

External Supplier Control Obligations SUB - CONTRACTORS SCHEDULE

1. INTRODUCTION

The purpose of this schedule is to document the minimum controls/requirements to be operated by or satisfied by the Supplier on condition WFS has granted consent to subcontract any Material Subcontractor pursuant to Clause 3.1.6 of the General Terms.

2. DEFINITIONS

Material Subcontractor means any Third Party from time to time providing goods and/or services in connection with: (a) the provision of Products, Services and/or Deliverables; and/or (b) Processing or other use of any Personal Data as permitted by a Contract; the failure of which (or any element of which) would (i) materially impact WFS business operations, reputation or profitability, (ii) adversely affect WFS ability to manage risk and comply with applicable laws and regulations, or which (iii) materially impact WFS customers in the event of any unauthorised access or disclosure, loss or theft of customer information;

Third Party means any entity that is not a Party to a Contract.

3. SUPPLIER OBLIGATION

- a) The is required to provide WFS with Sub-Contractors register accurately reflecting the material sub-contractors used by your supplier(s)

4. MANAGEMENT OF MATERIAL SUBCONTRACTORS

The Supplier shall ensure that:

- a) it has entered into a valid and legally binding Subcontract with each Material Subcontractor which contains a clear definition of the services to be provided by the Subcontractor and which requires the
- b) Subcontractor to comply with all relevant minimum control standards identified within this Agreement;
- c) it undertakes performance reviews of each Subcontract at a frequency to be agreed with the WFS Supplier Manager, but as a minimum on an annual basis, in line with WFS guidelines (and evidences the same);
- d) it obtains regular assurance, as a minimum on an annual basis, from each Material Subcontractor that the controls operated by such Subcontractor in delivery of the services remain effective (and evidences the same);
- e) any control gaps identified by the reviews undertaken pursuant to sub-clauses (b) and (c) above are remediated as agreed with the WFS Supplier Manager;
- f) any issues or incidents within the environment of a Subcontractor that impact the services provided to WFS are promptly reported to the WFS Supplier Manager;
- g) it reviews the financial position of each Material Subcontractor as a minimum on an annual basis;
- h) each Subcontractor complies with all applicable regulatory standards and perform all relevant sanction and anti-bribery and corruption checks required by WFS;
- i) it promptly notifies WFS if any Material Subcontractor is the subject of regulatory censure in the past year; and
- j) it has an agreed exit strategy in place with each Material Subcontractor detailing how to manage a planned or unplanned exit of such Material Subcontractor to ensure minimum disruption to any services provided to WFS.