

THIRD-PARTY FCPA **CERTIFICATION OF COMPLIANCE**

I, _____ as a duly authorized representative of _____ (the “Partner”), understand and acknowledge that Powin, LLC, and any and all of its subsidiaries and affiliates (collectively, the “Company”), are subject to certain anti-corruption and/or anti-bribery legislation and that it is important that the Company and its business partners and representatives, including the Partner, comply with the Foreign Corrupt Practices Act of 1977, as amended, 15 U.S.C. §§ 78dd-1, et seq., (the “FCPA”), the principles set out in the Organization for Economic Cooperation and Development Convention Combating Bribery of Foreign Public Officials in International Business Transactions (“OECD Convention”) and all other equivalent and applicable anticorruption and anti-bribery laws. I further understand that these laws generally prohibit paying, or offering or agreeing to pay, anything of value to a Government Official for the purpose of obtaining or retaining business or to secure any improper advantage or for any other improper purpose. I agree to comply with these laws and to take no action that might cause Partner or the Company to be in violation of such laws.

I do hereby certify for and on behalf of Partner, that neither I nor, to my knowledge, any other person, including, but not limited to, every officer, director, stockholder, employee, representative and agent of Partner and the Company, in connection with the Agreement or the performance thereof, have made, offered to make or agreed to make any offer, payment, loan or gift of anything of value to a Governmental Official, political party or official thereof, candidate for political office, or any person, while knowing or having reason to suspect that all or a portion of such money, promise or thing of value will be offered, given or promised, directly or indirectly, to a Governmental Official, foreign political party or official thereof, or to any candidate for foreign political office, for the purpose of obtaining or retaining business or favorable governmental action, influencing any official act or decision of a Governmental Official, political party or official thereof, candidate for political office or inducing such person to use his or her influence to affect or influence any governmental act or decision, or otherwise secure any improper advantage for Partner or for the Company.

For purposes of this certification, the term “Governmental Official” includes: any agent, representative, official, officer, director, or employee of any government outside the United States or any department, agency, or instrumentality thereof (including officers, directors, and employees of state-owned, state-controlled, or state-operated enterprises); any political party or party official; any political candidate; or the family of any of these persons or entities.

I also hereby confirm that neither Partner, nor any of its principals, shareholders, officers, directors, employees, agents or other representatives working on Partner's behalf in connection with performance under this Agreement, is or will become during the term of the Agreement a Governmental Official.

I also do hereby certify that the Partner and any other person working on Partner's behalf, including, but not limited to, every officer, director, stockholder, employee, representative and agent of Partner, will maintain accurate, written books and records regarding all activities conducted pursuant to the Agreement. I further confirm that neither the Partner, nor to my knowledge any other person working on Partner's behalf, including, but not limited to, every officer, director, stockholder, employee, representative and agent of the Partner, has made or caused to be made a false record in connection with the Partner's activities conducted pursuant to the Agreement.

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Partner hereby acknowledges and agrees that this certificate is a legal document, and that Partner was advised to obtain legal advice and counsel before signing this document.

Partner _____

Name _____

Title _____

Date _____