Global Risk and Compliance

Global Anti-Corruption

External Incentive Guidelines

2020

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1.0 OVERVIEW

These External Incentive Guidelines ("Guidelines") are issued under American Express Management Policy (AEMP 06): Global Anti-Corruption. As detailed in AEMP 06, all applicable laws and American Express policy prohibit bribery in all forms, whether involving government or private parties.

American Express uses various programs to promote its products and services and to provide incentives for customers and other external business partners ("external parties") to make use of American Express products and services. Such programs may take many forms, including but not limited to Membership Reward programs; raffles and sweepstakes; surveys in which items of value are provided to survey participants in exchange for their participation; and programs that provide benefits in exchange for meeting certain sales, volume, timing, or other defined targets.

Any incentive program that involves a transfer of value to or from American Express with an external party may present a risk of corrupt activity, such as the use of the program as a conduit for a bribe. In general, the risks are greater if the benefits of such programs are likely to flow to a small number of recipients (rather than being generally available to, for example, all American Express cardholders residing in a particular country or holding a particular category of card). The risks are also greater if the recipients of the benefits may include government touchpoints (see Sections 2.3 and 2.4) or if the criteria used to determine the pool of participants are restrictive in their scope.

The objective of these Guidelines is to define core requirements for incentive programs established between American Express and external parties, and to mitigate the risk of a potential improper payment or benefit being given to or received from an external party or their employees. These guidelines set out a framework for lower, medium, and higher risk incentive programs and the risk-based controls required for each category.

These Guidelines are applicable to American Express employees, lines of business and functional groups, and controlled entities of American Express, as appropriate, under AEMP 37: Controlled Entities. The implementation and execution of the standards contained in these Guidelines may be tailored by a line of business in consultation with both Global Anti-Corruption ("GAC") and the appropriate Line of Business Compliance Officer ("LOBCO") or Market Compliance Officer ("MCO") to meet a particular group's needs.

2.0 DEFINITIONS

2.1 Incentive

An "incentive" is anything of value transferred (a) from American Express to an external party or individual employees of that external party for achieving defined targets; or (b) to American

Express or individual American Express employees from an external party for achieving defined targets.

2.2 Incentive Program

An "incentive program" is an arrangement pursuant to which either: (a) American Express rewards an external party or individual employees of that external party with a payment, award, or other transfer of value for achieving defined targets; or (b) American Express or individual American Express employees receive a payment, award, or other transfer of value from an external party for achieving defined targets.

2.3 Government Official

For the purposes of the American Express Anti-Corruption Program, and as defined in AEMP 06, each of the following individuals is considered a "Government Official":

- Any elected official, officer or employee of a government or any department, agency or instrumentality of a government at any level (national, state, provincial, or local), including any judicial, legislative, or administrative official, officer, or employee, or member of a ruling family;
- Any official of a political party;
- Any candidate for political office;
- Any employee, officer, agent, or other representative of a State-Owned or State-Controlled Entity ("SOE");
- Any officer or employee of a public international organization (such as the United Nations, the World Bank, or the International Monetary Fund); and
- Any other person acting on behalf of an entity or person listed above.

2.4 Government Entity

For the purposes of the American Express Anti-Corruption Program, and as defined in AEMP 06, "Government Entity" means:

- Any government at any level (national, state, provincial, or local) or any department, agency, or instrumentality thereof, including but not limited to any State-Owned or State-Controlled Entity ("SOE"), whether or not performing public or private functions;

- Any political party; or
- Any public international organization.

2.4.1 State-Owned or State-Controlled Entities

For the purposes of the American Express Anti-Corruption Program, and as defined in AEMP 06, an "SOE" is defined as any organization owned or controlled, directly or indirectly, by a government at any level (national, state, provincial, or local) or any department, agency, or instrumentality thereof. Examples of SOEs include state-owned banks and airlines, sovereign wealth funds, public pension funds, and public utilities. Entities ultimately owned or controlled by SOEs are also SOEs.

Because ownership and control are not identical, absent explicit guidance from the General Counsel's Organization ("GCO") or GAC, employees should treat any company that is ultimately 50% or more owned by a government (at any level) as an SOE. It is also possible for an entity that is less than 50% owned by a government to qualify as an SOE, typically when the government has significant control rights despite having only minority ownership.[1]

3.0 RISK ASSESSMENT, CONTROLS, AND DOCUMENTATION

These guidelines categorize incentive programs as lower, medium, or higher risk, and outline the core requirements for each risk profile. These Guidelines do not address incentive programs provided by American Express to its own employees (i.e., internal incentive programs). Any questions regarding the classification of an incentive program should be discussed with the appropriate LOBCO, MCO, or GAC.

3.1 Controls and Documentation

Any incentives American Express provides or accepts should be appropriate and consistent with the American Express Code of Conduct. The incentives should be reasonable under the circumstances, be proportionate to the position of the giver and recipient and the market, be consistent with the business purpose of the program, and not improperly influence recipients.

[1] Because of the higher risks inherent in Third Party contracts, for the purposes of Third Party onboarding, a Third Party should be considered state-owned or state-controlled if the government either holds 20% or more of the shares; or, if less than 20%, it has control over the Board of Directors. Please see the Guidelines on Third Parties for more information.

For all incentive programs, American Express business units and staff groups should have controls and documentation in place to demonstrate the appropriateness of the programs and to prevent abuse. The parameters and/or rules of the program should be documented in writing, e.g., published sweepstakes/raffle rules, record of incentive received, cardmember agreement, marketing campaign advertisement, contract, etc., setting out expectations, including but not limited to the following considerations:

- Who – Criteria for choosing participants; relevant parties to the program;
- What – Description of value being transferred and target to be achieved;
- When – Relevant dates and frequency;
- Where – Relevant locations;
- How – Description of how value will be transferred; and
- Why – Business justification.

All incentive programs should incorporate the following requirements:

- The incentive should not improperly influence the recipient and should be related to a valid business purpose;
- The value of the incentive awards should be customary and reasonable for the particular market, and, if applicable, the position of the individuals receiving the awards. The amount and frequency of such initiatives should also be reasonable. If there are any doubts on whether the value of the incentive is customary and reasonable, please refer to your LOBCO, MCO, or GAC for guidance;
- The terms of the incentive agreement should be commercially reasonable and not be intended to benefit or influence the recipient inappropriately; and
- The relevant review, approval, tracking, and record keeping processes should be followed as outlined in Section 5.0.

3.2 Levels of Risk

External Incentive Programs Framework

Lower Risk
Large programs directed at cardholders or the public
(e.g., Membership Rewards, marketing and referral programs, raffles, focus groups)
- Business units and staff groups should have controls and documentation in place to demonstrate appropriateness and prevent abuse

Medium Risk
Agreements with specific external parties
(e.g., sales incentives, performance incentives, merchant acquirers)
- Additional controls on nature of payments and contract required

Higher Risk
Agreements with higher risk external parties
(e.g., Government Officials, Government Entities/SOEs)
- Additional requirements of LOBCO/MCO pre-approval and program tracking

3.2.1 Lower Risk Incentive Programs

Lower risk incentive programs are those that are open to large groups of people. The specific controls outlined in Section 4.0 of these Guidelines do not apply to lower risk incentive programs. However, business units and staff groups should have controls and documentation in place to demonstrate the appropriateness of the programs and to prevent abuse, as outlined in Section 3.1. Examples of lower risk incentive programs include, but are not limited to:

- Membership Rewards programs for consumers;
- Marketing programs directed at a large group that is identified using specific criteria for the purpose of promoting American Express products and services;
- Referral programs that are open to anyone or to a large class of individuals;
- Raffles, door prizes, and sweepstakes; and
- Focus groups/online surveys administered by an external party using specific criteria where a nominal amount or item is provided in appreciation for the participant's time.

For lower risk incentive programs in which American Express employees receive incentives, the recipients should ensure that the incentives are reasonable, have a legitimate business purpose, and do not cause improper influence. In addition, the American Express employees receiving the incentives should ensure that there is proper documentation of the incentive with their business unit or staff group.

3.2.2 Medium Risk Incentive Programs

Medium risk incentive programs are those in which there is an agreement with a specific external party. In addition to the core controls expected of lower risk incentive programs, medium risk incentive programs should also adhere to the specific controls outlined in Section 4.0 of these Guidelines. Examples of medium risk incentive programs include, but are not limited to:

- Sales incentives where one party is incentivized by a direct payment by another to achieve certain sales, volume, or other targets or to generate leads;

- Performance incentives where one party is incentivized by a direct payment by another to achieve certain targets (e.g. completion of a project within a specified time frame) in connection with performance under a contract; and

- Standard merchant acquisition contracts.

Standard contracts with merchants and corporate clients in which rates may fluctuate based on a variety of factors would generally not be considered an incentive program, unless terms were modified.

3.2.3 Higher Risk Incentive Programs

Higher risk incentive programs are those in which there is an agreement with a specific external party and one of the below characteristics is present. In addition to the core controls expected of lower and medium risk incentive programs, higher risk incentive programs should also adhere to all specific controls outlined in Section 5.2.

Characteristics of higher risk incentive programs include, but are not limited to:

- The incentive program may involve a transfer of value from American Express to a Government Official or Government Entity/SOE;

- The incentive program is with an external party that interacts with Government Officials or Government Entities/SOEs on behalf of American Express (i.e. an intermediary)[2]; or

- The incentive program is open to fewer than 20 individual potential recipients of the program.

4.0 REQUIRED CONTROLS FOR MEDIUM AND HIGHER RISK INCENTIVE PROGRAMS

4.1 Giving Incentives

The following requirements are additional minimum standards for any medium or higher risk incentive program in which American Express rewards an external party or that party's employees with any type of payment or award for achieving defined targets.

The requirements apply to incentive programs with external parties where the incentive award is either maintained at the corporate level or redistributed to individual employees of the external party. Section 4.2 details additional standards for programs where awards are redistributed to individual employees.

Medium and higher risk incentive programs should incorporate the following additional requirements:

- Whenever possible, payment should be made by: (a) wire transfer from an American Express bank account to a bank account in the name of the external party in the location where the external party does business; or by (b) American Express check payable to the external party, delivered to the location where the external party does business.

- Cash and Cash Equivalents
    - Incentive awards may not be provided in cash, including currency in banknotes or coins.
    - Incentive programs with Government Officials or Government Entities/SOEs should not include cash equivalents, such as gift cards, shopping vouchers, or travelers cheques.

2 In the example of a lead generator, to the extent that an external party might interact with an SOE, but is not targeting such or have special conditions for such, those relationships will fall outside the heightened controls as long as it is specified in the contract that particular industries are not targeted and anti-corruption language is included in the contracts. Any deviation from the above controls will require alignment between the business, the relevant LOBCO or MCO, and GAC.

  - Incentive programs with all other external parties should not include cash equivalents, unless the cash equivalent is: (a) not reloadable; (b) usable only in the market issued; (c) not redeemable for cash; and (d) below $100 USD.

- Travel vouchers and travel program benefits are permissible as long as the following criteria are observed: (a) the amount is customary and reasonable for the local market; (b) the travel voucher or benefit is not redeemable for cash and has no cash value; and (c) the travel voucher or benefit is not transferable.

- Where the external party is a Government Official or Government Entity/SOE, the terms of the incentive program should not be improperly more or less favorable than for any other similarly situated external party.

- The incentive program must be documented in a written agreement that is reviewed with GCO and/or Global Supply Management ("GSM") as required by AEMP 10: Third Party Management and with the external party participating in the incentive program describing the terms of the program, and including at a minimum:

  - Clear, objective eligibility criteria for the award as well as the methods and frequency of distribution of the award;
  - A statement regarding how the external party will use the award funds;
  - Procedures for the payment of the incentive award that are consistent with American Express payments policies, including: (a) payments should not be made or directed to executives or employees of the recipient entity, and (b) incentive payments should not be made to additional parties identified by an external party, including charities;
  - Requirement that the external party does not use any fourth party in connection with its performance of its duties under the agreement without the prior written approval of American Express; and
  - Provision that American Express may disclose the agreement and records relating to the program to government regulators in the event of a lawful request for such information.

4.2 Additional Requirements for Agreements with External Parties for Incentive Awards Redistributed to Individual Employees

In addition to the requirements set forth in Sections 3.1 and 4.1 above, any incentive program where incentive awards are redistributed to individual employees should incorporate the following requirements.

- American Express should provide awards to the external party and is prohibited from making any award directly to any external party employee or other individual;

- American Express should have audit or inspection rights to records related to the award distribution program, as appropriate; and

- American Express business units should establish and maintain standards designed to ensure that the awards are, in fact, going to qualified award candidates for the purpose intended. These standards may include: (a) contractual clauses as described above regarding appropriate use of funds and appropriate record keeping by the external party; and (b) requiring the external party to provide written evidence or supporting data that all awards were used only to award qualified candidates and that the awards were based upon the predetermined award eligibility criteria, including: (i) documentation of specific award criteria; (ii) documentation to reflect that criteria were achieved; (iii) identification of candidates for awards and corresponding achievement levels; and (iv) documentation of amounts to be awarded to specific awardees.

- Providing waivers and reimbursements of annual card fees for cards issued to the external party's employees for personal use as part of a business transaction (i.e., signings of co-brand partners) should be vetted by the LOBCO or MCO, including to understand the basis for the benefit, ensure that there is no improper quid pro quo, and confirm proper transparency with American Express' business partner. If the LOBCO or MCO approves the benefit, it should then be memorialized and properly recorded in writing, either as part of the contract with the external party or in a separate agreement with the approval of the external party. Such waivers and reimbursements are prohibited unless all of the following criteria are met:

    - There is a justifiable and documented business rationale for the benefit;
    - The benefit is explicitly approved by LOBCO or MCO;
    - The benefit is appropriately memorialized in formal documentation, either as part of the contract with the external party or in a separate agreement with the approval of the external party; and
    - The benefit is granted to a defined set of beneficiaries for a defined (finite) period of time.

4.3 Receiving Incentives

The following requirements are additional minimum standards for any medium or higher risk incentive program pursuant to which American Express or American Express employees receive incentive payments or rewards and should be followed by American Express employees when establishing such an incentive program with an external party.

Medium and higher risk incentive programs should incorporate the following additional requirements:

- Whenever possible, payment should be made by wire transfer from an external party's bank account to a specified American Express bank account or by external party entity check payable to the relevant American Express entity.

- Payments should not be made to American Express in cash or cash equivalents, such as gift cards, shopping vouchers, or travelers cheques.

- Travel vouchers and travel program benefits are permissible as long as the following criteria are observed: (a) the amount is customary and reasonable for the local market; (b) the travel voucher or benefit is not redeemable for cash and has no cash value; and (c) the travel voucher or benefit is not transferable.

- Where an incentive program provides that American Express employees will receive incentive awards, the external party shall provide the award to the American Express entity, not directly to American Express employees. The relevant business unit or staff group should develop a method to track the provision of the awards to ensure they are distributed to the appropriate employees.

- The incentive program must be documented in a written agreement that is reviewed with GCO and/or Global Supply Management ("GSM") as required by AEMP 10: Third Party Management and with the external party participating in the incentive program describing the terms of the program, and including at a minimum:

    - clear, objective eligibility criteria for the award as well as the methods and frequency of distribution of the award;
    - provisions that American Express may disclose the agreement and records relating to the program to government regulators in the event of a lawful request for such information; and
    - standards for the receipt of the incentive award by American Express. These standards should include: (a) specific procedures for the payment of the incentive award, for example, that funds will be wired to a specified American Express bank account or remitted by check payable to the relevant American Express entity; (b) procedures for providing the awards that ensure transparency and adequate record keeping, including written documentation evidencing the achievement of targets related to the incentive and the manner in which the incentive payment is received; and (c) American Express should not make unusual or excessive payment requests, such as requests for premature payment of the incentive award or over-invoicing to receive an incentive award.

5.0 REVIEW, APPROVAL, TRACKING, AND RECORD KEEPING

5.1 Review and Approval

Each business unit or staff group should develop a process for the review and approval by its leadership of all incentive programs with external parties. The process should ensure that incentive programs meet the requirements of these Guidelines, and additional controls, testing and reporting should be developed as necessary.

Incentive programs should be reviewed and approved by each business unit or staff group before anything of value is provided directly or indirectly to external parties or employees or agents of external parties, outside of the regular payment of bills related to the established business relationship between the parties.

5.2 Approval and Tracking of Higher Risk Incentive Programs

American Express has established the following mandatory procedures for higher risk incentive programs. If any of the following criteria outlined above for higher risk incentive programs are met, the business or staff group must seek written approval from the LOBCO or MCO (as is dictated by the organization of the group and market) before the incentive program commences. For any such program that already exists as of the issuance of these Guidelines, written approval must be obtained promptly or the program must be discontinued.

In addition, each line of business or staff group is responsible for tracking the above higher risk categories of incentive programs. A sample template for the tracking of these higher risk incentive programs that are within the scope of this section is attached as Sample Tracking Template (Appendix A). Once the tracker has been received, each MCO or LOBCO is responsible for forwarding the tracker to GAC quarterly and notifying GAC of any issues or concerns.[3]

5.3 Record Keeping

The business unit or staff group responsible for the incentive program must comply with AEMP08: Global Records Management Policy.

[3] GSM also has procedures on incentive terms and maintains a separate inventory of contracts that contain incentive provisions as defined by GSM. In instances where the contract has gone through GSM, this tracker can be leveraged to assist business units and staff groups maintain the tracker. GAC and GSM are committed to working together to enhance the GSM inventory to best suit both programs' needs. Please contact GSM directly to obtain the inventory.

6.0 MONITORING AND TESTING

Each business unit, legal entity and staff group should engage in monitoring of compliance risks and testing of controls as appropriate under AEMP39: Compliance Management Polices & Procedures.

GAC may also engage in thematic reviews of incentive programs, such as relevant fee waivers and reimbursements, in coordination with relevant LOBCOs or MCOs, Independent Compliance Testing, and applicable business unit-specific testing. Each business unit or staff group should be able to provide detailed information and supporting documentation regarding incentive programs upon request.

7.0 EXCEPTION APPROVALS

As per AEMP 06, any request for deviation from specific requirements in these Guidelines must be sought using the Global Anti-Corruption Exception Request form in Archer. Please contact GAC for guidance.

8.0 EMPLOYEE ACCOUNTABILITY

Employees are responsible for knowing and understanding the standards discussed in these Guidelines and adhering to the requirements as described. Employees who fail to comply with the requirements in these Guidelines may be subject to disciplinary actions, up to and including termination. The extent of such actions will depend on the circumstances of the violation and will be applied in a manner consistent with American Express policies and practices as well as applicable laws.

9.0 FREQUENCY OF REVIEW

These Guidelines will be reviewed annually and updated as appropriate.

10.0 OWNER AND CONTACTS

The owner of these Guidelines is the VP of Global Anti-Corruption.

Should you have any questions about the appropriateness of a particular activity or payment or require more guidance, you should consult with your MCO, LOBCO, or GAC. For general guidance, please contact GAC at anti.corruption@aexp.com.

11.0 CHANGE HISTORY

S/N.	Date	Change Description
1.	June 30, 2009	Final guidelines issued
2.	April 1, 2011	Following revisions made: • Consolidated payment and receipt of incentives into one policy • Included reference to UK Bribery Act • Included new contract clause on application of eligibility criteria • Included new sections on deviation from guidelines, frequency of review, owner & contacts change history.
3.	June 5, 2012	Following revisions made: • Added definitions of Government Official and Incentive • Included requirements for incentive awards provided to business partners at corporate level • Added requirements that incentive agreements be commercially reasonable and that they be equivalent for private entities and state-owned entities. • Included supermarket vouchers/certificates as an acceptable form of benefit in certain situations. • Added requirement that business unit or functional group develop process for review and approval of any incentive program. • Included requirement for each line of business or functional group to track incentive programs and to monitor them as part of its periodic self-testing and compliance monitoring program. • Included Appendix C Exception Request Form and Appendix D Template for Incentive Programs
4.	July 12, 2012	Following revisions made: • Model contractual language in appendices updated. • Clarified that payments by wire and check under appropriate circumstances are not prohibited forms of making incentive payments. • Added requirement that American Express have right to disclose incentive agreement and related records to government regulators in connection with an incentive program under which American Express pays business partners.
5.	January 6, 2014	• Clarified programs included and not included within scope of Guidelines. • Clarified what types of gift cards/vouchers are permissible.

		• Removed the requirement of GCO and MCO or LOBCO approval for incentive programs with an SOE. • Added Band 45 or above appropriately senior business approval for those programs with SOEs. • Added a requirement for tracking and quarterly reporting of incentive programs.
6.	September 1, 2015	• Formatting and language clarification • Update to new GCE Templates
7.	May 1, 2017	Update to new GRBC Templates
8.	April 27, 2018	Update to new GRBC Templates
9.	December 2018	• Updated framework to lower, medium, and higher risk programs • Simplified language • Updated Tracking to include requirement that MCOs and LOBCOs review trackers and forward to GAC quarterly and note any concerns (and modified sample tracker) • Updated exception process to reference Archer forms (and removed Appendix with the replaced paper exception form) • Aligned with AEMP08 record keeping requirements • Changes to Appendix A and addition of Appendix B
10.	May 2020	• Clarified requirements for all incentive programs, including the definitions of Incentive and Government Entity and the parameters for each risk level • Removed $1,000 limit as single indicator for higher risk incentive programs • Defined coverage for fee waivers – requirement for documentation and approval • Process flow for Determination of MGE vs Incentive and Assessment of Incentive Risk Level • Desk Reference Guide • Updated to new GRC Template

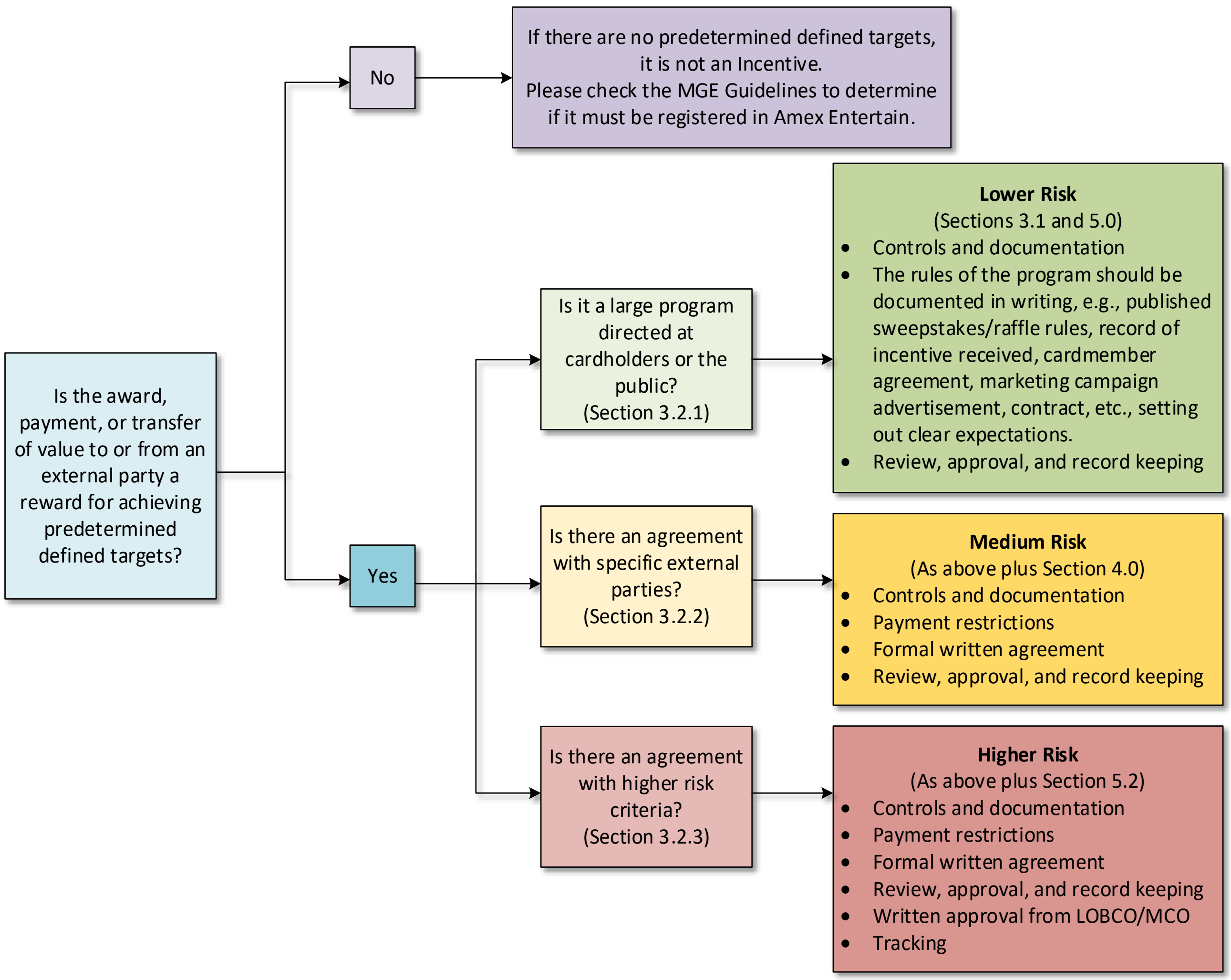
APPENDIX A

Sample Tracking Template

LOB	LOB Contact	External Party Name	Countries Involved	Government/SOE or NSOE	Program Description	Award/s To Be Given	Start and End Dates of the Program	Reason Program is Higher Risk (Section 3.2.3)

APPENDIX B

Determination of MGE or Incentive and Assessment of Incentive Risk Level



APPENDIX C

American Express Incentive Guidelines – Desk Reference Guide

An "incentive" is anything of value transferred (a) from American Express to an external party or individual employees of that external party for achieving defined targets; or (b) to American Express or individual American Express employees from an external party for achieving defined targets. Any incentives American Express provides or accepts should be appropriate and consistent with the American Express Code of Conduct. The incentives should be reasonable under the circumstances, be proportionate to the position of the giver and recipient and the market, be consistent with the business purpose of the program, and not improperly influence recipients.

Risk	Description	Examples	Notes
Lower Risk	Large programs directed at cardholders or the public (Section 3.2.1)	• Membership Rewards • Marketing programs directed at a large group • Referral programs that are open to a large class of individuals • Raffles, door prizes, and sweepstakes • Focus groups/online surveys administered by an external party	• Controls and Documentation (Section 3.1) in place to demonstrate the appropriateness of the programs and to prevent abuse. • Giving – Parameters and/or rules of the program should be documented in writing, e.g., published sweepstakes/raffle rules, cardmember agreement, marketing campaign advertisement, contract, etc., setting out expectations for the program. • Receiving – Ensure that the incentives are reasonable, have a legitimate business purpose, do not cause improper influence, and are properly documented with their business unit or staff group. • Review, Approval, and Record Keeping (Section 5.0) – Maintain a process for review, approval, and record keeping for all programs.
Medium Risk	Agreements with specific external parties (Section 3.2.2)	• Sales incentives to achieve certain sales, volume, or other targets or to generate leads • Performance incentives to achieve certain targets in connection with performance under a contract • Standard merchant acquisition contracts	• Requirements for Lower Risk Incentive Programs apply. Additional Medium Risk Controls (Section 4.0) • Whenever possible, payments by wire transfer or AmEx check to external party at location of business and vice versa. • No cash. • No giving of cash equivalents unless not reloadable, usable only in market issued, not redeemable for cash, below $100. No receiving of cash incentives. • Travel vouchers/benefits permitted if customary and reasonable for local market, non-redeemable for cash and no cash value, non-transferable. • Payments should be made to the entity, not the employee. • Written agreement reviewed by GCO and/or GSM as per AEMP 10.
Higher Risk	Agreements with higher risk external parties (Section 3.2.3)	• Government Official or Government Entity/SOE • Intermediary • Open to fewer than 20 individual potential recipients	• Requirements for Lower and Medium Risk Incentive Programs apply. Additional Higher Risk Controls (Sections 4.0 and 5.2) • For Government Officials or Government Entities/SOEs, terms should not be improperly more or less than for similarly situated parties. • No cash equivalents. • LOBCO/MCO pre-approval. • LOB tracking, LOBCO/MCO review, forward to GAC.

REDISTRIBUTION OF AWARDS TO INDIVIDUAL EMPLOYEES OF EXTERNAL PARTIES (Section 4.2)

- AXP should provide awards to the entity, not the employee.
- AXP should have audit or inspection rights to records related to the program, as appropriate.
- AXP business units should establish and maintain standards designed to ensure that the awards are, in fact, going to qualified award candidates for the purpose intended. These standards may include contractual clauses and supporting documents.
- Additional controls apply for fee waivers and reimbursements.

*Standard contracts with merchants and corporate clients in which rates may fluctuate based on a variety of factors would generally not be considered an incentive program, unless terms were modified.