

AMERICAS DUE DILIGENCE QUESTIONNAIRE FORM

INSTRUCTIONS:

- Please complete this questionnaire in its entirety. If the field is not related to your business activity, please write Not Applicable (N/A).
- Attach all the documents marked as required such as your company’s Code of Conduct, business registration, policies and procedures related to compliance and anti-corruption, as well as any other supporting documentation for those answers you mark YES.
- Sign the form and return to your Exactech contact.
- Your timely response is appreciated.
- **PLEASE NOTE THAT NO AGREEMENT CAN BE CONCLUDED UNTIL WE RECEIVE THIS COMPLETED QUESTIONNAIRE, APPLICABLE SUPPORTING MATERIALS, AND HAVE HAD ADEQUATE TIME TO REVIEW AND VERIFY THE STATEMENTS CONTAINED IN YOUR RESPONSE.**

1. KEY DEFINITIONS:

- 1.1. HEALTHCARE PROFESSIONAL (HCP):** means any individual (with a clinical or non-clinical role; whether a government official, or employee or representative of a government agency, or other public or private sector organization; including but not limited to, physicians, nurses, technicians, laboratory scientists, researchers, research coordinators, or procurement professionals) that in the course of their professional activities may directly or indirectly purchase, lease, recommend, administer, use, supply, procure, or determine the purchase or lease of, or who may prescribe medical technologies or related services.
- 1.2. PUBLIC OFFICIAL:** Any officer or employee of any government or government-controlled entity anywhere in the world. Public officials also include political parties and party officials, candidates for political office, and employees of public international organizations such as the United Nations. Public Officials also include all levels of employees and officials of any commercial enterprise owned, partially owned, controlled, or operated by a government. Additionally, public officials include any person acting in an official capacity for or on behalf of any government or department, or at any level of federal, state, provincial, county, or municipal government and similar officials of any government in the world. Health care professionals, including physicians, are public officials for purposes of this form. Further, any close relative of a public official is also a public official for the purposes of this questionnaire.
- 1.3. CLOSE RELATIVE:** Close Relatives include a Public Official’s spouse; the Public Official’s and the spouse’s grandparents, parents, siblings, children, nieces, nephews, aunts, uncles and first cousins; the spouse of any of these people; and any other persons who share the same household with the Public Official.
- 1.4. BUSINESS REGISTRATION FORMS:** Forms that provide the registration of the Company in your specific country (copies of the company’s commercial registration, articles of incorporation, corporate charter and business license).

2. BASIC INFORMATION

2.1. Legal Name:	
2.2. Address:	
2.3. Company Telephone:	2.4. Business Profile
2.5. Website:	2.6. Years in Business:
2.7. Country or countries where the company does business:	

3. CONTACT INFORMATION [OF PERSON COMPLETING THIS FORM]

3.1. Name and Title:		
3.2. Office Telephone Number	3.3. Mobile Number	3.4. Email Address

4. COMPANY INFORMATION: ORGANIZATIONAL STRUCTURE, FINANCIAL INFORMATION AND RELATED ENTITIES

4.1. Country of Incorporation or Formation	4.2. Date of Incorporation:
4.3. Legal Structure: <i>(Examples: Corporation, limited liability, partnership, joint venture, etc.)</i>	4.4. Certification or Tax Identification Number: <i>(Example: Any identification number that the company uses to conduct official business)</i>
4.5. Please attach copy of valid business registration and incorporation documents. If the Company is owned, in whole or in part, by another company (See Section 4.8.), please submit the requested documentation for that company or companies as well.	
4.6. Related entities. Please list the names, addresses, and contact information of the Company's related or affiliated entities (if applicable):	
4.6.1 Company's parent company:	
4.6.2 If another company owns the Company in whole or in part, submit business registration and incorporation documents for this Company as well.	
4.6.3 Subsidiary or affiliate companies that may or may not work on behalf of Exactech:	
4.6.4 Any other companies or entities in which the Company has a controlling ownership interest:	
4.6.5 Does the Company represent or carry products for any other company in the medical device, in vitro diagnostics, pharmaceutical, or biotech industries? If so, please list them.	

4.6. Company Banking Information. Please provide the following information for the bank or banks with which the Company conducts its business (attach a separate sheet if necessary):

Bank Name:	
Location:	
Account Number:	

4.6.1 Does the Company have any foreign bank accounts or payees? **Yes** **No**

If **Yes**, please specify where and to whom (attach a separate sheet if necessary):

4.7. Company Personnel:

4.7.1. Does the Company have a board of directors? **Yes** **No**

If **Yes**, please include the information below for each of the directors on the board (attach a separate sheet if necessary):

Name	Job Title/Role	Nationality

4.7.2 Please provide detail regarding the members of the Company's management that fulfill the following roles or similar roles to the following:

Name	Job Title/Role	Nationality
	President/ Chief Executive Officer	
	Legal Representative/General Counsel	
	Chief Financial Officer/Treasurer/Accounting	
	Sales & Marketing	
	Finance	
	Imports / Exports (Customs)	
	Regulatory Affairs (e.g. Product Registrations, obtaining and maintaining Regulatory Approval)	

4.8. Number of Employees:

Please Attach a list of all Company Employees, including their job title:

4.9. Company Ownership:

Please list all owners, including individuals and companies, and state the % of ownership of each (attach a separate sheet if necessary)

Owner's Full Legal Name	Ownership %	Nationality

Please attach a corporate filing that verifies the ownership structure of the Company. If another company owns the Company in whole or in part, please submit documentation for those companies as well.

4.10. Subsidiaries, Distributors, Affiliates and Business Partners (Third-parties)

Please provide information related to any of the Company's subsidiaries, distributors, affiliates or business partners who will be performing duties for the benefit of Exactech in the following areas: Promotion of Exactech Products; Selling or Distributing Exactech Products; Obtaining or Maintaining Regulatory Approval; Registration Holder for Exactech Products. This includes distributors the Company will engage to sell Exactech products (attach a separate sheet if necessary).

Name (Individual/Company)	Role	Nationality

4.11. Does your company have written contracts with distributors and other third parties?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
4.12. Does your company require anti-bribery related terms (e.g., promises to not engage in bribery, termination rights of noncompliance, audit rights) in contracts with other parties or persons?	Yes <input type="checkbox"/>	No <input type="checkbox"/>

4.13. What company will be responsible for sending purchase orders for Exactech? Please identify all entities in the space below:

Company Name	Location (City and Country)

5. RELATIONSHIPS WITH PUBLIC OFFICIALS

<p>5.6. For any <u>Individuals</u> you listed in Sections 4.7. - 4.10. above</p> <p>Please mark if any of the following categories apply to any of the individuals you identified in Sections 4.7. (Company Personnel), Section 4.9. (Company Ownership) or Section 4.10. (Third-parties).</p> <p>If you indicate <u>Yes</u> to any item below, please complete section 5.12</p>	<p>5.7. For any <u>Entities/Companies</u> you listed in Sections 4.7. - 4.10. above</p> <p>Please mark if any of the following categories apply to any of the board of directors, officers, employees or owners of any company you identified in Sections 4.7. (Company Personnel), Section 4.9. (Company Ownership) or Section 4.10. (Third-parties).</p> <p>If you indicate <u>Yes</u> to any item below, please complete Section 5.13</p>				
Categories:					
5.8. A Public Official (defined in Section 1.1. of this Questionnaire)	<table style="width:100%; border: none;"> <tr> <td style="text-align: center;">Yes</td> <td style="text-align: center;">No</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>	Yes	No	<input type="checkbox"/>	<input type="checkbox"/>
Yes	No				
<input type="checkbox"/>	<input type="checkbox"/>				
5.9. A Close Relative of Public Official (defined in Section 1.2. of this Questionnaire)	<table style="width:100%; border: none;"> <tr> <td style="text-align: center;">Yes</td> <td style="text-align: center;">No</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>	Yes	No	<input type="checkbox"/>	<input type="checkbox"/>
Yes	No				
<input type="checkbox"/>	<input type="checkbox"/>				
5.10. A political candidate	<table style="width:100%; border: none;"> <tr> <td style="text-align: center;">Yes</td> <td style="text-align: center;">No</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>	Yes	No	<input type="checkbox"/>	<input type="checkbox"/>
Yes	No				
<input type="checkbox"/>	<input type="checkbox"/>				
5.11. A person having authority within a government entity to make or influence decisions or recommendations regarding:					
a. reimbursement of Exactech products	<table style="width:100%; border: none;"> <tr> <td style="text-align: center;">Yes</td> <td style="text-align: center;">No</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>	Yes	No	<input type="checkbox"/>	<input type="checkbox"/>
Yes	No				
<input type="checkbox"/>	<input type="checkbox"/>				
b. bulk purchase of Exactech products for companies, institutions, organizations, etc.	<table style="width:100%; border: none;"> <tr> <td style="text-align: center;">Yes</td> <td style="text-align: center;">No</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>	Yes	No	<input type="checkbox"/>	<input type="checkbox"/>
Yes	No				
<input type="checkbox"/>	<input type="checkbox"/>				
c. prescribing or dispensing of Exactech products	<table style="width:100%; border: none;"> <tr> <td style="text-align: center;">Yes</td> <td style="text-align: center;">No</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>	Yes	No	<input type="checkbox"/>	<input type="checkbox"/>
Yes	No				
<input type="checkbox"/>	<input type="checkbox"/>				
d. approval of registrations, permits or other authorizations related to Exactech products	<table style="width:100%; border: none;"> <tr> <td style="text-align: center;">Yes</td> <td style="text-align: center;">No</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>	Yes	No	<input type="checkbox"/>	<input type="checkbox"/>
Yes	No				
<input type="checkbox"/>	<input type="checkbox"/>				
e. any other registrations, permits or authorizations related to Exactech business interests	<table style="width:100%; border: none;"> <tr> <td style="text-align: center;">Yes</td> <td style="text-align: center;">No</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>	Yes	No	<input type="checkbox"/>	<input type="checkbox"/>
Yes	No				
<input type="checkbox"/>	<input type="checkbox"/>				
5.12. If the answer is YES to any of the above (5.8 through 5.11), provide the following details on <u>the individuals</u>					
5.12.1 Name					
5.12.2 Role within the Company					
5.12.3 Type of service this person will provide to Exactech					
5.12.4 Government or public organization involved					
5.12.5 Nature of this person's relationship with that organization					
5.13. If the answer is YES to any of the above (in 5.8 through 5.11), provide the following details on <u>Entities/Companies</u> identified.					
5.13.1 Relationship with your company:					
5.13.2 The type of service this entity will provide to Exactech					

5.13.3	Government or public organization involved		
5.13.4	Nature of the person's relationship with that organization		
5.14. Does your company conduct business with:			
5.14.1	Government officials?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
5.14.2	Government departments or agencies?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
5.14.3	What percentage of your business is public and what percentage is private?	Public %	Private %

6 COMPANY LEGAL BACKGROUND

Please mark if any of the following apply to any of the individuals or companies you identified in Sections 4.7. (Company Personnel), Section 4.9. (Company Ownership) or Section 4.10. (Third-parties).			
6.1	Has this person or company ever had a judgment (civil or criminal) or penalty involving fraud, theft or embezzlement entered against them or it?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
6.2	Has this person or company been involved in an investigation by a government agency related to allegations involving corruption, bribery, or fraud?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
6.3	Has this person or company received a request for information, such as a subpoena, by a government agency related to allegations involving corruption, bribery, or fraud?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
6.4	Is this person or company currently under investigation by a government or public entity in any country for, or conducting an internal investigation of, allegations involving corruption, bribery, or fraud?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
6.5	Has this person or company ever been suspended or disbarred by any professional licensing agency or government credentialing program? (Examples: Medical or Bar Association, Certified Public Accountant credentialing association, clinical research accreditation, import/export license bureau)?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
6.6	Has this person or company ever been accused or found guilty of money laundering?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
If the answer to any of these questions is Yes , please provide a short-written explanation, including names of all relevant parties, dates and description of the crime			

7 ETHICS AND COMPLIANCE PROGRAM

<p>7.1 Does the Company maintain a Code of Ethics or similar document outlining ethical business practices expected of its employees? Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>(If yes, please attach the relevant document)</p>
<p>7.2 Is the Company a member (or adhere to) an industry code (e.g. Eucomed, AdvaMed) Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>If Yes, please attach information related to that industry code and information related to the Company's membership or adherence to that code.</p> <p>If No, provide information as to how the Company values and requirements are communicated to employees (attach a separate sheet if necessary):</p>
<p>7.3 Does the Company provide documented training to employees regarding anti-corruption or ethical business practices? Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>If Yes, please provide records of most recent training. If No, please provide information as to how the Company ensures employees understand the applicable rules and regulations (attach a separate sheet if necessary):</p>
<p>7.4 Is ethics and compliance training provided in your Company upon hire and annually thereafter? Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>If No, please indicate what is the frequency of this training?</p> <p><input type="checkbox"/> Please check this box if you would like Exactech to provide compliance training content</p>
<p>7.5 Does the Company have in place written policies and/or procedures to govern the activities that will be performed on behalf of Exactech? Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>If Yes, provide copies of the policies and/or procedures. If No, explain how the Company intends to ensure compliance to regulatory requirements in relation to activities performed on behalf of Exactech (attach a separate sheet if necessary):</p>

8 REFERENCES

<p>Please list two business references with whom the Company has done business for more than five years:</p> <p>(By completing this form, you grant permission to Exactech to contact these references to verify your Company's reputation and standing in the business community)</p>	
Reference #1	Reference #2
Name / Position:	Name / Position:
Telephone Number:	Telephone Number:

Company name:	Company name:
Email Address:	Email Address:

Proceed to the Certification on the next page

9 CERTIFICATION – Please complete your full name, title, and company name and then read each line of the below certification, checking yes or no and initialing next to each check mark. At the bottom of the form, sign and date.

Full name:	Title:	Company:
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I hereby certify to the following:

I am a duly authorized representative of the Company named below;	YES	NO	INITIALS
<input type="checkbox"/>	<input type="checkbox"/>		

The information I have provided is true and complete to the best of my knowledge;	YES	NO	INITIALS
<input type="checkbox"/>	<input type="checkbox"/>		

Exactech may seek to independently confirm the statements made in this document;	YES	NO	INITIALS
<input type="checkbox"/>	<input type="checkbox"/>		

I understand that Exactech will rely on this information in deciding whether to enter into any formal business agreement with the Company;	YES	NO	INITIALS
<input type="checkbox"/>	<input type="checkbox"/>		

I am not aware of any additional information or risks related to corruption or bribery to be considered in evaluating this formal business agreement relationship with Exactech;	YES	NO	INITIALS
<input type="checkbox"/>	<input type="checkbox"/>		

I consent to Exactech storing and transferring this information in accordance with applicable law; and that I consent to transferring the information provided in this form to Exactech, Inc., ("Exactech") a company based in the United States, solely for the purpose of allowing Exactech to conduct research into the legal, and business background of the companies and persons identified in the form.

	YES	NO	INITIALS
	<input type="checkbox"/>	<input type="checkbox"/>	

SIGNATURE	DATE



DUE DILIGENCE QUESTIONNAIRE FORM - APPENDIX 1

Instructions:

1. If you indicated Yes to any of the items on Section 5 of the Due Diligence Questionnaire Form, please complete the following appendix.
2. If the Categories from Section 5 (Relationships with Public Officials) apply to more than one individual or entity, please provide the details requested below for each of the individuals or entities.
3. Please attach a separate sheet or provide the information directly to your Exactech contact.

Details required for individuals:

1. The person's name, role and relationship with your Company

2. The type of service this person will provide to Exactech (*If no services will provided to Exactech, please state this circumstance*)

3. The government or public organization involved and the nature of the person's relationship with that organization.

Details required for entities:

1. The person's name, role and relationship with your Company

2. The type of service this entity will provide to Exactech (*If no services will provided to Exactech, please state this circumstance*)

3. The government or public organization involved and the nature of the person's relationship with that organization.