



## Private Placement Investors Association (PPiA) OFAC/Sanctions Due Diligence Questionnaire for Borrowers (Last Update: 6/13/2022)

### Involvement of Sanctioned Parties:

1. Is any Relevant Party or Relevant Person listed on (or in the aggregate greater than 50 percent owned, directly or indirectly, or otherwise controlled by a person or entity listed on) the Relevant Sanctions Lists? If yes, please identify such party(s)/person(s) and explain in detail.
2. Is any Relevant Party or Relevant Person a citizen of, or resident in (or organized under the laws of) a Sanctioned Geography or a Sensitive Geography? If yes, please identify such party(s)/person(s) and explain in detail.
3. Is any Relevant Party owned or controlled by the government (or a government agency) of a Sanctioned Geography or a Sensitive Geography, or by a person or entity resident in (or organized under the laws of) a Sanctioned Geography or a Sensitive Geography? If yes, please explain in details?
4. Is any Relevant Party or Relevant Person currently, or has any Relevant Party or Relevant Person ever been, subject to (or owned or controlled by a person/entity subject that is or has ever been subject to) an enforcement action or penalty under CISADA or other U.S. or applicable non-U.S. economic or trade sanctions laws (including Canadian Economic Sanctions Laws and U.S. "secondary" sanctions targeted at non-U.S. companies), including any non-public resolutions of a government investigation? If yes, please explain in detail.
5. Please state whether any Relevant Party or Relevant Person: (i) is or has been the subject of any civil or criminal investigations, inquiries or notifications by any government agency related to compliance with Sanctions or if any such investigations, inquiries or notifications have been threatened; (ii) made any disclosures to any government agency related to Sanctions; or (iii) is conducting or has conducted any internal investigations related to Sanctions. If yes, please identify such party(s)/person(s) and explain in detail.
6. Is any Relevant Party or Relevant Person identified on, or has been notified that it's name appears or may in the future appear on, a State Sanctions List? If so, please explain in detail?

**Business Dealings:**

7. Please state the intended use of proceeds from this offering.
8. Does any Relevant Party currently conduct, or has in the past five years conducted, business with (or have dealings with/involving) a Sanctioned Geography, a Sensitive Geography, or a Sanctioned Party?
- a. **If yes**, then please answer the following questions and create a separate line-item for each type of business dealing with a Sanctioned Party or in a Sanctioned Geography or Sensitive Geography:
- i. State the nature of the business or dealings conducted, including the Sanctioned Geography, Sensitive Geography or Sanctioned Party involved. If applicable, identify any license or waivers that were obtained in connection with such business activities, such as an OFAC license or waiver.
  - ii. Are or were in the past five years any products of U.S. or Canadian origin sold to Sanctioned Parties, or used in goods that are sold to Sanctioned Parties? **If yes**, please explain.
  - iii. How long have such activities been conducted? Do the Relevant Parties plan to continue these activities? If these activities are winding down, by what date will the Relevant Parties have permanently discontinued such activities?
  - iv. Please state the dollar amount of revenues, assets, and number of employees are/were associated with such business or dealings, and also include these figures as percentages of total revenues, assets and employees, respectively. (List figures as of the most recent financial reporting period, and report revenues on a last 12 month's basis.)
  - v. Please provide a list of all Relevant Parties and Relevant Persons, and the beneficial owners of 25% or more of all Relevant Parties.
- b. **If no**, does any Relevant Party have any plans to begin or initiate business with (or involving) any such geography or party? **If yes**, then please describe intended business activities and scope in detail; otherwise, please skip to question 9.
9. Does any Relevant Party have unfunded commitments or plans to conduct business with Sanctioned Parties? **If yes**, then please describe, including the nature of the business to be conducted, the size of the commitment, and the name of the Sanctioned Geography or Sanctioned Parties involved. **If no**, then please skip to question.
10. Does any Relevant Party currently conduct or has in the past five years conducted, business in a Sensitive Industry that was not described previously?
- a. **If no**, please skip to question 11.
- b. **If yes**, please describe such activities and answer the following additional question:

(i) Does each of the Relevant Parties routinely screen its business counterparties against the Relevant Sanctions Lists of prohibited parties ? If yes, please describe the screening process.

11. Does each of the Relevant Parties have policies and procedures in place to ensure compliance with applicable economic and trade sanctions, and to ensure that it will not engage in activities that would render itself subject to any retaliatory penalty under CISADA or other U.S., Canadian or U.K. economic or trade sanctions laws (including U.S. "secondary" sanctions targeted at non-U.S. companies and any similar U.K. or Canadian "secondary" sanctions)? If yes, please describe the policies and procedures.

**Additional Questions:**

12. Are the Relevant Parties subject to U.S. reporting requirements (Forms 10-Q, 10-K, 20-F, etc.)?

a. **If no**, please skip to question 13.

b. **If yes**, have such entities made any disclosure under the Iran Threat Reduction and Syria Human Rights Act of 2012 (ITRA s219) or Section 13(r) of the Securities Act of 1934? If so, then please provide copies of such disclosures.

13. Please disclose any other information, not disclosed in response to the prior questions, that is or may be considered relevant to Sanctioned Geographies, Sensitive Geographies, Sanctioned Activities, Sensitive Industries, Sanctioned Parties, Sanctions, or sanctions-related inquiries or trade restrictions, including those that may have been issued by the U.S. Department of State or the U.S. Department of Commerce Bureau of Industry and Security (BIS) or any equivalent U.K or Canadian governmental authority.

14. Does any Relevant Party or Relevant Person have any restrictions either by contract or by internal policy on doing business with Israel, Israeli nationals, or on the basis of a counterparty's religion? If yes, please explain.



## Definitions for PPiA OFAC/Sanctions Due Diligence Questionnaire

**“Canada Blocked Person”** means (i) a “terrorist group” as defined for the purposes of Part II.1 of the Criminal Code (Canada), as amended or (ii) a Person identified in or pursuant to (w) Part II.1 of the Criminal Code (Canada), as amended or (x) the Proceeds of Crime (Money Laundering) and Terrorist Financing Act, as amended or (y) the Justice for Victims of Corrupt Foreign Officials Act (Sergei Magnitsky Law), as amended or (z) regulations or orders promulgated pursuant to the Special Economic Measures Act (Canada), as amended, the United Nations Act (Canada), as amended, or the Freezing Assets of Corrupt Foreign Officials Act (Canada), as amended, in any case pursuant to this clause (ii) as a Person in respect of whose property or benefit a holder of Notes would be prohibited from entering into or facilitating a related financial transaction.

**“Canadian Economic Sanctions Laws”** means those laws, including enabling legislation, orders-in-council or other regulations administered and enforced by Canada or a political subdivision of Canada pursuant to which economic sanctions have been imposed on any Person, entity, organization, country or regime, including Part II.1 of the Criminal Code (Canada), as amended, the Special Economic Measures Act (Canada), as amended, the Proceeds of Crime (Money Laundering) and Terrorist Financing Act, as amended, the Justice for Victims of Corrupt Foreign Officials Act (Sergei Magnitsky Law), as amended, the United Nations Act (Canada), as amended, the Export and Import Permits Act (Canada), as amended, and the Freezing Assets of Corrupt Foreign Officials Act (Canada), as amended, and including all regulations promulgated under any of the foregoing, or any other similar sanctions program or action.

**CISADA:** The Comprehensive Iran Sanctions, Accountability, and Divestment Act of 2010 (Pub. L. 111-195, 124 Stat. 1312) signed into law by the U.S. President on July 1, 2010

**Consolidated Sanctions List:** A list published by OFAC containing sanctioned parties under the FSE List, the Sectoral Sanctions (SSI) List, Part 561, Non-SDN Iranian Sanctions Act List and the Palestinian Legislative Council List

**FSE:** Any person or entity listed on the Foreign Sanctions Evaders List, published by OFAC

**OFAC:** The Office of Foreign Assets Control of the U.S. Department of the Treasury

**Relevant Parties:** Any and all of the issuer(s), guarantor(s), and the issuers' and guarantors' subsidiaries, parent companies, affiliates, joint ventures and controlled entities

**Relevant Persons:** Any and all officers, directors, partners, principals, and primary beneficial owners of the Relevant Parties, or agents (in connection with their activities on behalf of a Relevant Party).

**“Relevant Sanctions Lists”** means (i) SDN List and the Consolidated Sanctions List (promulgated by the U.S.), (ii) the sanctions list’s maintained by the United Nations, Her Majesty’s Treasury in the UK, the European Union, or any EU Member State, (iii) the Consolidated Canadian Autonomous Sanctions List (including Special Economic Measures Act and Justice for Victims of Corrupt Foreign Officials Act), and (iv) Canadian Freezing Assets of Corrupt Foreign Officials Act

**Sanctions:** Any economic or financial sanctions or trade embargoes imposed, administered or enforced from time to time by the government of the United States (including through the Office of Foreign Assets Control or the U.S. Department of State), the United Nations Security Council, Canada (including under Canadian Economic Sanctions Laws, the European Union, any European Union member state, Her Majesty’s Treasury of the United Kingdom or any other governmental entity.

**Sanctioned Activities:** Activities which are restricted pursuant to sanctions or other economic measures imposed by the U.S., U.K., E.U. or Canada

**Sanctioned Geographies:** One or more of the following countries or regions (to be updated from time to time) which are subject to economic and trade sanctions, or in which sanctioned parties are found: Burma (Myanmar), Crimea, Cuba, Iran, North Korea, Sudan, and Syria

**Sanctioned Parties:** Any person or governmental entity that is the target of Sanctions, including (a) any person named on any Sanctions-related list of sanctioned persons maintained by the government of the United States, including the Office of Foreign Assets Control or the U.S. Department of State, the United Nations, Canada, the European Union, any European Union member state, or Her Majesty’s Treasury of the United Kingdom, (b) any person located, organized or resident in a Sanctioned Geography, or (c) any person directly or indirectly owned 50 percent or more or controlled by any such person or persons identified in clause (a) or (b) such that the entity itself is considered to be a blocked person

**Sensitive Geographies:** One or more of the following countries or regions (to be updated from time to time), considered to be potentially high risk areas: Afghanistan, Balkans, Belarus, Burma, Burundi, Central African Republic, China, Congo, Haiti, Iraq, Lebanon, Ivory Coast (Cote d’Ivoire), Liberia, Libya, Mali, Nauru, Nicaragua, Nigeria, Pakistan, Russia, Sao Tome & Principe, Somalia, South Sudan, Sudan, Thailand, Turkish Republic of Northern Cypress (TRNC), Turkmenistan, Uzbekistan, Ukraine, Venezuela, Yemen, Zimbabwe

**Sensitive Industries:** Business activity associated with one or more of the following industries (to be updated from time to time): nuclear; weapons, ballistics, munitions or other armaments (whether manufacturers, dealers or intermediaries); petroleum, petrochemicals, or refined petroleum products; natural gas; joint oil and gas development ventures outside of a Sanctioned Geography or Sensitive Geography, but involving the Government of any Sanctioned Geography or Sensitive Geography; shipping, ship building or ports; marine cargo handling; air transport; travel agencies /tour operators; automotive; exchange of U.S., U.K. or Canadian bank notes for the currency of or sovereign debt/Government bonds of a Sanctioned Geography or Sensitive Geography; privately held paper-currency-intensive businesses, such as money transfer agents, money brokers, casinos, check cashers, or pawnbrokers; uranium or precious metals, graphite, or raw or semi-finished metals, such as aluminum, steel, and coal; privately held dealers in precious metals or jewels; and software for industrial purposes related to the industries described herein

**SDN:** Specially Designated Nationals and Blocked Persons, as designated by OFAC, and Canada Blocked Persons.

**State Sanctions List:** means a list that is adopted by any state governmental authority within the United States of America pertaining to Persons that engage in investment or other commercial activities in Iran or any other country that is a target of economic sanctions imposed under U.S. federal laws regarding Sanctions or Sanctioned Activities.