



Certification of Compliance with Anti-Corruption Laws

_____ (“Provider”), on behalf of itself, its affiliates, subsidiaries, agents, representatives, employees, subcontractors, and consultants (collectively for this certification, “Provider”) certifies that it has been made aware of, and understands that, ADTRAN, is subject to anti-corruption laws, including but not limited to the United States Foreign Corrupt Practices Act, the United Kingdom Bribery Act, and Canada’s Corruption of Foreign Public Officials Acts (collectively, “Anti-corruption Laws”), and hereby agrees that Provider will, at all times, conduct itself according to the highest standard of business ethics, that it will comply with the Anti-corruption Laws and covenants that it has not and will not violate such Anti-corruption Laws or the laws of any other country in relation to the performance of any aspect of each and every agreement entered into with ADTRAN, its subsidiaries, affiliates, agents, and representatives (collectively “ADTRAN”). Without limiting the foregoing, Provider certifies that neither it nor its agents, representatives, consultants, and employees will directly or indirectly, make any offer, payment, or promise to pay; authorize payment of; or offer a gift, promise to give, or authorize the giving of anything of value for the purpose of influencing any act or decision of any official of any foreign government, the United States Government or any political party, or any other person or entity or inducing such a person to use his or her influence to affect any such government act or decision in order to assist ADTRAN or Provider in obtaining, retaining, or directing any such business. Provider certifies that its principals, directors, officers, agents, representatives, employees, consultants, and subcontractors who have been or will be associated with ADTRAN product and service offerings have been informed of, and agreed to comply with, Provider’s obligations described in this paragraph.

Provider agrees: (i) to submit to ADTRAN, when requested, a certification that it has not engaged in any act prohibited by any Anti-corruption Laws; (ii) to submit sufficient documentation to substantiate the compensation due Provider, including records that may reasonably be requested by ADTRAN from time to time; (iii) to permit ADTRAN to inspect Provider’s books and records, upon reasonable notice, related to performance of any agreement entered into with ADTRAN; and (iv) to notify ADTRAN immediately of any extortive solicitation, demand, or other request for anything of value, by or on behalf of any official or employee of any foreign government, relating to activities in relation to any agreement entered into with ADTRAN.

Provider represents and warrants that none of its principals, directors, officers, agents, representatives, employees, consultants, and subcontractors are agents or representatives of governments or government agencies in any country in which products and/or services will be provided to ADTRAN or ADTRAN’s Customers. Provider will provide true, accurate, and complete information in all communications relating to ADTRAN and its products and services.



Provider agrees that the certifications, agreements, representations, and warranties contained in this certification will be a requirement of and included in any and each agreement entered into between it and ADTRAN.

Certified and Agreed on this _____ day of _____, 20_____.

Signature: _____

Printed Name: _____

Title: _____