



Vista America's Anti-Corruption and Anti-Bribery Policy

Introduction

In this Anti-Corruption and Anti-Bribery Policy ("Policy"), "**Vista America**" refers to XOJET Aviation LLC DBA Vista America (Delaware limited liability company with registration number 4087290); JetSelect, LLC DBA Vista America (an Ohio limited liability company with registration number 1539947); Western Air Charter, Inc. DBA Vista America (a California corporation with registration number 914061102); and Red Wing Aeroplane, LLC DBA Vista America (a Delaware limited liability company with registration number 3982576).

Vista America takes a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all its business dealings and relationships. Vista America is committed to implementing and enforcing effective systems to counter bribery and corruption. The integrity of our Employees and our Associated Persons is critical to Vista America's success.

This Policy applies to:

- i. all employees, officers, directors, and contracted personnel of Vista America, and to such other persons as designated by Vista America from time to time (each an "**Employee**", collectively "**Employees**"); and
- ii. all natural and legal persons (and their respective employees, officers and directors) that perform services for or on behalf of Vista America, including without limitation, supply chain business partners, suppliers, consultants, contractors, distributors, and agents (including without limitation, sales agents/representatives) (each an "**Associated Person**", collectively "**Associated Persons**").

Contracts and agreements executed between Vista America and Associated Persons may contain more specific provisions addressing some of the issues set out in this Policy. Nothing in this Policy is meant to supersede any more specific provision in a particular contract or agreement executed between Vista America and an Associated Person, and to the extent there is any inconsistency between this Policy and any other

provision of a particular contract or agreement, the provision in the contract or agreement will prevail.

This Policy is intended to supplement and not replace other Vista America codes of conduct, policies, rules and procedures that are applicable to Employees and Associated Persons from time to time. If any Employee or Associated Person has any doubt as to the codes, policies, rules and procedures applicable in a given situation, or if any Employee or Associated Person perceives any conflict or inconsistency between this Policy and any other Vista America code of conduct or any other Vista America policies, rules or procedures, then he/she should raise the issue with, and seek direction from the Vista America Compliance Department at complianceXO@xojetaviation.com.

This Policy is a statement of principles and expectations for individual and business conduct. It is not intended to and does not in any way constitute a contract, an employment contract, or assurance of continued employment, and does not create any right in any Employee or Associated Person.

The enforcement and interpretation of this Policy rests solely with Vista America. This Policy only creates rights in favor of Vista America. The headings contained in this Policy are for convenience only and shall not be interpreted to limit or otherwise affect the provisions of this Policy.

The frequently asked questions, examples, red flags, and case scenarios referred to in this Policy are not exhaustive or exclusive and are included solely as guidance. Employees and Associated Persons must be aware that there are other situations which may raise bribery or corruption concerns.

In addition to terms defined elsewhere in this Policy, the following definitions shall apply in this Policy unless the contrary intention appears:

“FCPA” means the Foreign Corrupt Practices Act

“Foreign Public Official” means a Public Official (defined below) for any country outside of the United States of America.

“Public Official(s)” include:

- persons holding legislative, administrative, military or judicial office for any country;
- persons exercising a public function for any country, government or governmental agency;
- employees of a government-owned or controlled enterprise;
- officials or agents of a public international organization; and

- political parties or officials of a political party.

As such, Public Officials include honorary government officials; members of boards, officers, directors and employees of governmental, quasi-governmental or government-owned companies; members of royal or ruling families; and officials of public international organizations such as the World Bank, International Monetary Fund and the World Trade Organization.

“Things of Value” means bribes, a financial advantage, favor or any other benefit, whether in cash or in kind, tangible or intangible. Examples include (without limitation): gifts, meals, entertainment, hotel accommodation, complimentary VISTA AMERICA air travel, or offers of employment.

“Third Party” means any individual or organization that any Employee or Associated Person comes into contact with during the course of his/her/its work for VISTA AMERICA, and includes actual and potential customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

“UK Bribery Act” means the Bribery Act of 2010 adopted in the United Kingdom.

1. Definition Corruption and Bribery

Anti-corruption and anti-bribery in the United States is regulated under the FCPA. A violation of the FCPA consists of five "elements"--that is, a person or organization is guilty of violating the law if the government can prove the existence of:

- a payment, offer, authorization, or promise to pay money or anything of value;
- to a foreign government official (including a party official or manager of a state-owned concern), or to any other person, knowing that the payment or promise will be passed on to a foreign official;
- with a corrupt motive;
- for the purpose of (a) influencing any act or decision of that person, (b) inducing such person to do or omit any action in violation of his lawful duty, (c) securing an improper advantage, or (d) inducing such person to use his influence to affect an official act or decision; and
- in order to assist in obtaining or retaining business for or with, or directing any business to, any person.

Corruption. Corruption is the abuse of a person’s position to commit crimes, which can include theft, extortion (an offense marked by use of threats, coercion, or intimidation to obtain money, goods, or services; e.g. bribery, blackmail and ransom) and a number of other crimes, including the soliciting of bribes. Corruption is not limited to public officials; however, it can be particularly damaging when public officials are involved.

Bribery. Bribery is the offering, giving, receiving, or soliciting of any Thing of Value, usually in exchange for an unfair and illegitimate commercial, contractual, regulatory or personal advantage. FCPA prohibits U.S. persons and, in some cases, foreign persons, from corruptly offering, authorizing, or making payments, or giving anything of value, to any foreign official or political parties for the purpose of obtaining or retaining business. For further guidance on what constitutes bribery under the UK Bribery Act, we refer you to **Appendix A**.

2. Compliance with Laws

Employees and Associated Persons shall comply with all applicable laws, in the countries where Vista America operates in the case of Employees, and where the Associated Person operates in the case of Associated Persons, including local anti-corruption and anti-bribery laws. The laws that may apply to Vista America include Foreign Corrupt Practices Act, UK Bribery Act, as well as local anti-corruption and anti-bribery laws of other countries. FCPA and the UK Bribery Act are similar in scope but the UK Bribery Act imposes more severe penalties and is broader in scope, covering bribes to private parties as well as foreign officials. The UK Bribery Act also prohibits being bribed, not just giving bribes.

Under the aforementioned laws, Vista America, Employees, and Associated Persons, may be subject to criminal liability if an Employee or an Associated Person, directly or indirectly, offers or pays, or authorizes payment of, Things of Value in exchange for some improper advantage for Vista America, or to obtain or retain business. Under both the FCPA and the UK Bribery Act, bribery and corruption are punishable for individuals by imprisonment and if Vista America is found to have taken part in corruption it could face material fines and damage to its reputation. This is why Vista America takes its legal responsibilities very seriously.

Vista America and Employees may also be subject to criminal liability if an Employee requests, solicits, receives or accepts Things of Value in exchange for an Employee improperly performing a Vista America function.

Employees and Associated Persons should avoid any conduct that creates even the appearance of improper activity or conduct, and to engage in conduct that is, or would appear to be, a violation of the law.

Anti-corruption and anti-bribery laws can apply to conduct outside the territorial jurisdiction of the relevant law. For example, (i) in the case of FCPA, (a) if jurisdiction covers a legal entity, it also covers its officers, directors, employees, agents or stockholders regardless of their nationality or residency, and (b) it applies to actions anywhere in the world, and (ii) in the case of the UK Bribery Act, the English Courts will have jurisdiction not only over offenses committed in the UK, but they will also have jurisdiction over offenses committed outside the UK where the person committing them

has a close connection with the UK by virtue of being a British national or ordinarily resident in the UK, or a company in the UK.

For case scenarios illustrating the offense of bribery refer to **Appendix C**.

3. Principles & Expectations

Employees and Associated Persons may not, directly or indirectly, (i) offer, (ii) promise, (iii) agree to pay, (iv) authorize payment of, (v) pay, (vi) give, (vii) accept, or (viii) solicit Things of Value to or from any Third Party in order to secure or reward an improper benefit or improper performance of a function or activity, or to obtain or retain business.

i. Gifts & Hospitality

Good faith hospitality and promotional expenditure to improve Vista America's image, present its services, or establish cordial relations with clients, is legitimate, provided it is reasonable, proportionate and made in good faith. Such reasonable and proportionate hospitality and promotional expenditure is an established and important part of doing business. However, it is essential to draw a distinction between what is legitimate in business situations and what is bribery; any gift or hospitality that seeks to influence the recipient into performing their function improperly would be considered a bribe.

Generally, the giving or receiving of modest gifts, entertainment, or other business courtesies is permissible if the following requirements are met:

- a) it is not made with the intention of influencing a Third Party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favors or benefits;
- b) it complies with national law;
- c) it is given in Vista America's name, not in the Employee's or Associated Person's name;
- d) it does not include cash or a cash equivalent, such as gift certificates or vouchers (except that Vista America cabin and cockpit crews may accept monetary tips or gratuities from any Vista America passenger paid as recognition of the service provided by such crews during the flight on which the person paying such tip or gratuity was a passenger. For clarity, such tips or gratuities shall not be received by any such crews in order to behave in an improper way);
- e) taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time (example: giving a small gift at Christmas time);
- f) it is given openly, not secretly;
- g) it is of nominal value, such as an advertising novelty, when it is customarily offered to others having a similar relationship with that individual or organization; and,

- h) gifts should not be offered to, or accepted from, Public Officials, without the prior approval of the Employee's direct supervisor or the Associated Person's direct managerial contact at Vista America.

ii. Facilitation Payments

Facilitation payments are strictly prohibited. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine or necessary government action by a Public Official, when Vista America would have already paid for, or is entitled to, that action.

iii. Charitable Donations, Sponsorships, and Political Contributions

Vista America is proud of its strong commitment to assist charities. Vista America also sponsors third party events and activities in various ways from time to time. While charitable donations and sponsorships are encouraged, all donations and sponsorships must be made in accordance with Vista America's high ethical standards and in compliance with all applicable laws.

It is common for Public Officials, current or prospective Vista America business partners, and suppliers, to be involved in charitable or not-for-profit organizations, and they may request charitable donations or sponsorships from Vista America, Employees or Associated Persons. In any such event it needs to be ensured that the donation or sponsorship is not an indirect way of conferring a personal benefit on a Public Official or business partner or supplier, and that the contribution or sponsorship is not made in exchange for obtaining or retaining business, or to influence a purchasing or other decision affecting Vista America's interests. Charitable donations or sponsorships to charitable or no-for-for profit organizations involving Public Officials or current or prospective Vista America business partners or suppliers, may only be granted by Vista America, Employees or Associated Persons subject to written approval by Vista America's senior management and/or Board of Managers on a case by case basis.

Candidates for political office, political parties and party officials may also seek political contributions from Vista America, Employees or Associated Persons. Employees and Associated Persons should not make payments, whether in cash or in kind, to political candidates, political officials or political parties for the purpose of obtaining, retaining or directing business to Vista America or any other entity. In-kind contributions can include participation in political campaigns during paid working hours and the use of administrative support, Vista America facilities, equipment and supplies. Political contributions to candidates for political office, political parties, or party officials, may only be granted by Vista America, Employees or Associated Persons subject to written approval by Vista America's senior management and/or Board of Managers on a case by case basis.

iv. Employment Decisions

There can be cases when a Public Official or current or prospective business partner, or supplier, may ask an Employee to help find a job for a relative or friend, or suggest that a relative or friend be offered an internship or similar position within Vista America. It may also be the case that they might seek to play a role in a future Vista America employment decision, or may seek employment for themselves in anticipation of leaving a current position.

Offers of employment should not be given in exchange for or to reward any benefit received by Vista America, and Employees should not offer employment in order to seek any advantage in any business venture.

v. Associated Persons

Associated Persons (refer to the definition of this term on the first page of this Policy, but includes without limitation, the suppliers and contractors of XO) are important to Vista America's operations in many ways, and many of them are integral to Vista America's business.

Relevant laws in countries in which Vista America operates, however, make it clear that activities and conduct of an Associated Person can create liability for Vista America.

Employees may not circumvent Vista America's policies and procedures by using an Associated Person to do what Vista America could not do itself.

Associated Persons should be carefully selected and evaluated before being retained by Vista America, and Associated Persons should be selected solely on the basis of merit.

Employees should be alert to Associated Persons where the businesses or services are to be performed in a country, industry, sector, or in respect of special projects, where there is a history of corruption.

Appendix D sets out examples of "red flags" that may signify a heightened risk to Vista America. If a potential Associated Person or Associated Person exhibits one or more of these "red flags," either before entering into a business relationship, or while that relationship is ongoing, the Employee must raise those issues with his/her direct supervisor for further review and due diligence.

In addition, in order to reduce risks that an Associated Person will engage in improper conduct on behalf of Vista America, oral agreements or arrangements with an Associated Person are strictly prohibited; all agreements and arrangements shall be recorded in writing. Written agreements with Associated Persons must accurately reflect the substance of the agreement in a clear way.

vi. Internal Controls

Employees should record all financial transactions according to Vista America's financial and internal control policies and procedures. No undisclosed or unrecorded accounts of Vista America may be established for any purpose. False, misleading, incomplete, inaccurate, or artificial entries in the books, records, or accounts of Vista America are prohibited.

All accounts, invoices, memoranda and other documents and records relating to dealings with Third Parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts may be kept "off-book" to facilitate or conceal improper payments.

Personal funds should not be used to accomplish what is otherwise prohibited by this Policy.

vii. Monitoring

To ensure this Policy is followed correctly, Vista America's Compliance Department and/or Vista America auditors may conduct unannounced audits. These audits may include the review of agreements/contracts with Associated Persons, the review of transaction files and financial records, and random interviews with Employees and Associated Persons. Full cooperation with those audits is required of all Employees and Associated Persons.

4. Breach of Policy Reporting Procedure

Vista America is fully committed to developing a '**Speak Up**' culture - Employees and Associated Persons should not be afraid to speak up if they think that something is wrong or needs to be fixed. Employees and Associated Persons should at all times feel comfortable sharing their views, asking questions, flagging anomalies, expressing concerns, or reporting perceived violations of this Policy. If an Employee or Associated Person becomes aware of any suspected or known violations of this Policy, then he/she has a duty to promptly report such concerns in accordance with ***Vista America's Speak Up Procedure for Reporting Concerns Relating to Financial Matters*** available on Vista America's internal online systems that are effective from time to time and are accessible by all Employees.

5. Consequences for Non-Compliance

If an Employee fails to comply with this Policy, then he/she may be subject to disciplinary action that may include dismissal from employment. Disciplinary measures will depend on the circumstances of the violation and will be applied in a manner consistent with Vista America's policies. In addition, Employees who violate the law during the course of their employment may also be subject to criminal and civil action.

In the event that an Associated Person fails to comply with any provision in this Policy and does not remedy the failure (if such a failure is remediable) within 10 days of such Associated Person being notified in writing of the failure by Vista America, then Vista America may terminate the business relationship with such Associated Person (including terminating all contracts and agreements in force between Vista America and such Associated Person) by means of written notice to such Associated Person, with immediate effect, without need of judicial recourse, and without liability for compensation or damages (whether direct and/or indirect) of any type or nature in favor of such Associated Person.

6. Revisions and Inquiries

Vista America will unilaterally review this Policy on a regular basis at its absolute discretion, and will introduce revisions where necessary or appropriate. Vista America may also issue addenda, guidelines and memoranda from time to time to supplement this Policy. The latest version of this Policy and of any addenda, guidelines and memoranda will always be available online at xojetaviation.com/legal/ and/or on VISTA AMERICA's internal online systems that are effective from time to time and are accessible by all Employees. It is the responsibility of Employees and Associated Persons to access these online systems and view the latest version of this Policy and of any addenda, guidelines and memoranda, from time to time. Because Sanctions regimes can change quickly and without notice, Vista America may update this Policy at any time.

Translation of this Policy in any other language may be made, however the original English version will at all times remain the only official version.

Waivers of this Policy may be granted by the President or General Counsel only in exigent circumstances.

7. Confirmation

Employees and Associated Persons shall periodically, whenever requested by Vista America (in the case of Employees, as a minimum once a year), individually confirm in writing, or by any electronic means introduced by Vista America from time to time, to Vista America that he/she/it has read this Policy and agrees to comply therewith.

Version Control

Date	Version	Description
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10/16/2020	1	Effective Date
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Appendix A **Bribery Examples**

The UK Bribery Act defines the following offenses:

- **Paying bribes:** offering, promising or giving a financial or other advantage to induce someone to perform their function or activity ‘improperly’ (the ‘active’ bribe offense). The person receiving the advantage does not have to be the same person whose conduct is improper as a result.
- **Receiving bribes:** requesting, agreeing to receive or accepting a financial or other advantage for performing your function or activity ‘improperly’ (the ‘passive’ bribery offense). Acceptance can either be in anticipation, or as a consequence, of the improper conduct. It does not matter whether the recipient knows or believes that the performance of the function or activity is improper. If the recipient knows that merely ‘taking the advantage’ without any further action is wrong, then an offense has been committed.
- **Bribing a foreign public official (FPO):** this includes bribes paid to stop public officials in a foreign country from exercising their normal function, or exercising a function that is not within their authority – i.e. offering an FPO a financial or other advantage (directly or through a third party) with the intention to influence the FPO in the performance of his duties as a public official to obtain or retain a business advantage for a company.
- **Failure by a company to prevent bribery by associated persons** (the corporate offense): if a person associated with a company - i.e. an ‘associated person’ - bribes a person with the intention of gaining or retaining a business advantage for the company, then the company may be guilty of an offense under the UK Bribery Act and liable for an unlimited fine.

Appendix B **Frequently Asked Questions**

Q. What should I do if I believe an Associated Person of VISTA AMERICA, such as a Ground Handling Agent, is passing on money to a third party?

A. You should contact the VISTA AMERICA Compliance Department or your direct superior and make them aware of the situation. It is important to keep detailed evidence of all your dealings with the Associated Person concerned. This activity would be against the *VISTA AMERICA's Anti-Corruption and Anti-Bribery Policy* and may also be illegal.

Q. What should I do if I believe the amount we are paying to an Associated Person, such as a supplier of ground transportation services, seems large?

A. If the size of the payment seems out of proportion to the service provided then it should be brought to the attention of the VISTA AMERICA Compliance Department or your direct supervisor.

Q. If I am told that it is customary to give and receive additional cash payments in a country to which we operate, can I do so?

A. In any such event you should contact the VISTA AMERICA Compliance Department or your direct superior immediately. No payments should be made to Public Officials in connection with their role or function unless the local law where the payment is being requested clearly provides in writing that payments are to be made and payments are properly documented (through invoices and receipts).

Q. A Public official from the Federal Aviation Administration has discovered a number of small safety violations on a particular VISTA AMERICA aircraft. He threatens to ground the aircraft unless he is paid a sum of money on the spot – can I do this?

A. No. *VISTA AMERICA's Anti-Corruption and Anti-Bribery Policy* is clear that VISTA AMERICA will not make facilitation payments of any kind. If you are requested to make such a payment you should contact the VISTA AMERICA Compliance Department or your direct supervisor immediately.

Q: A broker requests VISTA AMERICA's finance department to issue two invoices for air transportation sold – one invoice reflecting the actual price, and another invoice reflecting a higher price. The broker will pay the first invoice, and will use the second invoice to justify charging a higher price from the passenger. Is this acceptable?

A. No. By issuing a second invoice at a higher price, VISTA AMERICA may be helping the broker engage in misrepresentation or fraud. This could expose VISTA AMERICA to liability, even if it was the broker who used the invoice improperly. (The same holds true if a broker requests VISTA AMERICA to issue a duplicate invoice reflecting a lower price.

If the broker used the duplicate invoice to lower its VAT dues, VISTA AMERICA may be legally liable for helping that customer evade those duties.)

Q. A government official working on a license application filed by VISTA AMERICA to start operations at a particular government owned airport expects a modest Facilitation Payment to be made – can I do this?

A. No. *VISTA AMERICA's Anti-Corruption and Anti-Bribery Policy* is clear that VISTA AMERICA will not make facilitation payments of any kind. If you are requested to make such a payment you should contact the VISTA AMERICA Compliance Department or your direct superior immediately.

Q. A HNWI's representative has requested a VISTA AMERICA executive that VISTA AMERICA provides employment for his daughter in the VISTA AMERICA executive's department and has indicated that he may be able to get the HNWI he represents to take up an FSP contract from VISTA AMERICA in exchange – can I do this?

A. A bribe does not have to be financial, but can be some other advantage, such as employment. If the grant of employment is intended to obtain a business advantage, it will be a bribe and will not be permitted.

Q. A Foreign Public Official has asked VISTA AMERICA to make a charity donation towards a local charitable institution which he leads. What should I do?

A. Any request of this nature should be discussed with the VISTA AMERICA Compliance Department. Any payment of this kind requires the approval of VISTA AMERICA's senior management or Board of Managers. The donation will not be approved if it is made with the intention of securing a business advantage for VISTA AMERICA, or is in connection with a particular transaction or arrangement between VISTA AMERICA and the relevant governmental or public authority.

If VISTA AMERICA is carrying on significant operations in this locality, it may be that VISTA AMERICA's senior management or Board of Managers will conclude that the donation would be in line with VISTA AMERICA's corporate social responsibility objectives. Care will need to be taken to ensure that any donation is documented and made to the appropriate body, and not, for example, to an individual Foreign Public Official.

Q. I want to invite a prospective VISTA AMERICA customer along to attend the Masters golf tournament in Augusta, Georgia. Can I do so?

A. The *VISTA AMERICA Anti-Corruption and Anti-Bribery Policy* is not intended to totally prohibit the provision by VISTA AMERICA of corporate hospitality that is reasonable and

proportionate. Asking a prospective customer along to an event of this nature is likely to be acceptable. However, consideration should also be given to the context: if the prospective customer is, for example, considering whether to enter into an FSP with VISTA AMERICA, and the provision of the hospitality might affect his decision, then it would not be appropriate to offer it. If in doubt, contact the VISTA AMERICA Compliance Department.

Q. How do I know if something is a bribe?

A. In most circumstances, common sense will determine when a bribe is being offered. However, the following questions can help you make an objective assessment if in doubt:

- am I being asked to pay something or provide any other benefit over and above the cost of the services being performed?
- am I being asked to make a payment for services to someone other than the service provider?
- are the hospitality or gifts I am giving or receiving reasonable and justified? Would I be embarrassed to disclose them?
- when a payment or other benefit is being offered or received, do I know or suspect it is to induce or reward favorable treatment, to undermine an impartial decision making process or to persuade someone to do something that would not be in the proper performance of their job?

Appendix C Case Scenarios

Offering a bribe

A VISTA AMERICA Purchasing Manager offers a jet fuel supplier representative free air travel on VISTA AMERICA aircraft, but only if the supplier agrees to increase credit terms from 30 days to 90 days in the upcoming fuel contract.

This would be an offense as the VISTA AMERICA Purchasing Manager would be making the offer to gain a commercial and contractual advantage. VISTA AMERICA may also be found to have committed an offense because the offer has been made to obtain business for it. It may also be an offense for the fuel supplier's representative to accept VISTA AMERICA's Purchasing Manager offer.

Accepting a bribe

The sales representative of an aircraft maintenance provider offers to take the VISTA AMERICA Director of Maintenance on a family holiday if he agrees to procure maintenance services for VISTA AMERICA's aircraft from his facility.

It is an offense for the sales representative to make such an offer. It would be an offense for the VISTA AMERICA Director of Maintenance to accept the offer as he would be doing so to gain a personal advantage.

Bribing a Foreign Public Official

A VISTA AMERICA Commercial Manager makes an additional payment to a Foreign Public Official to speed up the issuing of a registration licence for a local VISTA AMERICA sales office in a remote Asian country. There is no official process for speeding up the issuing of a licence in the country.

The offense of bribing a Foreign Public Official has been committed as soon as the offer is made. This is because it is made to gain a business advantage for VISTA AMERICA. VISTA AMERICA itself may also be found to have committed an offense, if it has failed to prevent such occurrences negligently.

Appendix D “Red Flags”

(In the following list, Associated Person shall also include potential Associated Persons):

- (i) the Associated Person fails to provide certain documents requested by VISTA AMERICA to evidence that he is who he says he is;
- (ii) the Associated Person fails to cooperate in VISTA AMERICA’s *due diligence* and *know-your-customer* related requests;
- (iii) the Associated Person fails to provide references from persons he’s worked with or else the references provided are not satisfactory;
- (iv) the Associated Person operates in a country where bribery is prevalent;
- (v) The Associated Person does not have offices or a staff, or frequently moves locations;
- (vi) basic searches on the Associated Person performed over the internet (such as through Google) show that the Associated Person was subject of previous enforcement action(s) for bribery-related offenses;
- (vii) The Associated Person’s business is not listed in standard industry directories, or is unknown to people knowledgeable about the industry;
- (viii) The Associated Person’s report of its business structure is unusual, incomplete, or overly complex with a lack of transparency;
- (ix) The Associated Person requests unusual payments or financial arrangements (*e.g.* requests to accept payments in cash or through a third party; requests VISTA AMERICA to complete unnecessary, inaccurate or unexplained invoices; or has a pattern of over-invoicing or incorrect invoicing,

- or overpayments and requests for refunds; requests to accept payments split into small amounts; requests that payment be made in country or currency that is different from that of the Associated Person's domicile or the country where the work will be performed);
- (x) The Associated Person proposes unnecessary change orders to increase contract values after award of the contract;
 - (xi) The Associated Person is vague or elusive about source of funds for the transaction;
 - (xii) The Associated Person seeks to make or receive payment from or to a foreign country account other than the location of the party's business or the service performed, unless the third party has legitimate reasons for requesting for such arrangement;
 - (xiii) An unnecessary middleman or local is involved in the contract or negotiations, and his addition has no obvious value to the performance of the contract;
 - (xiv) The Associated Person boasts about his close connections with local government officials, such as immigration or customs officials, or civil aviation officials;
 - (xv) The Associated Person requests that VISTA AMERICA not report or disclose a particular activity or transaction;
 - (xvi) The Associated Person threatens to cease providing a contracted service to VISTA AMERICA if VISTA AMERICA does not accept to pay, in addition to the contracted payments, payment in cash to an individual named by the Associated Person;
 - (xvii) The Associated Person wants to work without a contract (or with a vague contract);
 - (xviii) The Associated Person refuses to include in the contract with VISTA AMERICA certain clauses relating to anti-bribery and ant-corruption; or
 - (xix) The Associated Person insists that his identity remain confidential or refuses to divulge the identity of its owners or principals.