**Microsoft Ireland Operations Limited**

**Partner Vetting Questionnaire**

Applicant:

Applicant’s authorized representative:

Submission Date:

1. Does your Organization have a **compliance, ethics or anti-corruption program?**

* Please describe (*high-level description is sufficient, as specifics requested below*).
* Date implemented.

1. Does your program perform a **periodic anti-corruption risk assessment** to identify, assess, and prioritize key compliance risk mitigation or remediation needs?

* Please describe.
* As relates to MSFT business, what are the organization’s highest-risk areas in your opinion?
* How has Organization mitigated and remediated highest compliance risks?
* Provide supporting documentation.

1. Does your program designate a **Chief Compliance Officer (CCO)** with the responsibility to oversee compliance? *Goal is to obtain a general assessment of capability, independence, and strength of CCO*

* Describe professional experience/qualifications of Chief Compliance Officer.
* Describe role and responsibilities of Chief Compliance Officer.
* Certification/Qualifications of CCO?
* Is CCO a FTE (permanent) position?
* Who does CCO report to?
* Does the CCO have independent reporting line to Audit Committee or Board? How often does the CCO meet with Audit Committee/Board?
* How does CCO in Russia report to the corporate compliance org?
* Any additional compliance resources? Specifically, how big is the compliance team?

1. Does your program have established and implemented **compliance standards, code(s) of conduct, policies and procedures**?

* Please describe.
* Who designed and developed these policies/procedures (e.g. outside consultant).
* Provide copies of codes of conduct, compliance policies and procedures.

1. Does your program have **anti-corruption policies** that prohibit offering or providing, either directly by employees or indirectly through third-parties: a) bribes in both government and commercial business; and b) Facilitating payments to secure or expedite a routine government action by a government official?

* Please provide copies of these anti-corruption policies.

1. Does your program demonstrate **policy against retaliation** of any kind for reporting a compliance concern, in good faith?

* Please describe your company’s anti-retaliation program.
* Provide documentation.

1. Are your program's **compliance policies and procedures documented and readily available to employees and relevant third parties?**  Is the policy awareness reinforced through an **established** **communication and training program**?

* Please provide examples of compliance communications.
* Please provide examples of compliance training materials.

1. Are your program's **employees and third-party representatives held accountable** for compliance with the Organization's policies, and disciplinary or corrective action is taken in cases of non-compliance.

* In the past 3 years, have any employees been terminated for compliance-related reasons?
* In the past 3 years, have any third-party representatives been terminated for compliance-related reasons?
* In the past 3 years, have any third-party representatives been subject to other measures related to compliance, such as enhanced controls, warnings, or training? If so, please describe.

1. Does your program **monitor compliance program effectiveness, make improvements to the program** when deemed necessary, and have implemented a **system that allows employees to report actual or suspected misconduct** without fear of retaliation?

* Describe how you monitor program’s effectiveness. Who monitors?
* Provide an example of how you have made improvements to the program.
* Describe how you protect complainants and prohibit retaliation for good faith reporting.

1. Does your program perform **due diligence procedures for some or all third-party representatives** to evaluate their legitimacy and reputation for integrity?

* Describe third-party vetting processes.
* Provide documentation of a recent third-party compliance vetting performed.

1. In the last 12 months, did all the employees in your Organization who resell, distribute, or market Microsoft products or services complete the Anti-Corruption Compliance Training, as required by the agreement of your Organization with Microsoft (if your Organization holds or has help the agreement with Microsoft)?

* How many employees resell, distribute or market Microsoft products or services. Provide list.
* Provide training materials and list of those personnel that completed the training.
* Describe the training, including its length, topics and date(s) of completion.

1. Is your Organization a **State-Owned Entity**?
2. Are any of the individual owners, officers, directors, or employees in your Organization considered **government officials**?
3. Are any of the individual owners, officers, directors, or employees in your Organization considered **Politically Exposed Persons (PEPs)?**
4. During the last 10 years, has your Organization or any employee or agent entered into any **decrees or settlements** with any governmental agencies of any country?
5. During the last 10 years, has your Organization or any employee or agent been subject to any **official investigation or inquiry** involving alleged or actual violations of the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act or any other **Anti-Corruption laws or regulations?**
6. Is/has your Organization or any of its Affiliates been included into "**The list of unreliable suppliers (contractors)"** or **"The list of unreliable contractors"** kept by Russian Federal Anti-Trust Service? If the answer is "Yes", provide additional information on that (periods, reasons, supporting documents)?
7. Is/has anyone of Company's Management or its Affiliates Management been included into the **"List of disqualified persons"** kept by Russian Tax Service (https://service.nalog.ru/disfind.do)? If the answer is "Yes", provide additional information on the Tax IDs and names of such persons?
8. Do currently exist **significant litigations, pre-trial complaints, regulatory orders** (significant means impacting 25% of Company's assets or otherwise in materially impacting your Organization ability to conduct its business) against your Organization? If the answer is "Yes", provide additional information on such litigations, complaints, regulatory orders?
9. Is your Organization's registered at an address which is the **address of the registration of more than 10 other companies**, or registered address of your Organization **does not exist or is in a residual apartments**. Has your Organization **changed its legal address, legal name, legal form, the sole executive body** more than three times within the previous three years? If the answer is "Yes", provide additional information supporting those facts?
10. Is any of the **shareholders** holding more than 25% of the shares of your Organization holding at the same time more than 25% of the shares **in more than 9 other companies**? Is the general manager of your Organization appointed as **the general manager in more than 9 other companies**? If the answer is "Yes", provide additional information on supporting those facts?
11. Has your Organization ever **failed to declare any mandatory taxes**, government fees and payments or ever **had debts to Russian state budget**? If the answer is "Yes", provide additional information on supporting those facts?
12. Does your Organization meet the criteria of **insolvency**? Is your Organization in liquidation/insolvency/reorganization process? If the answer is "Yes", provide additional information supporting those facts?
13. Has ever been/Is your Organization's **activity postponed**, according to the administrative code of Russia? Is your Organization subject to an administrative investigation that can postpone the activity of your Organization? If the answer is "Yes", provide additional information on the cases/investigations?
14. Is there any court order or process of **arrest or encumbrance of company's assets**, exceeding 25% thereof? If the answer is "Yes", provide additional information supporting those facts?
15. Is your Organization or an Affiliate, which owns directly or indirectly 50% of your Organization’s shares, **incorporated in low tax jurisdictions** as per "The list of the countries and territories that have tax exemptions without sharing information on the financial operations (off-shores)" updated by the Russian Tax Service and has no branches or offices in Russia. Has your Organization no business operations (local presence) in Russia. If the answer is "Yes", provide additional information on supporting those facts?

**Definitions:**

Affiliate - shall mean a legal entity that controls, is controlled by, or that is under common control with your Organization. “Control” means direct or indirect ownership of more than a 50% interest of voting securities in an entity or the power to take, directly or indirectly, decisions which are mandatory for an entity.

Management – shall mean General manager, General Accountant, Board of Directors, Leadership Team (if acts as an official permanent body).

State-Owned Entity - an entity should be treated as state owned if 1) it is controlled by the government or2) it performs a function the controlling government treats as its own (https://www.microsoft.com/en-us/legal/compliance/anticorruption/criteria.aspx).

Politically Exposed Person - an individual who is or has been entrusted with a prominent public function.

Government Official refers to all of the following: (i) any employee of a government entity or subdivision, including elected officials; (ii) any private person acting on behalf of a government entity, even if just temporarily; (iii) officers and employees of companies that are owned or controlled by the government; (iv) candidates for political office; (v) political party officials; and (vi) officers, employees and representatives of public international organizations, such as the World Bank and United Nations.