**Channel Partner Compliance Questionnaire and Certification**

Carbon Black, Inc. (with its non-portfolio subsidiaries and affiliates are collectively “Carbon Black”) requests that a senior authorized representative of Partner (with its subsidiaries and affiliates) certify the following on behalf of Partner. Carbon Black understands that your responses are to the best of Partner’s knowledge after due inquiry. Carbon Black may ask you to confirm the accuracy of this document on a periodic basis.

Partner certifies the following:

(1) Partner currently has a written policy addressing bribery.

(2) Partner (including shareholders, subsidiaries, and/or directors) has never been:
   a. convicted of violating any anti-corruption/anti-bribery laws including, but not limited to, the Foreign Corruption Practices Act (“FCPA”) or UK Bribery Act.
   b. subject to any government investigation involving violations of anti-corruption/anti-bribery laws including, but not limited to FCPA or UK Bribery Act.
   c. convicted of violating any securities or commodities trading laws.
   d. subject to government investigation involving violations of securities or commodities trading laws.

(3) Partner has never been debarred from public procurement.

(4) Partner (including shareholders, subsidiaries, and/or directors) has never been named on any of the following lists: The Specially Designated Nationals List; The Specially Designated Global Terrorists List; The Specially Designated Narcotics Traffickers List; The Specially Designated Narcotics Traffickers/Kingpins List; The U.S. Department of Treasury Office of Foreign Assets Control List of Foreign Terrorist Organizations; The U.S. Department of Commerce Denied Parties List; The U.S. Department of State ODTC Debarred List.

(5) To the extent Partner engages any third parties, intermediaries, or other persons or entities to be involved in transactions for, or provide services under the proposed Agreement, Partner will (i) perform anti-corruption-specific due diligence on its representatives, consultants, resellers, joint ventures, partners, contractors, subcontractors, and business partners and (ii) insert anti-corruption compliance clauses in its contracts with those parties.

(6) Partner does not have personnel (including owners and directors) who may interact with a government official under the proposed Agreement.

(7) Neither Partner nor, to the best of the Partner’s knowledge after due inquiry, any Partner personnel, has caused or will otherwise cause Carbon Black to be in violation of the U.S. Foreign Corruption Practices Act of 1977 as amended or other applicable anti-corruption or other laws or regulations.

(8) Partner will notify Carbon Black promptly if any violation of this certification has occurred or will occur in the future.