

GOVERNMENT NOTICE NO. 782 published on 1/11/2019

PETROLEUM ACT  
(CAP. 392)

THE PETROLEUM (CORPORATE INTEGRITY PLEDGE)  
REGULATIONS, 2019

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(Made under section 223(3))  
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PART I  
PRELIMINARIES

- Citation                    1. These Regulations may be cited as the Petroleum (Corporate Integrity Pledge) Regulations, 2019.
- Application                2. These Regulations shall govern corporate integrity pledge programmes related to:  
    (a) upstream activities;  
    (b) midstream activities; and  
    (c) downstream activities in the United Republic.
- Interpretation            3. In these Regulations, unless the context otherwise requires:  
    “Act” means the Petroleum Act;  
Cap. 392                “Authority” means PURA Petroleum Upstream Regulatory Authority established under section 111 of the Petroleum Act;  
    “Board” means the Board of Directors of a contracting company, sub-contracting company, a corporate entity or an organisation consisting of elected or appointed members who jointly oversee the activities of that company or organisation;  
    “call plans” means calling plans or package between subscribers and a cellular carrier for making phone calls based on monthly minutes of use and generally include text messaging, either unlimited

- or with a message;
- “committee” means a committee of the Board;
- “compendia” means a concise compilation of a body of knowledge concerning some delimitate field of human interest;
- a “contractor” means a person who has entered into a petroleum agreement with the Government or TPDC to undertake petroleum exploration and production activities under the Act or any person hired by a licensee to provide goods or services under the terms of an agreement;
- “corporate integrity pledge” means a formal, unilateral and concrete expression of commitment by contractors, sub-contractors, licensee or any other person to uphold anti-corruption principles for corporation, abide to ethical business practices, support a national campaign on ethics and war against corruption;
- “covered persons” include:
- (a) all owners who are natural persons (other than shareholders who:
  - (b) have an ownership interest of less than five percent (5%); and (2) acquired the ownership interest through public trading);
  - (c) all officers, directors, and employees of the contractor, sub-contractor, licensee or any other person who have responsibilities relating to petroleum activities and petroleum operations; and
- “downstream activity” means an activity and comprises the transportation, distribution, storage, regasification and marketing of natural gas and petroleum products;
- “effective date” means the specific date or the date on which the settlement agreement with corporate integrity provisions is considered to be fully executed or the date upon which a transaction is recorded to have been occurred or the date upon which a legal instrument enters into force;
- “EWURA” means the Energy and Water Utilities Regulatory Authority established under the Energy

Cap. 414

- and Water Utilities Regulatory Authority Act Cap. 414;
- “best international petroleum industry practices” means the practices in accordance with the most up to date international standards that are generally accepted in the international petroleum industry for the conduct of petroleum activities taking into account the relevant safety, economic, technological and environmental aspects;
- “Independent Review Organisation” or in its acronym “IRO” means an accounting auditing or consulting firm that provides independent and objective reviews to ensure that the contractor, sub-contractor, licensee or any other person is complying with the corporate integrity pledge programmes;
- “inquiries database” means reliable statistical data collected through systematic approaches compatible with existing statistical frameworks, processed, stored and disseminated worldwide, which are important pre-condition for good governance and policy making;
- “IRO review” means reviews conducted by an Independent Review Organisation as prescribed by these Regulations;
- “midstream activity” means an activity related to petroleum processing, refining, liquefaction, storage and transportation to the point of supply or loading as a commodity;
- “off-label review” means the review of a documentary that theoretically are about abuses, whether condemning them, supporting them or simply examining them;
- “PCCB” means Prevention and Combating Bureau;
- “petroleum operations” means any or all operations and activities in connection with reconnaissance, exploration, appraisal, development, production, processing or liquefaction and includes activities in connection with decommissioning of petroleum facilities;

“PURA” means the Petroleum Upstream Regulatory Authority established under Petroleum Act; "relevant covered persons" includes all covered persons whose job responsibilities relate to petroleum activities;

"reportable event" means anything that involves:

- (a) a matter that a reasonable person would consider a probable violation of criminal, civil, or administrative laws applicable to any petroleum activities for which penalties or exclusion may be authorized;
- (b) a matter that a reasonable person would consider a probable violation of criminal, civil, or administrative laws applicable to any Authority’s or EWURA’s requirements relating to the promotion of the petroleum activities (including an Authority or EWURA warning letter issued the contractor, sub-contractor, licensee or any other person);
- (c) the employment of or contracting with a covered person who is an ineligible person; or
- (d) the filing of a bankruptcy petition by the contractor, sub-contractor, licensee or any other person;

a reportable event may be the result of an isolated event or a series of occurrences.

“reporting period” means the span or period of time for which a company or organization reports financial performance and financial position;

“sampling event” means a series of short observations focusing on particular events conforming to experienced sampling methodology that provide accurate information for referral to other professionals;

“subcontractor” means any business entity hired by a contractor to carry out all or a portion of petroleum operations or to provide goods and services under the terms of an agreement;

“system review” means determining whether the firm’s system of quality control for its accounting and

auditing practices is designed and complied with to provide the firm with reasonable assurance of performing and reporting in conformity with applicable professional standards in all material respects;

“transaction review” means the review of agreement, contract, exchange of goods or services, understanding, event of effects a change in asset, liability or net worth account or transfer of cash or property that occurs between two or more parties and establishes a legal obligation;

“upstream activity” comprises of geophysical exploration, exploration for and development of petroleum, constructing and operating of wells, production of petroleum, construction, operating and use of storage reservoir, construction and operation of pipelines and other special infrastructure for petroleum;

## PART II CORPORATE INTEGRITY PLEDGE OBJECTIVES AND PRINCIPLES

General  
Objectives

- are:
4. The objectives of corporate Integrity Pledge are:
    - (a) to develop a nation of high integrity, that is resilient and embraces universal good values;
    - (b) to promote integrity, accountability and proper management of anti-corruption programmes, for adoption by the corporate community;
    - (c) to reinforce corporate governance, integrity, transparency and accountability in the daily operational processes and procedures of companies and businesses;
    - (d) to facilitate, support and provide technical assistance for companies and businesses to implement the corporate integrity system as an effective preventive measure against corrupt and unethical practices;
    - (e) to ensure proper insurance cover against

losses, injuries or damage to environmental, communities, individual and properties that may be occasioned in the course of carrying petroleum operations; and

- (f) to complement the Prevention and Combating of Corruption Bureau efforts to set up the best business practice in Tanzania.

Integrity Pledge  
Principles

5. Any contractor, sub-contractor, licensee, or any other person conducting petroleum operations shall adhere to the following underlying corporate integrity principles:

- (a) promoting integrity values, transparency and good governance by:
  - (i) prohibiting bribery and corruption in any form, whether direct or indirect, in the business place and in all business relationships, including with suppliers, contractors, customers and other third parties;
  - (ii) ensuring full compliance with codes of ethics at all times; and
  - (iii) creating a positive culture that upholds integrity for a clean business environment;
- (b) strengthening internal systems that support corruption prevention by:
  - (i) developing an anti-corruption programme that articulates values, policies and procedures to be used to prevent corruption from occurring in all business activities;
  - (ii) including corruption prevention, ethics and integrity as areas for training and development for management, employees and staff; and
  - (iii) creating a secure and accessible channel through which employees and others may report violations in confidence and without risk of reprisal.

- (c) complying with laws, policies and procedures relating to ant-corruption by:
  - (i) ensuring that all laws and company policies and procedures relating to fighting corruption are strictly complied with; and
  - (ii) ensuring that the good governance is practiced, checks and balances put in place, and business is conducted with transparency and accountability to avoid conflicts of interest, abuses of power and misconduct;
- (d) fighting any form of corrupt practice by:
  - (i) taking proportionate action against any employee, staff or other person involved in corruption in relation to the business; and
  - (ii) reporting any corrupt practice that occurs in the business place to the appropriate authority;
- (e) supporting corruption prevention initiatives by the Government by:
  - (i) supporting anti-corruption efforts by the Government and PCCB; and
  - (ii) maintaining relationships with the authorities, regulators and PCCB and provide full cooperation in relation to corruption detection, prevention and enforcement of laws against corruption;
- (f) maintaining appropriate financial reports;
- (g) implementing a whistle blowing system;
- (h) refraining from dealing with unethical companies; and
- (i) ensuring proper operations in the course of carrying petroleum activities to avoid losses, injuries or damage to environmental, communities, individual and properties.

PART III  
OBLIGATIONS AND RESPONSIBILITIES

General  
Obligations

6. The contractor, subcontractor, licensee, or any other person shall establish and maintain a compliance programme throughout the term of the licence that includes the following elements:

- (a) compliance responsibilities of a contractor, subcontractor, licensee, employees and the Board of Directors;
- (b) written standards such as Code of Conduct, policies and procedures;
- (c) training, awareness campaigns and education;
- (d) review of procedures including the general description, Independent Review Organization (IRO) Review Reports, validation review, independence and objectivity certifications;
- (e) a disclosure programme that is designed to facilitate communication;
- (f) ineligible persons which include an individual or entity that is currently excluded, debarred, suspended, or otherwise ineligible to participate in the petroleum activities or has been convicted of a criminal offense;
- (g) any notification of Government investigation or legal proceedings; and
- (h) monitoring and reviews, including observations, record reviews, reporting and follow-ups.

Integrity pledge  
checklist

7. A contractor, sub-contractor, licensee, or any other person shall fill the corporate integrity pledge checklist as provided in the First Schedule of these regulations indicating the company policy, implementation plan and monitoring and review procedures.

Requirement of  
Signing the  
General integrity  
pledge

8.-(1) A contractor, sub-contractor, licensee or any such person that carries out petroleum operations shall sign a corporate integrity pledge form as prescribed in the

Second Schedule of these Regulations.

(2) A contractor, sub-contractor, licensee or any such person shall ensure that any person it engages to undertake any activity in connection with petroleum operations complies with the corporate integrity pledge requirements.

Communication of Corporate integrity pledge and obligations

9.-(1) A contractor, sub-contractor, licensee or any person that carries out petroleum operations shall:

- (a) communicate the corporate integrity pledge policies, procedures and obligations to any person engaged by that contractor, sub-contractor, licensee, or such other person to perform an aspect of a petroleum activity, and
- (b) monitor and ensure compliance with the corporate integrity pledge and obligations.

(2) Notwithstanding sub-regulation (1), a contractor, licensee, or any other person shall make available the corporate integrity pledge and obligations of that contractor, licensee, or such other person available on their respective website.

Requirement for submitting a corporate integrity pledge performance reporting

10.-(1) A contractor, sub-contractor, licensee, or any such person shall within forty-five (45) days of the beginning of each anniversary year of commencement of petroleum operations submit to the Authority or EWURA as the case may be an annual integrity pledge performance report covering all its projects and activities for the year under review.

(2) Each one-year period, commencing with the one-year period after the commencement date, shall be referred to as a "Reporting Period."

(3) The report required under sub regulation (1) above shall be in a format prescribed by the Authority or EWURA and shall:

- (a) show a detailed description of any systems used to track and respond to requests for information;
- (b) indicate findings and supporting rationale regarding any weaknesses in the systems,

processes, policies, and procedures relating to the reviewed policies and procedures, if any;

- (c) provide recommendations to improve any of the systems, policies, processes, or procedures relating to the reviewed policies and procedures, if any; and
- (d) give a description of the documentation, including policies, reviewed and any personnel interviewed.

(4) A contractor, sub-contractor, licensee, or any other person shall allow an agent or official designated by the Authority or EWURA to access records of the contractor, licensee, or any such person for purposes of assessment and verification of the integrity pledge information reported.

Submission of an Integrity Programme

11. A contractor, subcontractor, licensee, or such other person shall submit to the Authority or EWURA a programme to manage and foster high integrity culture among employees and prevent potential integrity, the programme shall contain the following elements:

- (a) proportionate procedures to prevent potential integrity issues, the procedure shall be are clear, practical, accessible, effectively implemented and enforced;
- (b) top leadership commitment to fight corruption and foster the culture of zero tolerance against all form of bribery and corruption;
- (c) risk assessment on internal and external factors to identify potential integrity issues;
- (d) due diligence in respect of the entities who will perform services for or on behalf of the company in order to mitigate potential integrity issues;
- (e) communication and training to ensure good understanding and effective implementation of anti-corruption and bribery policy; and
- (f) monitoring and review of procedures and integrity programmes for effective

implementation.

Appointment of  
an Independent  
Review  
Organization

12. For the purposes of assessment and verification of the documents, a Contractor, sub-contractor, licensee or such other person shall engage an IRO such as an accounting, auditing, or consulting firm as provided for under the Third Schedule, to perform reviews in assessing and evaluating operation within ninety (90) working days after the effective date as the Authority or EWURA may require.

13. The IRO shall review the systems, processes, policies, procedures, and practices relating to petroleum operations. IRO shall prepare and submit to the Authority or EWURA the reports ascribed in the Forth Schedule hereto.

(b) Board of Directors Compliance Obligations

Board Resolution

14.-(1) The Board or Committee shall be responsible for the review and oversight of matters related to compliance with the petroleum activities requirements, Government requirements, and the obligations of these Regulations.

(2) A contractor, sub-contractor or licensee shall appoint a chief compliance officer who shall-

- (a) be responsible for developing and implementing policies, procedures, and practices designed to ensure compliance with the requirements set forth in these Regulations;
- (b) be a member of senior management of the contractor, sub-contractor, licensee or any other person;
- (c) report directly to the Chief Executive Officer of the contractor, sub-contractor, licensee or any other person;
- (d) make quarterly reports regarding compliance matters directly to the Board of Directors of the contractor, sub-contractor, licensee or any other person at any time; and

(e) be responsible for monitoring the day-to-day compliance activities engaged in by the contractor, sub-contractor, licensee or any other person as well as for any reporting obligations created under these Regulations.

(3) The resolution required in sub regulation (2)(b) above shall, be in the language specified in the Fifth Schedule.

Reporting the changes in the composition

(4) Where the Board or a Committee of the Board is unable to provide such a conclusion in the resolution, the Board or a Committee of the Board shall include in the resolution a written explanation of the reasons why it is unable to provide the conclusion and the steps it is taking to implement an effective compliance programme at the contractor, sub-contractor, licensee or any other person.

(5) A contractor, sub-contractor, licensee or any such person shall report to the Authority or EWURA, in writing, any changes in the composition of the Board or Committee, or any actions or changes that would affect the Board's or the Committee's ability to perform the duties necessary to meet the obligations in these Regulations, within 14 days after such a change.

(c) Control of Corporate Integrity Programmes

Power to review the integrity programmes

15.-(1) The Authority or EWURA shall review the integrity programmes in relation to petroleum operations to satisfy itself on the compliance with corporate integrity pledge requirements.

(2) Upon review of the integrity programmes, within thirty (30) working days from the date of receipt of programmes, the Authority or EWURA shall inform the contractor, licensee, or any other person of the outcome of the assessment or review and may take appropriate action as it may deem necessary.

Assessment of Corporate Integrity Pledge

16.-(1) The Authority or EWURA shall, within sixty (60) working days after receipt of the corporate integrity pledge performance report in terms of

Regulation 10(1), assess and review the corporate integrity pledge performance report to ensure compliance with these Regulations.

(2) For the purposes of assessment and verification of the report, a Contractor and its sub-contractor, licensee, or any other person shall allow an employee or a designated agent of the Authority or EWURA access to their facilities, documents and information as may be required.

Investigations

17. The Authority or EWURA may for the purposes of enforcing these regulations initiate an investigation into an activity of a contractor, sub-contractor, licensee or any other person.

Code of Conduct

18.-(1) A contractors, sub-contractors, licensee or such other person shall develop, implement, and distribute a written Code of Conduct to when the code of conduct applies.

(2) The Code of Conduct shall, at a minimum, set forth:

- (a) the contractor, sub-contractor, licensee or any other person's commitment to full compliance with all best international petroleum practices and the Government requirements;
- (b) the contractor, sub-contractor, licensee or any other person's requirement that all of its covered persons shall be expected to comply with all best international petroleum industry practices and the Government requirements and with the contractors, sub-contractors, licensee or any other person's own Policies and Procedures;
- (c) the requirement that a contractor, sub-contractor, licensee or any other person's covered persons shall report to the Chief Compliance Officer, or other appropriate individual designated by the contractors, sub-contractors, licensee or any other person, suspected violations of any best

international petroleum industry practices or the Government requirements or of the contractors, sub-contractors, licensee or any other person's own policies and procedures; and

- (d) the right of all individuals to use the disclosure programme, and the contractors, sub-contractors, licensee or any other person's commitment to non-retaliation and to maintain, as appropriate, confidentiality and anonymity with respect to such disclosures.

(3) A contractor, sub-contractor, licensee or such other person shall make the promotion of, and adherence to, the Code of Conduct an element in evaluating the performance of all employees.

(4) The contractors, sub-contractors, licensee or any other person shall periodically review the Code of Conduct to determine if revisions are appropriate and shall make any necessary revisions based on such review. Any revised Code of Conduct shall be distributed within thirty (30) working days after any revisions are finalized. Each covered person shall certify, in writing or electronically, that he or she has received, read, understood, and shall abide by the revised Code of Conduct within thirty (30) working days after the distribution of the revised Code of Conduct.

#### PART IV MONITORING AND ENFORCEMENT

##### Monitoring

19. The Authority or EWURA shall monitor the compliance with these regulations through:
- (a) enforcement of the corporate integrity pledge as set forth in the Act and these Regulations; and
  - (b) investigation to determine whether any regulated contractor, sub-contractor, licensee or any such other person has violated the provisions of these Regulations.

Compliance with Corporate Integrity Principles

20. Every, contractor, sub-contractor, licensee or any other person shall, comply with the corporate integrity principles set forth under the Act and these Regulations.

Powers of the Authority or EWURA

21. The Authority or EWURA shall have the following powers:

- (a) to summon any person to submit or provide information that the Authority or EWURA deems necessary in the course of discharging its duties or functions;
- (b) to suspend or revoke any license on grounds of failure to comply with the requirements under these Regulations; and
- (c) to do all things which are necessary or desirable to give effects of the provisions of these regulations.

Policies and Procedures

22.-(1) The contractor, sub-contractor, licensee or any other person shall implement written policies and procedures regarding the operation of its compliance programme which include certain compliance program requirements outlined in these Regulations, and the contractor, sub-contractor, licensee or any other person's compliance with best international petroleum industry practices and the Government requirements.

(2) Within one hundred and twenty (120) working days after the effective date, the policies and procedures shall be made available to all covered persons whose job functions relate to these policies and procedures. Appropriate and knowledgeable staff shall be available to explain the policies and procedures.

(3) A contractor, sub-contractor, licensee or any other person shall, on an annual basis, assess and update, as necessary, the policies and procedures.

(2) New covered persons shall receive the general training described above within thirty (30) working days after becoming a covered person or within ninety (90) working days after the effective date, whichever is later. After receiving the initial general training described above, each covered person shall receive at least a one hour of

general training in each subsequent reporting period.

(3) Within ninety (90) working days after the effective date, each relevant covered person engaged in petroleum activities shall receive at least three (3) hours of specific training applicable to their specific job functions in addition to the general training required above.

(4) Within ninety (90) working days after the effective date, the contractor, sub-contractor, licensee or any other person shall provide at least one hour of training to each member of the Board of Directors, in addition to the general training. This training shall address the responsibilities of board members and corporate governance.

(5) New members of the Board of Directors shall receive the Board Member training described above within thirty (30) working days after becoming a member or within ninety (90) working days after the effective date, whichever is later.

#### PART V

#### BREACH AND DEFAULT PROVISIONS

Penalties for  
Failure to  
Comply with  
Certain  
Obligations

24.-(1) The contractor, sub-contractor, licensee, or any other person who fails to comply with these Regulations shall be liable to the following penalties:

- (a) a Penalty of Tanzania shillings five million, which shall begin to accrue on the day after the date the obligation became due for each day the contractor, sub-contractor, licensee or any other person fails to establish and implement any of prescribed obligations in these Regulations;
- (b) a Penalty of Tanzania shillings five million, which shall begin to accrue on the day after the date the obligation became due) for each day the contractor, sub-contractor, licensee or any other person fails to submit the implementation report or any annual reports to the Authority or EWURA by the deadlines for submission;
- (c) a Penalty of Tanzania shillings five million,

which shall begin to accrue on the day after the date the obligation became due for each day the contractor, sub-contractor, licensee or any other person fails to submit any IRO Review Report;

- (d) a Penalty of Tanzania shilling three million for each day the contractor, sub-contractor, licensee or any other person fails to grant access as required. This Stipulated Penalty shall begin to accrue on the date the contractor, sub-contractor, licensee or any other person fails to grant access;
- (e) a Penalty of Tanzania shillings ten million for each false certification submitted by or on behalf of the contractor, sub-contractor, licensee or any other person as part of its Implementation Report, Annual Report, additional documentation to a report as requested by the Authority or EWURA, or otherwise required by these Regulations; and
- (f) A Penalty of Tanzania shillings two million, for each day the contractor, sub-contractor, licensee or any other person fails to comply fully and adequately with any obligation of these Regulations. The Authority or EWURA shall provide notice to the contractor, sub-contractor, licensee or any other person stating the specific grounds for its determination that the contractor, sub-contractor, licensee or any other person has failed to comply fully and adequately with the Regulations obligation(s) at issue and steps the contractor, sub-contractor, licensee or any other person shall take to comply with the Regulations. This Stipulated Penalty shall begin to accrue ten (14) working days after the contractor, sub-contractor, licensee or any other person receives this notice from the Authority or EWURA of the failure to comply.

General Penalties

25.-(1) Any person who contravenes the provisions of these regulations or fails to do any act where no specific penalty is prescribed, commits an offence and shall be liable for a fine not less than Tanzania shillings ten million.

(2) A contractor, sub-contractor, licensee, or any other person who fails to:

- (a) communicate integrity pledge policies, procedures and obligations to any person engaged by that contractor, licensee, or any other person to perform an aspect of petroleum activity in contravention of Regulation (9)(1)(a);
- (b) carries out petroleum activities without signing an integrity pledge in contravention of Regulation (8)(1);
- (c) monitor and ensure compliance with corporate integrity pledge and obligations in contravention of Regulation (9)(1)(b); or
- (d) submit to the Authority or EWURA an annual integrity pledge performance report covering all its projects and activities for the year under review in contravention of Regulation (10)(1);

commits an offence and is liable to pay to the Authority or EWURA a penalty of one hundred million shillings in the first instance and a further penalty of five percent of the penalty for each day that the contravention of the regulation continues.

(3) Any person who fails to comply with integrity pledge shall breach the conditions of licence or permission to engage in the regulated activity and such licence or permission shall be deemed to have been withdrawn or cancelled and the Government shall exercise the right of takeover facilities provided for under the Act.

FIRST SCHEDULE

ANTI-BRIBERY CHECKLIST

(Made under Regulation 7)

POLICY		Yes	No	Partly
1	Is there a formal up-to-date published policy of zero tolerance of bribery?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Is there a public commitment to be consistent with all relevant anti-bribery laws in all the jurisdictions in which your company operates?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Have you made a commitment to implement an anti-bribery Programme <sup>1</sup> ?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

IMPLEMENTATION		Yes	No	Partly	
4	Do you carry out regular risk assessment to determine the risks of bribery and tailor the Programme to mitigate these risks?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
5	Does your Programme have detailed policies, procedures and controls for:	a) Political contributions?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
		b) Charitable donations and sponsorships?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
		c) Facilitation payments?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
		d) Gifts, hospitality and travel expenses?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<sup>1</sup> The whole of an enterprise's anti-bribery efforts including values, code of conduct, detailed policies and procedures, risk management, internal and external communication, training and guidance, internal controls, oversight, monitoring and assurance.

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6	Does your leadership assign unambiguous responsibility and authority to managers for carrying out the Programme?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
7	Is the Programme implemented in all business entities over which your company has effective control?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
8	Do you encourage an equivalent Programme in business entities in which your company has a significant investment or with which it has significant business relationships?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
9	Is the Programme communicated to:	a) All employees?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
		b) Business partners?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
		c) Other stakeholders?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	Do your human resources practices <sup>2</sup> reflect your company's commitment to the Programme?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
11	Is tailored training provided to:	a) All Directors, managers, employees and agents?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
		b) Key high risk third parties including other intermediaries, contractors and suppliers?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12	Does your company provide secure and accessible channels through which employees and others can obtain advice or raise concerns ('whistleblowing') without risk of reprisal?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
13	Is the whistleblowing policy being communicated adequately to external parties and authorities?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
14	Are there internal controls to counter bribery comprising financial and organisational checks over accounting and record keeping practices and related business procedures?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
15	Are there procedures/mechanisms which require employees to declare any personal interest in any significant business decisions?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
16	Does your company include an anti-corruption clause in procurement/tender contracts?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
17	Does your company require senior management to declare their assets?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

<sup>2</sup> Including, those for recruitment, training, performance evaluation, remuneration, recognition and promotion.

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MONITORING AND REVIEW		Yes	No	Partly
18	Have you performed a review to ensure that your company is compliant with anti-corruption legislation in Tanzania and countries where you operate?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19	Are the internal control systems, in particular the accounting and record keeping practices, subjected to regular review and audit?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20	Do you have procedures in place to deal with any incidents of bribery?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21	Do your senior management periodically review the programme's suitability and effectiveness and implement improvements?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
22	Does the Audit Committee, Board or equivalent body make a regular independent assessment of the adequacy of the Programme?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
23	Does your company publicly disclose information about its programme and its implementation?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
24	Do you carry out external assurance of the Programme and is the opinion statement published publicly?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SECOND SCHEDULE

CORPORATE INTEGRITY PLEDGE

(Made under Regulation 8(1))

1. We ..... do believe that, unethical business practices and corruption have been the biggest impediments to sustainable economic growth and prosperity in Tanzania and has been eroding public confidence in the Government and its institutions ability to serve its citizen fairly;
2. As a company involved in petroleum activities in Tanzania, we acknowledge our responsibility to ensure good governance because it is necessary for continued growth and business sustainability. We also acknowledge the importance of conducting our business with the highest standards of transparency, ethics and integrity;
3. While the Government and Prevention and Combating of Corruption Bureau (PCCB) has its own initiatives for reducing corruption and other unethical practices, we realize that those initiatives cannot succeed without individual and collective commitment from business community to level the playing field and to build integrity in the business environment.

4. In view of the foregoing, we pledge the following:
  - (a) not, through any of its employees, representatives or agents, to involve in any form of bribery, corruption whether direct or indirect or unethical behavior in whatever form;
  - (b) to clearly communicate with all employees and business partners about stance on fighting all forms of bribe, corruption and other unethical behavior in whatever form;
  - (c) to maintain and share with our employees the code of conduct which will be a guide in executing our daily business operations in order to comply with high ethical standards of conduct and anti-corruption laws;
  - (d) to conduct regular training on anti-bribery and anti-corruption to our employees and business partners in order to ensure that they are updated and knowledgeable of the Company's policy in implementing this pledge;
  - (e) to conduct integrity risk assessment that will help to identify corruption risks inherent in business operations and apply effective measures;
  - (f) to maintain appropriate financial reporting mechanisms that are accurate and transparent;
  - (g) to enter into integrity pacts with business partners and government agencies when dealing with procedures related to the bidding and procurement of supplies, materials, equipment, and construction;
  - (h) to maintain channels by which employees and other stakeholders can raise ethical concerns and report suspicious circumstances in confidence without risk of reprisal, and a designated officer will be tasked with investigating all reports received and taking appropriate action;
  - (i) to refrain from engaging in business with parties who have demonstrated unethical business practices;
  - (j) not to engage in any arrangements that undermines or is prejudicial to the national security; and
  - (k) to maintain a proper insurance cover against losses, injuries or damage to environmental, communities, individual and properties that may be occasioned in the course of carrying business.
  
5. To ensure collective action in preventing any unethical and corrupt behavior and the highest standards of ethics, integrity and transparent in business transactions in Tanzania, we commit to:
  - (a) support a nationwide initiative intended to create fair market conditions, transparency in business transactions, and ensure good corporate governance;
  - (b) participate in roundtable discussions, meetings, and forum to identify the key concerns and current problems affecting the private sectors related to integrity and transparency in business transactions;
  - (c) share the international best practices, tools and concepts which are intended to be used by all participating entities to achieve the goals of the nationwide integrity behavior initiative;
  - (d) participate in the creation of key measures and control activities intended to ensure transparency, integrity and ethical business practice;
  - (e) support the development of an audit and certification program (including a training program for advisers and auditors) that will offer a toolbox for enterprises to introduce and implement ethical practices in their business processes; and institutionalize the whole process to promote sustainability of the integrity initiative.

Petroleum (Corporate Integrity Pledge)

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6. To confirm our commitment to this pledge, we hereby commit ourselves as a company and individuals to be bound in all aspects by this integrity pledge and shall be responsible for all the consequences which may result to non-compliance to this pledge.

7. To fight any form of corruption practices whereby zero tolerance action will be taken against any employee, staff or other person involved in corruption in relation to the business, regardless of position and status;

8. To report any corrupt or unethical practices that occur in the business place to the appropriate Authority;

9. We shall also ensure that our employees and agents comply with this pledge and in any event of non-compliance we commit ourselves to be responsible for their action.

Signed by ..... for and on behalf of  
..... this ..... day  
of .....

Signature .....  
Designation:.....

Witness  
Name:.....  
Signature:.....  
Designation:.....

THIRD SCHEDULE

REQUIREMENTS OF AN INDEPENDENT REVIEW ORGANIZATION

(Made under Regulation 12)

A. IRO Engagement

1. The contractor, subcontractor, licensee or any other person shall engage an Independent Review Organization (IRO) that possesses the qualifications set forth in Paragraph B, below, to perform the responsibilities in Paragraph C, below. The IRO shall conduct its reviews in a professionally independent and objective fashion, as set forth in Paragraph D. Within thirty (30) working days after the Authority or EWURA receives the information identified in Regulation 12 or any additional information submitted by the contractor, subcontractor, licensee or any other person in response to a request by the Authority or EWURA, whichever is later, the Authority or EWURA will notify the contractor, subcontractor, licensee or any other person if the IRO is unacceptable. Absent notification from the Authority or EWURA that the IRO is unacceptable, the contractor, subcontractor, licensee or any other person may continue to engage the IRO.

2. If the contractor, subcontractor, licensee or any other person engages a new IRO during the term of the licence, this IRO shall also meet the requirements of this Schedule. If a new IRO is engaged, the contractor, subcontractor, licensee or any other person shall submit the information identified in Regulation 12 to the Authority or EWURA within thirty (30) working days of engagement of the IRO. Within thirty (30) working days after the Authority or EWURA receives this information or any additional information submitted by the contractor, subcontractor, licensee or any other person at the request of the Authority or EWURA whichever is later, the Authority or EWURA will notify the contractor, subcontractor, licensee or any other person if the IRO is unacceptable. Absent notification from the Authority or EWURA that the IRO is unacceptable, the contractor, subcontractor, licensee or any other person may continue to engage the IRO.

B. IRO Qualifications

3. The IRO shall:

- (a) assign individuals to conduct the IRO Reviews who have expertise in all applicable best international petroleum industry practices. The assigned individuals also shall be knowledgeable about the general requirements of best international petroleum industry practices;
- (b) assign individuals to design and select samples for the Transactions Reviews who are knowledgeable about the appropriate statistical sampling techniques; and
- (c) have sufficient staff and resources to conduct the reviews required by the Regulations on a timely basis.

C. IRO Responsibilities

4. The IRO shall:

- (a) perform each IRO Review in accordance with the specific requirements of the Regulations;
- (b) follow all applicable best international petroleum industry practices in making assessments in each IRO Review;
- (c) if in doubt of the application of a particular best international petroleum industry practices, policy, or regulation, request clarification from the appropriate authority (PURA or EWURA);
- (d) respond to all the Authority or EWURA inquires in a prompt, objective, and factual manner; and
- (e) prepare timely, clear, well-written reports that include all the information required by the Fourth Schedule.

D. IRO Independence and Objectivity

5. The IRO must perform the IRO Review in a professionally independent and objective fashion, as appropriate to the nature of the engagement, taking into account any other business relationships or engagements that may exist between the IRO and the contractor, subcontractor, licensee or any other person.

E. IRO Removal or Termination

6. If the contractor, subcontractor, licensee or any other person terminates its IRO or if the IRO withdraws from the engagement during the term of the licence, the contractor, subcontractor, licensee or any other person must submit a notice explaining its reasons for termination or the reason for withdrawal to OIG no later than thirty (30) working days after termination or withdrawal. The contractor, subcontractor, licensee or any other person must engage a new IRO in accordance with Paragraph A of this Schedule and within sixty (60) working days of termination or withdrawal of the prior IRO or at least sixty (60) working days prior to the end of the current Reporting Period, whichever is earlier.

7. In the event the Authority or EWURA has reason to believe that the IRO does not possess the qualifications described in Paragraph B, is not independent and/or objective as set forth in Paragraph D, or has failed to carry out its responsibilities as described in Paragraph C, the Authority or EWURA may, at its sole discretion, require the contractor, subcontractor, licensee or any other person to engage a new IRO in accordance with Paragraph A of this Schedule. The contractor, subcontractor, licensee or any other person must engage a new IRO within sixty (60) working days of termination of the prior IRO or at least sixty (60) working days prior to the end of the current Reporting Period, whichever is earlier.

8. Prior to requiring the contractor, subcontractor, licensee or any other person to engage a new IRO, the Authority or EWURA shall notify the contractor, subcontractor, licensee or any other person of its intent to do so and provide a written explanation of why the Authority or EWURA believes such a step is necessary. To resolve any concerns raised by the Authority or EWURA, the contractor, subcontractor, licensee or any other person may present additional

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information regarding the IRO's qualifications, independence, or performance of its responsibilities. The Authority or EWURA will attempt in good faith to resolve any differences regarding the IRO with the contractor, subcontractor, licensee or any other person prior to requiring the contractor, subcontractor, licensee or any other person to terminate the IRO. However, the final determination as to whether or not to require the contractor, subcontractor, licensee or any other person to engage a new IRO shall be made at the sole discretion of the Authority or EWURA.

FOURTH SCHEDULE

REPORT BY AN INDEPENDENT REVIEW ORGANISATION

(Made under Regulation 13)

I. Petroleum Activities Related Review, General Description

As specified more fully below, the contractor, sub-contractor, licensee or any other person shall retain an Independent Review Organization (IRO) to perform reviews to assist the contractor, sub-contractor, licensee or any other person in assessing and evaluating its systems, processes, policies, procedures, and practices related to the contractor, sub-contractor, licensee or any other person's petroleum activities review (IRO Review). The IRO Review shall consist of two components - a systems review (Systems Review) and a transactions review (Transactions Review) as described more fully below. The contractor, sub-contractor, licensee or any other person may engage, at its discretion, a single IRO to perform both components of the IRO Review provided that the entity has the necessary expertise and capabilities to perform both.

If there are no material changes in the contractor, sub-contractor, licensee or any other person's systems, processes, policies, and procedures relating to applicable best international petroleum industry practices, the IRO shall perform the Systems Review for the first and fourth Reporting Periods. If the contractor, sub-contractor, licensee or any other person materially changes its systems, processes, policies, and procedures relating to applicable best international petroleum industry practices, the IRO shall perform a Systems Review for the Reporting Period(s) in which such changes were made in addition to conducting the Review for the first and fourth Reporting Periods. The additional Systems Review(s) shall consist of:

- (1) an identification of the material changes;
- (2) an assessment of whether other systems, processes, policies, and procedures previously reported did not materially change; and
- (3) a review of the systems, processes, policies, and procedures that materially changed.

The IRO shall conduct the Transactions Review for each Reporting Period of the licence.

II. IRO Systems Review

A. Description of Reviewed Policies and Procedures

The Systems Review shall be a review of the contractor, sub-contractor, licensee or any other person's systems, processes, policies, and procedures (including the controls on those systems, processes, policies, and procedures) relating to certain best international petroleum practices. Where practical, the contractor, sub-contractor, licensee or any other person personnel may compile documentation, schedule and organize interviews, and undertake other efforts to assist the IRO in performing the Systems Review. The IRO is not required to undertake a de novo review of the information gathered or activities undertaken by the contractor, sub-contractor, licensee or any other person pursuant to the preceding sentence.

Specifically, the IRO shall review the contractor, sub-contractor, licensee or any other person's systems, processes, policies, and procedures associated with the following (hereafter "Reviewed Policies and Procedures"):

- (1) the contractor, sub-contractor, licensee or any other person's systems, policies, processes, and procedures applicable to the manner in which the contractor, sub-contractor, licensee or any other person sales representatives handle and submit requests or inquiries for information about the uses of best international

petroleum industry practices and the dissemination of materials relating to off-label uses of the contractor, sub-contractor, licensee or any other person. This review shall include:

- (a) the manner in which the contractor, sub-contractor, licensee or any other person sales representatives handle and submit or generate requests for information about off-label uses of best international petroleum industry practices;
  - (b) the manner in which personnel handle and respond to requests for information about off-label uses of best international petroleum industry practices (including tracking the requests and using the materials provided in response to the request);
  - (c) the form and content of information and materials related to best international petroleum industry practices that are disseminated to personnel by the contractor, sub-contractor, licensee or any other person;
  - (d) the contractor, sub-contractor, licensee or any other person's systems, processes, and procedures (including the inquiries database) used to track requests for information about off-label uses of best international petroleum industry practices and responses to those requests;
  - (e) the manner in which the contractor, sub-contractor, licensee or any other person collects and supports information reported in any systems used to track and respond to requests for product information, including the inquiries database;
  - (f) the processes and procedures by which the contractor, sub-contractor, licensee or any other person's compliance department or their designees monitor and identify situations in which it appears that improper off-label promotion may have occurred; and
  - (g) the contractor, sub-contractor, licensee or any other person's processes and procedures for investigating, documenting, resolving, and taking appropriate disciplinary action for potential situations involving improper promotion;
- (2) the contractor, sub-contractor, licensee or any other person's systems, processes, policies and procedures applicable to the manner and circumstances under which personnel from the petroleum industry interact with or participate in meetings and the role of the petroleum personnel at such meetings or events, including the manner in which the petroleum personnel handle responses to unsolicited requests about off-label indications of best international petroleum industry practices. This review shall include any internal monitoring plan designed to monitor the activities of petroleum personnel;
  - (3) the contractor, sub-contractor, licensee or any other person's systems, policies, processes, and procedures relating to the contractor, sub-contractor, licensee or any other person. Internal review and approval of information and materials related to the best international petroleum industry practices that are disseminated to the public by the contractor, sub-contractor, licensee or any other person;
  - (4) the contractor, sub-contractor, licensee or any other person's systems, processes, policies, and procedures relating to incentive compensation (including through salaries, bonuses, or contests) for relevant covered persons who are sales representatives, with regard to whether the systems, policies, processes, and procedures are designed to ensure that financial incentives do not

inappropriately motivate such individuals to engage in the improper promotion, sales, and marketing of the contractor, sub-contractor, licensee or any other person's best international petroleum industry practices. This shall include a review of the bases upon which compensation is determined and the extent to which compensation is based on product performance. To the extent that the contractor, sub-contractor, licensee or any other person establishes different methods of compensation for different best international petroleum industry practices, the IRO shall review each type of compensation arrangement separately;

- (5) the contractor, sub-contractor, licensee or any other person's systems, processes, policies, and procedures relating to the development, implementation, and review of call plans. This shall include a review of the bases upon which the public belonging to specified petroleum specialties are included in, or excluded from, the call plans based on, among other factors, expected utilization of best international petroleum industry practices;
- (6) the contractor, sub-contractor, licensee or any other person's systems, processes, policies, and procedures relating to the development, implementation, and review of petroleum plans. This shall include a review of the bases upon, and circumstances under, which the public belonging to specified petroleum specialties may receive samples from the contractor, sub-contractor, licensee or any other person;
- (7) the contractor, sub-contractor, licensee or any other person's systems (including any centralized electronic system), processes, policies, and procedures relating to speaker programs, speaker training programs, and all events and expenses relating to such engagements or arrangements;
- (8) the contractor, sub-contractor, licensee or any other person's systems, processes, policies, and procedures relating to non-speaker related consultant or other fee-for-service arrangements entered into with the public (including, but not limited to, presentations, consultant task force meetings, advisory boards, preceptorships, mentorships (if any), and ad hoc advisory activities, and any other financial engagement or arrangement with the public) and all events and expenses relating to such engagements or arrangements; and
- (9) the contractor, sub-contractor, licensee or any other person's systems, processes, policies and procedures relating to the submission of information about any best international petroleum industry practices to any compendia or other published source of information used in connection with the determination of coverage by a best international petroleum industry practices ("Compendia"). This includes any initial submission of information to any Compendia and the submission of any additional, updated, supplemental, or changed information, any changes based on the contractor, sub-contractor, licensee or any other person's discovery of erroneous or scientifically unsound information or data associated with the information in the Compendia.) The review shall also assess the contractor, sub-contractor, licensee or any other person's processes relating to its annual review

of all arrangement, processing fees, or other payments or financial support (if any) provided by the company to any Compendia.

B. IRO Systems Review Report

The IRO shall prepare a report based upon each Systems Review. For each of the Reviewed Policies and Procedures identified in Section II(A) above, the report shall include the following items:

- (1) a description of the documentation (including policies) reviewed and any personnel interviewed;
- (2) a detailed description of the contractor, sub-contractor, licensee or any other person's systems, policies, processes, and procedures relating to the items identified in Sections II(A)(1)-(9) above, including a general description of the contractor, sub-contractor, licensee or any other person's control and accountability systems ~ documentation and approval requirements, and tracking mechanisms) and written policies regarding the Reviewed Policies and Procedures;
- (3) a description of the manner in which the control and accountability systems and the written policies relating to the items identified in Sections II(A)(1)-(9) above are made known or disseminated within the contractor, sub-contractor, licensee or any other person;
- (4) a detailed description of any system(s) used to track and respond to requests for information about the contractor, sub-contractor, licensee or any other person's best international petroleum industry practices (including the Inquiries Database);
- (5) a detailed description of the contractor, sub-contractor, licensee or any other person's incentive compensation system for relevant covered persons who are sales representatives, including a description of the bases upon which compensation is determined and the extent to which compensation is based on product performance. To the extent that the contractor, sub-contractor, licensee or any other person may establish compensation differently for individual products, the IRO shall report separately on each such type of compensation arrangement;
- (6) findings and supporting rationale regarding any weaknesses in the contractor, sub-contractor, licensee or any other person's systems, processes, policies, and procedures relating to the reviewed policies and procedures, if any; and
- (7) recommendations to improve any of the systems, policies, processes, or procedures relating to the reviewed policies and procedures, if any.

III. IRO Transaction Review

As described more fully below in Sections III(A)-(D), the Transactions Review shall include:

- (1) a review of a sample of inquiries reflected in the Inquiries Database;
- (2) a review of the contractor, sub-contractor, licensee or any other person's Call Plans and the contractor, sub-contractor, licensee or any other person's Call Plan review process; and
- (3) a review of sampling events as defined below in Section III(C) and the contractor, sub-contractor, licensee or any other person's sample distribution plan review process. The IRO shall report on all aspects of its reviews in the Transactions Review Reports.

A. Review of Inquiries and Inquiries Database

(1) Description of Inquiries Database

The contractor, sub-contractor, licensee or any other person shall establish a database (Inquiries Database) to track information relating to all requests for information received by the contractor, sub-contractor, licensee or any other person about its best international petroleum practices (Inquiries). The contractor, sub-contractor, licensee or any other person shall record in the Inquiries Database the following information for each Inquiry received:

- (a) date of Inquiry;
- (b) form of Inquiry (e.g. fax, phone, petroleum information request form);
- (c) name of requesting public, managed markets customer;
- (d) nature and topic of request including exact language of the Inquiry if made in writing;
- (e) the nature/form of the response from the contractor, sub-contractor, licensee or any other person (including a record of any materials provided in response to the request); and
- (f) the name of the contractor, sub-contractor, licensee or any other person's representative who called upon (if known).

(2) Internal Review of Inquiries Database

On a semi-annual basis, the Chief Compliance Officer or designee shall review the Inquiries Database and related information, as appropriate, and shall generate a report summarizing the items of information outlined in Section III(A)(1) above for each Inquiry received during the preceding two quarters (Inquiry Report). The Chief Compliance Officer or designee shall review the Inquiry Reports to assess whether the information contained in the report suggests that improper off-label promotion may have occurred in connection with any Inquiry. If the Chief Compliance Officer or designee, in consultation with other appropriate the contractor, sub-contractor, licensee or any other person's personnel, suspects that improper off-label promotion may have occurred in connection with any Inquiry, the Chief Compliance Officer or designee shall undertake a follow-up review of the Inquiry (Off-Label Review), make specific findings based on his/her Off-Label Review, and take all appropriate responsive action (including disciplinary action of the Covered Person and reporting of the conduct, including disclosing Reportable Events (if applicable).

(3) IRO Review of Inquiries Reflected in Inquiries Database

The IRO shall select and review a random sample of 50 Inquiries from among the Inquiries reflected in the Inquiries Database for each Reporting Period. Forty of the Inquiries reviewed by the IRO shall be Inquiries for which the contractor, sub-contractor, licensee or any other person conducted an Off-Label Review, and the other ten (10) shall be Inquiries for which the contractor, sub-contractor, licensee or any other person did not conduct an Off-Label Review. If the contractor, sub-contractor, licensee or any other person conducted an Off-Label Review on fewer than forty (40) Inquiries, additional Inquiries may be selected for which an Off-Label Review was not conducted to reach a total of fifty (50) Inquiries. For each Inquiry reviewed, the IRO shall determine:

- (a) whether each item of information listed above in Section III(A)(1) is reflected in the Inquiries Database for each reviewed Inquiry; and
- (b) for each Inquiry for which the Chief Compliance Officer or designee conducted an Off-Label Review, the basis for suspecting that improper off-label promotion may have occurred; the steps undertaken as part of the Off-Label Review; the findings of the Chief Compliance Officer or designee as a result of the Off-Label Review; and any follow-up actions taken by the contractor, sub-contractor, licensee or any other person based on the Off-Label Review findings.

B. IRO Review of the contractor, sub-contractor, licensee or any other person's Call Plans and Call Plan Review Process

The contractor, sub-contractor, licensee or any other person maintains Call Plan Master Data Files. These files contain lists of individuals from which the contractor, sub-contractor, licensee or any other person prepares call plans for individual sales representatives. These Call Plan Master Data Files shall hereinafter be called "Call Plans."

IRO shall conduct a review and assessment of the contractor, sub-contractor, licensee or any other person's review of its Call Plans. The contractor, sub-contractor, licensee or any other person shall provide the IRO with:

- (i) a list of best international petroleum industry practices promoted by the contractor, sub-contractor, licensee or any other person during the Reporting Period;
- (ii) information about the approved uses for each the contractor, sub-contractor, licensee or any other person; and
- (iii) the Call Plans for each best international petroleum industry practices.

The contractor, sub-contractor, licensee or any other person shall also provide the IRO with information about the reviews of Call Plans that the contractor, sub-contractor, licensee or any other person conducted during the Reporting Period and any modifications to the Call Plans made as a result of the contractor, sub-contractor, licensee or any other person's reviews.

For each Call Plan, the IRO shall select a sample of fifty (50) individuals included on each Call Plan. For each Call Plan, the IRO shall compare the sampled individuals against the criteria (petroleum specialty or practice area) used by the contractor, sub-contractor, licensee or any other person in conducting its review and/or modification of the Call Plan in order to determine whether the contractor, sub-contractor, licensee or any other person followed its criteria and Policies and Procedures in reviewing and modifying the Call Plan.

The IRO shall note any instances in which it appears that the sampled individuals on a particular Call Plan are inconsistent with the contractor, sub-contractor, licensee or any other person's criteria relating to the Call Plan and/or the contractor, sub-contractor, licensee or any other person's Policies and Procedures. The IRO shall also note any instances in which it appears that the contractor, sub-contractor, licensee or any other person failed to follow its criteria or Policies and Procedures.

- C. IRO Review of the Distribution of Samples of the contractor, sub-contractor, licensee or any other person's best international petroleum industry practices

The IRO shall conduct a review and assessment of the distribution of samples of the contractor, sub-contractor, licensee or any other person to public. The contractor, sub-contractor, licensee or any other person shall provide the IRO with:

- (i) a list of best international petroleum industry practices for which the contractor, sub-contractor, licensee or any other person distributed samples during the Reporting Period;
- (ii) information about the approved uses for each the contractor, sub-contractor, licensee or any other person best international petroleum industry practices; and
- (iii) information about the contractor, sub-contractor, licensee or any other person's policies and procedures relating to the distribution of samples of each type of product. The contractor, sub-contractor, licensee or any other person shall also provide the IRO with information about the reviews of plans that the contractor, sub-contractor, licensee or any other person conducted during the Reporting Period and any modifications to the plans made as a result of the contractor, sub-contractor, licensee or any other person's reviews.

- D. Related Transactions Review Report

For each Reporting Period, the IRO shall prepare a report based on its Transactions Review. The report shall include the following:

- (1) General Elements to be included in Report
  - (a) Review Objectives: A clear statement of the objectives intended to be achieved by each part of the review;
  - (b) Review Protocol: A detailed narrative description of the procedures performed and a description of the sampling unit and universe utilized in performing the procedures for each sample reviewed; and
  - (c) Sources of Data: A full description of documentation and other information, if applicable, relied upon by the IRO in performing the Transactions Review.
- (2) Results to be included in Report

The following results shall be included in each Transactions Review Report: (Relating to the Review of Inquiries)

  - (a) in connection with the review of Inquiries, a description of each type of sample unit reviewed, including the number of each type of sample units reviewed (the number of Inquiries) and an identification of the types of documents and information reviewed for the Inquiries;
  - (b) for each Inquiry sample unit, the IRO shall summarize the information about the Inquiry contained in the Inquiries Database;
  - (c) for each Inquiry sample unit, findings and supporting rationale as to whether:
    - (i) each item of information listed in Section III(A)(I) is reflected in the Inquiries Database; and
    - (ii) for each Inquiry for which an Off-Label Review was conducted, the basis for suspecting that improper off-label promotion may have occurred; the steps undertaken as part of the Off-Label Review; the findings of the Chief Compliance Officer or designee as a result of the Off-Label Review; and any follow-up actions taken by the contractor, sub-contractor,

- licensee or any other person as a result of the Chief Compliance Officer's findings;
- (d) the findings and supporting rationale regarding any weaknesses in the contractor, sub-contractor, licensee or any other person's systems, processes, policies, procedures, and practices relating to the Inquiries, and the Inquiries Database, if any;
  - (e) recommendations for improvement in the contractor, sub-contractor, licensee or any other person's systems, processes, policies, procedures, and practices relating to the Inquiries and the Inquiries Database, if any (Relating to the Call Plan Reviews);
  - (f) a list of the best international petroleum industry practices promoted by the contractor, sub-contractor, licensee or any other person during the Reporting Period and a summary of the approved uses for such products;
  - (g) for each the contractor, sub-contractor, licensee or any other person international petroleum industry practices:
    - (i) a description of the criteria used by the contractor, sub-contractor, licensee or any other person in developing or reviewing the Call Plans and for including or excluding specified types of individuals from the Call Plans;
    - (ii) a description of the review conducted by the contractor, sub-contractor, licensee or any other person of the Call Plans and an indication of whether the contractor, sub-contractor, licensee or any other person reviewed the Call Plans;
    - (iii) a description of all instances for each Call Plan in which it appears that the individuals included on the Call Plan are inconsistent with the contractor, sub-contractor, licensee or any other person's criteria relating to the Call Plan and/or the contractor, sub-contractor, licensee or any other person's Policies and Procedures; and
    - (iv) a description of all instances in which it appears that the contractor, sub-contractor, licensee or any other person failed to follow its criteria or Policies and Procedures relating to Call Plans or the review of the Call Plans;
  - (h) the findings and supporting rationale regarding any weaknesses in the contractor, sub-contractor, licensee or any other person's systems, processes, policies, procedures, and practices relating to the contractor, sub-contractor, licensee or any other person's Call Plans or the review of the Call Plans, if any;
  - (i) recommendations, if any, for changes in the contractor, sub-contractor, licensee or any other person's systems, processes, policies, procedures, and practices that would correct or address any weaknesses or deficiencies uncovered during the Transactions Review with respect to Call Plans or the review of the Call Plans (Relating to the Sampling Event Reviews);
  - (j) for each the contractor, sub-contractor, licensee or any other person best international petroleum industry practices for which samples were distributed during the Reporting Period:
    - (i) a description of the sample distribution plan (including whether sales representatives may provide samples of the best international petroleum industry practices and, if so, to individuals of which the petroleum specialty practice a sales representative may provide samples);

- (ii) a description of the review conducted by the contractor, sub-contractor, licensee or any other person of the sample distribution plans and an indication of whether the contractor, sub-contractor, licensee or any other person reviewed the sample distribution plans;
  - (iii) a detailed description of any instances in which it appears that the petroleum specialty that received a sample during a sampling event were not consistent with the uses of the best international petroleum industry practices approved by the Authority. This description shall include a description of the process followed by the contractor, sub-contractor, licensee or any other person in determining that it was appropriate to provide a sample to such individual and the basis for such determination; and
  - (iv) a detailed description of any instances in which it appears that the contractor, sub-contractor, licensee or any other person failed to follow its Sample Distribution Plan for the best international petroleum industry practices provided during the Sampling Event;
- (k) the findings and supporting rationale regarding any weaknesses in the contractor, sub-contractor, licensee or any other person's systems, processes, policies, procedures, and practices relating to the distribution of samples of the contractor, sub-contractor, licensee or any other person best international petroleum industry practices, if any; and
- (l) recommendations, if any, for changes in the contractor, sub-contractor, licensee or any other person's systems, processes, policies, procedures, and practices that would correct or address any weaknesses or deficiencies uncovered during the Transactions Review with respect to the distribution of samples.

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FIFTH SCHEDULE  
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WORDING OF THE BOARD RESOLUTION  
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(Made under Regulation 14)  
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"The Board of Directors [or a Committee of the Board of Directors] has made a reasonable inquiry into the operations of contractor, sub-contractor, licensee, or any other person's compliance programme, including but not limited to evaluating its effectiveness and receiving updates about the performance and activities of the Chief Compliance Officer and other compliance personnel for the time period [insert time period]. Based on these steps, the Board [or a Committee of the Board of Directors] has concluded that, to the best of its knowledge, contractor, sub-contractor, licensee, or any other person has implemented an effective compliance programme to meet the best international petroleum industry practices requirements, the Government requirements, and the obligations of the corporate integrity programme."

Dodoma,  
22<sup>nd</sup> October, 2019

MEDARD M. KALEMANI  
Minister for Energy