With the intention to bring about or reward the improper performance of a duty or obligation to which the person is subject; or
- ii. With the knowledge or belief that the acceptance of the payment or thing of value in itself constitutes the improper performance of the

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