

Date: [Insert Date]

To: [Insert Name of Principal/U.S. Company]

Address: [Insert Company Address]

Subject: Foreign Agent and Distributor FCPA Compliance Certification

Dear [Insert Contact Name],

In connection with the [Insert Agreement Name] dated [Insert Date], [Insert Agent/Distributor Name] ("Representative") hereby certifies the following:

1. **Compliance with Laws:** Representative, including its officers, directors, employees, and agents, is familiar with and shall comply with the United States Foreign Corrupt Practices Act (FCPA) and all applicable local anti-bribery and anti-corruption laws in [Insert Country].
2. **No Improper Payments:** Representative has not, and will not, offer, pay, promise to pay, or authorize the payment of any money or anything of value, directly or indirectly, to any Government Official for the purpose of influencing any act or decision to secure an improper advantage or obtain/retain business.
3. **Definition of Government Official:** Representative understands that "Government Official" includes employees of government agencies, state-owned or controlled enterprises, public international organizations, and political parties.
4. **Accurate Books and Records:** Representative shall maintain accurate and complete books, records, and accounts concerning all transactions and expenses related to its representation of [Insert Principal Company Name].
5. **Duty to Report:** Representative agrees to notify [Insert Principal Company Name] immediately in writing if it becomes aware of any potential violation of the FCPA or other anti-corruption laws during the course of its duties.
6. **Audit Rights:** Representative agrees that [Insert Principal Company Name] shall have the right to audit Representative's books and records to verify compliance with this certification.
7. **Termination:** Representative acknowledges that any breach of this certification shall be grounds for immediate termination of the Agreement for cause.

I, the undersigned, certify that I am an authorized representative of [Insert Agent/Distributor Name] and that the statements above are true and correct.

Sincerely,

Signature: _____

Printed Name: [Insert Name]

Title: [Insert Title]

Company Name: [Insert Agent/Distributor Name]