

## VISA CLIENT REQUIREMENTS

1. **Scope.** These Visa Client Requirements apply to Suppliers and their Personnel if they provide Services or Deliverables that have an impact on a Visa Client or their cardholders or customers or that are provided directly to a Visa Client or their cardholders or customers.
2. **Applicable Law.**
  - 2.1 Supplier covenants it and its Personnel will comply with Applicable Law at all times during the performance under this Agreement by maintaining written compliance policies and procedures designed to ensure Supplier's and its Personnel's compliance with Applicable Law.
  - 2.2 Supplier will train its Personnel to comply with and be aware of updates to Supplier's compliance policies and procedures and Applicable Law before its Personnel perform under this Agreement. Supplier shall ensure that all Supplier Personnel *comply with all applicable personnel, facility, safety and security policies, rule and regulations and other instructions* when performing work onsite at a Visa or Visa Client's facility.
  - 2.3 Supplier shall conduct, or alternatively, allow Visa to conduct regular audits of Supplier's operations, compliance and internal controls to ensure that Supplier's performance under this Agreement is in accordance with Applicable Law and Visa's Guidelines ("**Compliance Audits**").
  - 2.4 If Supplier conducts Compliance Audits, upon Visa's or, if applicable, a Visa Client's, request, Supplier will provide Compliance Audits reports. Supplier's and its Personnel's compliance with Applicable Law will include, but not be exclusive of, laws and regulations that Visa may provide to Supplier.
  - 2.5 In the event that Supplier is contacted by a governmental authority, regulator, or agency with supervisory authority over the Supplier's compliance with Applicable Law in connection with performance under this Agreement, Supplier will immediately notify Visa and provide Visa with regular updates or as otherwise mutually agreed in writing.
3. **Consumer Interactions.** If Supplier or its Personnel will be interacting with Visa Client's customers or cardholders in the performance of this Agreement, Supplier will train and instruct its Personnel, who directly interact or communicate with any Visa Client customers or cardholders, to be aware of and comply with Applicable Law relevant to consumer interactions in the financial services industry, including "do not call"/ "do not solicit" requests, and any guidelines, policies and procedures provided by Visa. Upon Visa's request, Supplier will provide to Visa, and if applicable, any Visa Clients, the programs or materials it uses to train its Personnel in this regard. If Supplier makes material modifications to its training programs or materials related to consumer interactions in the financial services industry, Supplier shall give Visa notice of such modifications and a minimum of ten (10) business days to review to provide feedback before use. Supplier will modify its training programs and/or materials upon Visa's reasonable request. Supplier shall have systems and procedures for identifying, logging, categorizing, and resolving customer or cardholder complaints against Visa. Supplier will provide reporting to Visa regarding such received complaints, and the resolution of each, no less frequently than monthly unless another time period is agreed in a SOW.
4. **Sales Practices.** Supplier will design and maintain compensation programs to ensure that Supplier Personnel are not incented to engage in inappropriate sales practices.
5. **Visa Client Data.** When Supplier is providing Material Services to a Visa Client, Supplier agrees to:
  - 5.1 Obtain consent from each Visa Client before (a) Supplier uses any Subcontractors, including the locations from which such Subcontractors will provide Services, (b) any modifications to the use of Subcontractors; and (c) offshoring of the provision of Services of any

Subcontractor;

- 5.2 Obtain consent from each Visa Client prior to the access, processing or transfer of Client Data and any movement of the Client Data offshore; and
- 5.3 Regularly test its internal controls to ensure Personnel compliance with Applicable law, and share the results of such tests with Visa, or allow Visa to conduct tests, to ensure that Supplier's controls are effective.