



ANTI-BRIBERY POLICY

ENDAVA PLC | MAY 2020

CONTENTS

1	INTRODUCTION.....	3
2	POLICY PURPOSE	3
3	POLICY SCOPE	3
4	POLICY STATEMENT	3
5	ANTI-BRIBERY PROHIBITIONS.....	4
5.1	THE UKBA.....	4
5.2	THE FCPA	5
5.3	POLICY PROHIBITIONS	5
6	ACCOUNTING REQUIREMENTS	6
7	INTERMEDIARIES	6
8	GIFTS AND HOSPITALITY	7
8.1	RECEIVING GIFTS & HOSPITALITY	7
8.1.1	IN GENERAL	7
9	POLITICAL AND CHARITABLE DONATIONS	8
10	SPONSORSHIP	9
11	FACILITATION PAYMENTS	9
12	OTHER ACTIVITIES.....	9
13	CONFLICTS OF INTERESTS.....	9
14	RAISING CONCERNS.....	10
15	BREACH OF POLICY.....	11
16	TRAINING AND ACKNOWLEDGEMENT	11
17	GOVERNANCE AND OVERSIGHT.....	11
18	AMENDMENTS	11
19	APPENDIX A	12
19.1	ATTACHMENT 1: FCPA ACCOUNTING REQUIREMENTS.....	12
19.2	ATTACHMENT 2: THIRD PARTY RED FLAGS.....	13

1 INTRODUCTION

Endava plc (hereafter, 'Endava' or the 'Company') has a clear and unchanging purpose to create an environment and culture that breeds success, enabling our people to be the best they can be. It is underpinned by our values which guide the way we behave. Our Group policies form part of Endava's Code of Conduct which focuses our attention on working respectfully with each other; on helping our clients to succeed by recognizing them as individuals; and on mitigating risk by delivering responsibly to the market and to our investors.

Endava has established this Anti-Bribery Policy to support our Open and Trusted values; and as part of our commitment to conducting business in accordance with the highest ethical standards, observing all applicable laws and regulations in the jurisdictions where we operate.

2 POLICY PURPOSE

Endava has implemented this Policy for the purpose of ensuring compliance with the UK Bribery Act 2010 ("UKBA"), the US Foreign Corrupt Practices Act of 1977, as amended (the "FCPA"), and all other anti-corruption laws and regulations applicable to Endava's business.

3 POLICY SCOPE

This Policy applies to all directors, officers, and employees (staff, contract, and temporary) of Endava and its subsidiaries, and extends to all our majority-owned businesses and dealings and transactions in all countries in which Endava operates (collectively, "Relevant Persons"). In addition, we expect our agents, consultants, representatives, lobbyists, suppliers/vendors, resellers, distributors, customs or other brokers, contractors, advisors, and other business partners (collectively, "Intermediaries") to comply with the principles contained in this Policy.

4 POLICY STATEMENT

Endava's Board of Directors (the "Board") has made a commitment to carry out its business fairly, honestly and openly. This includes a zero tolerance of bribery or corruption by Endava staff or Intermediaries.

Bribery is absolutely prohibited. This means you are strictly prohibited from directly or indirectly promising, offering, or authorizing the provision of a financial or other advantage (such as money, bribes, kickbacks, gifts, hospitalities, benefits, or favours) to any person in order to induce that person to perform their function or activities improperly, or to achieve any improper purpose related to Endava's business. It does not matter whether the other person is a UK, US, or foreign public official, political candidate, party official, private individual, private or public sector employee or any other person. You may not even create the appearance of an effort to improperly influence another person.

You are also strictly prohibited from directly or indirectly requesting or accepting a bribe, whether in cash or in the form of a gift, benefit, favour, or other advantage, from anybody for an improper purpose, nor imply that such an act may be considered. This means that you will refuse to receive or accept a financial or other advantage from a former, current or future client, business partner, contractor or supplier or any other person as an incentive or reward to improperly perform your function or activities for Endava.

You must also comply with all of Endava's internal controls, especially those designed to (i) ensure accurate and complete books and records or (ii) otherwise prevent improper payments, self-dealing, embezzlement, or fraud.

There are no exceptions to this Policy, even if our competitors engage in improper behaviour or if corruption is an accepted practice in a country where we operate. You are required to adhere to both the spirit and the letter of this Policy with respect to our business anywhere in the world.

5 ANTI-BRIBERY PROHIBITIONS

5.1 THE UKBA

The UKBA applies to all businesses based or operating in the United Kingdom (the "UK"). If convicted of a bribery offence, a company may be subject to a fine of an unlimited amount, debarment from government contracts, and suffer lasting reputational damage. If an individual is convicted of a bribery offence, they may be subject to imprisonment for up to 10 years and/or subject to a fine of an unlimited amount.

Under the UKBA, it is an offence to offer, promise or give a financial advantage to another person (regardless of whether they are in the public or private sector) where:

- an individual intends the advantage to bring about an improper performance of a relevant function or activity by another person or to reward such improper performance; or
- the individual knows or believes that the acceptance of the advantage in itself constitutes the improper performance of a relevant function or activity.

A "relevant function or activity" includes any function of a public nature and any activity connected with a business. The function does not have to be performed in, or have any connection to, the UK.

"Improper performance" is judged by whether it breaches the expectation of what a reasonable person in the UK would expect.

The UKBA also prohibits bribery of foreign (non-UK) public officials. An individual is guilty of this offence if they offer or give a financial or other advantage with the intention of improperly influencing the official and obtaining or retaining business where the official is not permitted by written law to be so influenced. A foreign public official includes government, administrative and judicial officials and those working for international organisations.

Prohibited payments can include advantages or payments offered to influence a public official in anything he or she does in his or her official capacity, for example:

- (i) a representative of a state-owned enterprise approving a contract;
- (ii) granting licenses related to operating activities;
- (iii) acting on tax matters, such as making payments to public officials in order to obtain preferential tax treatment for Endava;
- (iv) making decisions in connection with governmental approval of a merger or acquisition;
- (v) virtually any other action taken in an official capacity. Relevant persons must be particularly vigilant when dealing with public officials that they do not do anything which could be a breach of this Policy or could be perceived as a breach of this Policy.

If you are in doubt as to whether someone is a public official or not, err on the side of caution, and, where possible, seek further advice from Endava's Compliance Manager at compliance.manager@endava.com (the "*Compliance Manager*").

Under the UKBA, it is also an offence for an individual to request, agree to receive or accept a financial or other advantage intending that a relevant function or activity is performed improperly (by themselves or someone else), if the request, agreement or acceptance in itself is the improper performance, or as a reward for the improper performance of a relevant function or activity. It is also an offence where, in anticipation or in consequence of the individual requesting, agreeing to receive or accepting a financial or other advantage, a relevant function or activity is performed improperly by the individual or another person at the individual's request or with the individual's assent or acquiescence.

In addition to the above, under the UKBA, a commercial organization can be guilty of an offence of failure to prevent the above bribery offences by their associated persons (including employees, contractors, and Intermediaries). The UKBA provides a statutory defence to such a violation for companies that can demonstrate that they had in place adequate systems, controls, and procedures designed to prevent offences under the UKBA. This Policy is part of Endava's overall effort to establish such systems and controls.

5.2 THE FCPA

The FCPA prohibits corruptly promising, offering, providing, or authorizing the provision of money or anything of value directly or indirectly to any foreign (non-US) official and certain other persons to:

- (i) influence any act or decision of the recipient in his/her official capacity;
- (ii) induce the recipient to do or omit to do any act in violation of his/her lawful duty;
- (iii) secure any improper advantage; or
- (iv) induce the recipient to influence any act or decision of a non-US government or instrumentality, in order to obtain, retain, or direct business.

The FCPA prohibits improper payments provided to employees or officials of governments, state-affiliated entities, political parties, and candidates for political office outside of the United States, as well as employees and officials of public international organizations.

5.3 POLICY PROHIBITIONS

Given the broad prohibitions under the UKBA and FCPA, this Policy prohibits bribes, kickbacks, and the provision of other improper benefits and advantages (e.g. gifts, meals, travel, entertainment, hospitality, etc.) to employees, officials, or agents of *any* government, government-owned or affiliated entity (including state hospitals, research institutions, utilities, public universities, or sovereign wealth funds), public international organizations (such as the United Nations or the World Bank), or private-sector companies. You are also strictly prohibited from bribing political candidates or political parties or their officials.

One may be asked by certain parties to provide a bribe or other improper benefit in exchange for (i) the award of a contract or other business; (ii) the issuance or renewal of a concession, license, or business, construction, or other permit; (iii) an impermissible reduction in duties or other taxes; (iv) securing the purchase of state-owned land or other public assets; (v) avoiding mandatory inspections; (vi) obtaining a favourable inspection result or court decision even if

the facts or circumstances do not support such a result; or (vii) the grant of some other improper advantage. This Policy prohibits you from providing bribes or other improper benefits to any person to achieve *any* of these types of purposes.

A violation of this Policy can occur even if the bribe fails to achieve the purpose for which it was intended. A person can violate this Policy if that person provides an improper payment or benefit to a recipient and the recipient does not grant any business or other advantage in return. In addition, the mere offer or promise of a bribe or other improper benefit is sufficient to cause a violation. All the anti-bribery prohibitions contained in this Policy apply irrespective of whether you use Endava's funds or your personal funds to finance improper payments or other benefits.

This Policy also prohibits you from soliciting or accepting bribes, kickbacks, or other improper payments/benefits from Endava's vendors or other persons in relation to our business. For instance, a violation of this Policy will occur if you cause Endava to overpay a vendor and that vendor then shares all or a portion of that overpayment with you.

6 ACCOUNTING REQUIREMENTS

Both the FCPA and the UK Companies Act 2006 (Sections 386-388) require Endava to adhere to certain accounting requirements. Specifically, Endava must maintain books, records, and accounts which, in reasonable detail, accurately and fairly reflect Endava's transactions, expenses, and asset dispositions. The FCPA also requires Endava to maintain a system of internal accounting controls to provide reasonable assurances that transactions are properly authorized by management, executed, and recorded. This means that you must comply with our internal controls and avoid unauthorized activities or expenses, even if they are not connected to bribes.

The FCPA's accounting provisions are broadly worded. Violations can occur if you conceal bribes or falsify other transactions or expenses even if they are not related to a bribe in Endava's ledgers or other records. Also, there is no materiality standard under the FCPA. This means that even small misreported amounts may result in violations. The US government actively enforces the accounting provisions of the FCPA and has caused some companies to pay hundreds of millions of dollars in fines and penalties.

Attachment 1 contains examples of potential accounting violations. Please study this list carefully and ensure that you, your colleagues, and Endava's vendors/contractors remain in compliance with these requirements. You must also cooperate with Endava's periodic audits and other efforts to ensure that our internal controls are being observed.

7 INTERMEDIARIES

Endava may, in certain circumstances, be held responsible under the UKBA and/or FCPA for acts of bribery committed by Intermediaries acting on its behalf (e.g. agents, consultants, representatives, lobbyists, suppliers/vendors, resellers, distributors, customs or other brokers, contractors, advisors, and other business partners). Under the FCPA, a company or individual may be held liable for providing, promising, or authorising the provision of money or anything else of value to *any person* (including an intermediary) while *knowing* that all or a portion of that money or thing of value will be used by that person for corrupt purposes. This means that you and Endava can be held liable even if you do not expressly authorize or

instruct an intermediary or other person to pay a bribe, but instead have knowledge that they will. In this context, the term “knowledge” is interpreted broadly to cover (i) the possession of actual information that a person will engage in corruption or (ii) a conscious disregard, deliberate ignorance, or wilful blindness as to the other party’s corrupt or improper practices.

Given these significant risks, this Policy prohibits you from working with corrupt or disreputable Intermediaries. Endava’s Intermediaries must be selected with care and be subject to proportionate risk based due diligence. In addition, the intermediary must execute a written agreement with Endava which includes anti-bribery compliance clauses. In this regard, you must confer with the Compliance Manager who maintains Endava’s due diligence procedures and model anti-bribery contract clauses.

Prior to engagement, Intermediaries will be asked to demonstrate that they have an effective anti-bribery policy in place or to confirm that they understand and will adhere to our Policy. If an existing intermediary is suspected of bribery, Endava will carefully consider its position and business relations may be terminated.

Throughout any relationship with an intermediary for which you are responsible, you must monitor their performance to ensure that they do not engage in activities that raise bribery concerns. **Attachment 2** contains a list of red flags that are relevant at both the pre-contract due diligence stage and the post-contract monitoring stage. Please study this red flag list closely and notify the Compliance Officer if you determine that any of these concerns exist with respect to an intermediary.

This Policy requires you to notify the Compliance Officer if you learn of any Endava intermediary or other contractor that engages in corrupt or other improper practices. Also, all payments to Intermediaries or other vendors must be accurately reported in our books and records in accordance with the accounting requirements discussed above.

8 GIFTS AND HOSPITALITY

“Bona fide hospitality and promotional, or other business expenditure which seeks to improve the image of a commercial organisation, better to present products and services, or establish cordial relations, is recognised as an established and important part of doing business and it is not the intention of the UKBA to criminalise such behaviour.”

UK Ministry of Justice guidance on the UKBA

8.1 RECEIVING GIFTS & HOSPITALITY

8.1.1 IN GENERAL

Do not accept a gift or hospitality where you consider that the person offering the gift or hospitality intends to influence improperly a business decision, or other action, that you are due to take, or perform, or to reward you improperly in relation to a business decision or action. Similarly, do not accept a gift or hospitality if you consider that it might lead to the appearance that you might be improperly influenced by such gift or hospitality.

The purpose of business hospitality (e.g. meals, entertainment, travel, etc.) and gifts in a commercial setting is to create goodwill and sound working relationships. No gift or hospitality should ever be offered, given, provided or accepted, unless it:

- is appropriate and proportionate in the circumstances;
- is tasteful and of reasonable value;
- is provided openly and transparently;
- cannot be construed as a bribe, kickback or payoff;
- does not violate any applicable laws or regulations, including local laws in the country where the recipient is located; and
- is fairly and accurately recorded in Endava's books and records.

All business gifts or benefits received should be reported unless of an insignificant value. Where applicable you must confer with the Compliance Manager prior to providing gifts, meals, travel benefits, or other hospitalities to employees, officials, or agents of any government, political party, state-owned entity, public international organization, or customer of Endava. If the expense is approved, you must report the actual date, value and business purpose to the Compliance Manager so that it is recorded accurately in Endava's books and records. Cash gifts/payments and gift cards or gift certificates that can easily be converted into cash are strictly prohibited.

For more information on Endava's policy regarding gifts and hospitality, please refer to the Gifts and Hospitality Policy.

9 POLITICAL AND CHARITABLE DONATIONS

Endava generally prohibits Endava-financed donations to politicians, political parties or election campaigns, but it may make political donations or contributions to local and central government political parties if permitted by applicable local laws and regulations and pre-approved by the Board.

Endava may make a donation to a registered charity in Compliance with the Company's Charity Donations Policy. All charitable donations must be notified to the Compliance Manager and accurately recorded in Endava's books and records and appropriately disclosed in the annual financial statements of the entity making the donation. Special care must be taken to ensure that the charity or organization is legitimate and such contributions are not provided to any organization at the suggestion of any person to induce that person to perform improperly the functions or activities which he is expected to perform in good faith, impartially, or in a position of trust, or to reward the person for the improper performance of such function or activity. Donations to individuals and for-profit organizations whose goals are incompatible with Endava's corporate principles or donations that would damage Endava's reputation are totally prohibited. All donations and contributions must be transparent. The recipient's identity and planned use of the donation must be clear and the reason for and purpose of the donation must be justifiable and documented.

10 SPONSORSHIP

Sponsorship means any contribution in money or kind by Endava towards an event organized by a third party in return for the opportunity to advertise the Endava's brand. It also applies to similar contributions received by Endava in respect of an event organized by us.

All sponsorship contributions made or received by Endava must be transparent, subject to a written agreement, for legitimate business purposes, and proportionate to the occasion. They may not be made towards events organized by individuals or organizations which have goals incompatible with the Endava's ethical standards or that would damage Endava's reputation. You must confer with, and obtain the written permission of, the Compliance Officer prior to making sponsorship contributions with respect to Endava's business. In addition, all approved sponsorship contributions must be accurately recorded in Endava's books and records.

11 FACILITATION PAYMENTS

Facilitation payments are typically small, unofficial payments made to secure or expedite a routine, non-discretionary government action by a government official or agency (e.g. issuing licenses or permits, processing through customs etc.). Facilitation payments are prohibited under the UKBA in the same way as any other bribe. Under this Policy, Endava staff must not make, nor accept, facilitation payments of any kind. However, it is recognized that there may be rare circumstances in which an individual is left with no alternative but to make facilitation payments otherwise prohibited under the UKBA, such as when an individual's safety or security is at risk. As soon as possible afterwards, the individual must report the payment and the circumstances under which it was made to the Compliance Manager and ensure that the payment is accurately recorded in Endava's books and records.

12 OTHER ACTIVITIES

Corruption concerns can arise in a number of cases including, but not limited to (i) joint ventures or teaming arrangements, or (ii) mergers in or acquisitions of businesses. Please confer with the Compliance Manager before engaging in these types of activities to ensure that appropriate anti-bribery compliance measures are observed.

13 CONFLICTS OF INTERESTS

A conflict of interest is a situation in which relevant person's personal interests are at odds with, or appear to be at odds with, the relevant person's duties to the Company, and to its customers.

All relevant persons must take care to avoid conflicts of interest. Where a conflict of interest arises, or where a relevant person becomes aware of a conflict of interest, they must confirm the details in writing to his or her line manager, or to the Compliance Manager. It may be possible to resolve conflicts through disclosure and other measures, depending on the circumstances.

Conflicts of interest can arise in many different ways. The following is a non-exhaustive list:

- working in any capacity for another individual or entity whilst employed by the Company in a way which may materially affect the relevant person's ability to carry out his job function;

- competing (directly or indirectly) with the Company for the purchase or sale of property, services or other interests;
- having a financial interest in a transaction involving the Company, a customer, supplier, vendor or lender;
- receiving the benefit of a loan or guarantee from a business partner of the Company;
- directing business to a supplier, or giving preferential treatment to a customer, owned or managed by, or which employs, a close relative or friend;
- investments by relevant persons and their close relatives in competitors, vendors, suppliers or customers unless they are publicly quoted companies; and
- taking (or directing a third party to take) advantage of a business opportunity through the use of corporate property, information or position.

The requirement to declare conflicts of interest applies to all relevant persons, who must also declare any conflicts of interest in relation to close family members (such as spouse, civil or common law partner, children, stepchildren and parents).

Conflicts of interest which are significant should be reported to the Compliance Officer.

14 RAISING CONCERNS

You are encouraged to raise concerns about any issue or suspicion of violations of this Policy at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or you have any other queries, these should be raised with the Compliance Officer, who can be reached as follows:

Type	Details
Post	Endava plc 125 Old Broad Street London EC2N 1AR United Kingdom Attn: Compliance Officer
Phone	+ 44 (0)800 652 3673 from the UK and Europe + 001 800 916 7037 from the US and LATAM (quote Endava's company identifier no: 363282)
Email	compliance.officer@endava.com

Reports may also be submitted anonymously to the Compliance Officer. However, we encourage you to consider revealing your identity so that we can properly follow up and investigate alleged violations. We will not retaliate against any individual for reporting violations in good faith.

You must also notify the Compliance Officer of any corrupt, improper, illegal, or other unusual requests for payments or other benefits made by officials or employees of vendors, business partners, state-owned entities/organizations, or governments. By reporting such matters, you will enable us to explore options to achieve our business goals without having to interact with such persons or provide improper benefits.

We welcome any questions that you may have regarding the substance and implementation of this Policy in your respective sector and/or territory. Please direct such communications to the Compliance Officer.

15 BREACH OF POLICY

We are committed to upholding our company values in all aspects of our work. Therefore, failure to comply with this Policy may result in disciplinary action, leading up to and including, termination of employment.

The UKBA, FCPA, and other anti-corruption laws are criminal statutes that have broad jurisdictional reach. There is potential for individuals to face liability under such laws *irrespective* of their nationality or country of residence. Both Endava and you may be subject to substantial fines and penalties, imprisonment, debarment, the loss of export privileges, and other consequences if a violation occurs.

16 TRAINING AND ACKNOWLEDGEMENT

All designated staff must undergo anti-corruption training provided. The nature, content, and frequency of that training will be determined by Endava based on your risk profile. We encourage all of our business partners to provide training to their personnel as well. Endava may require you to re-certify your compliance with this Policy on a periodic basis.

17 GOVERNANCE AND OVERSIGHT

The Legal Team is responsible for reviewing and updating this Policy annually recommending final approval of the Policy – including significant revisions - to the Controls and Policy Committee followed by the Endava Board.

18 AMENDMENTS

This Policy sets out Endava's general approach to the matters it covers and is non-contractual, which Endava may, at its discretion, vary or amend from time to time.

19 APPENDIX A

19.1 ATTACHMENT 1: FCPA ACCOUNTING REQUIREMENTS

Set forth below are examples of potential FCPA accounting violations. Please note that this is not an exhaustive list.

- Endava fails to record a transaction in its books in a manner that permits the preparation of financial statements in conformity with International Financial Reporting Standards (as adopted by the European Union) or other acceptable criteria.
- Records state that a payment was made to person “A”, when in reality it was made to person “B”.
- The records accurately describe the recipient and the purpose of the payment, but misrepresent the amounts involved.
- Bribes or kickbacks are hidden or disguised in company financial records as “consulting fees,” “commissions,” “service fees,” or other misleading terms.
- Any entry is falsified in company financial records even if it has no connection to a bribe.
- Employees incur expenses without the appropriate general or specific authorisation from management.
- Employees submit fake expense receipts for reimbursement.
- Employees receive kickbacks from vendors.
- Employees maintain a slush fund or other off-the-books account.
- Employees misuse petty cash funds to make improper payments to third parties or to cover non-business, personal expenses.
- Endava fails to perform effective due diligence on its Intermediaries or target companies in merger/acquisition transactions.
- Endava enters into business relationships with (i) non-existent agents, contractors, partners, or other Intermediaries or (ii) existing parties that do not provide any real services or products.
- Endava fails to monitor its on-going relationships with vendors and other business partners to ensure that they do not engage in corrupt or other improper activities.
- Employees engage in self-dealing, embezzlement or other similar schemes involving Endava resources.
- Endava fails to impose effective internal controls on subsidiaries or joint ventures in which Endava has more than 50% of the voting interests.
- Endava fails to make a good faith effort to cause a joint venture, in which Endava has 50% or less of the voting interests, to adopt effective internal controls.
- Employees have access to unusually high amounts of cash from Endava sources without proper oversight.
- Endava fails to conduct effective periodic audits.
- Endava employees provide false, misleading, or incomplete information to Endava’s auditors or otherwise prevent effective audits from occurring.
- Employees otherwise circumvent Endava’s internal controls.

19.2 ATTACHMENT 2: THIRD PARTY RED FLAGS

The following “red flags” or warning signs may suggest a high likelihood that an illegal payment may be made by an Intermediary. One may discover these red flags in the course of performing due diligence on or working with an intermediary:

- The intermediary has a history or reputation for corruption, other legal violations, or for bypassing normal business channels.
- The intermediary requests an excessive operating budget or approval of excessive expenditures, commissions, or fees (the excess amount may be used to finance a bribe).
- The intermediary demands payments (i) without any written invoice, activity report, or supporting documentation; (ii) in cash; (iii) be made to another party; or (iv) be directed to an account in a country different from the one where the Intermediary is located or is doing business.
- The intermediary has a practice of providing excessive gifts and hospitalities to government officials or customers.
- The country or industry of the intermediary has a strong reputation for corruption.
- The intermediary lacks the qualifications or resources to perform the services offered.
- The intermediary has been recommended by a government official or an employee of a customer.
- The intermediary makes statements or inferences that a particular payment is needed to “get the business.”
- The intermediary states that a government official, or customer has requested a “gift” or something of value.
- The intermediary is related to a government official or customer.
- The sole reason for doing business with the intermediary is to use its influence over certain government officials or customers.
- The intermediary requests that Endava prepare false invoices or other documentation.
- The intermediary refuses to certify that it will not engage in corrupt activity or otherwise cause Endava to be in violation of the UKBA, FCPA or other anti-corruption laws.
- The intermediary recommends that Endava enter into a relationship with a specific person or company, and such person is a relative of a government official, or such company is owned in part by a government official or a relative of a government official or customer.
- The intermediary is reluctant to identify the principals or other persons holding an ownership interest in the Intermediary.
- Managers of the intermediary are awarded unusual bonuses.
- The intermediary refuses to disclose subagents or subcontractors that interact with government officials or customers.

The existence of a red flag could mean that Endava will be unable to engage in business with the intermediary altogether. However, the Compliance Officer may determine that certain red flags can be overcome with additional due diligence and compliance measures. All red flags must be reported to the Compliance Officer for further evaluation.