

**EXHIBIT D – PROCUREMENT AGREEMENT
PRE-ASSIGNMENT SCREENING CRITERIA**

US, UK & Canada

The following criteria shall, as allowed by law, be considered the minimum required by Hitachi Digital LLC (“**Hitachi**”) and/or its affiliates (as appropriate) for validating the education, qualifications, and employment claims and civil history of persons under consideration for work assignment with Hitachi within the United States of America (US), Canada, the United Kingdom (UK), and their respective territories.

1. For each of the Supplier Personnel that Supplier wishes to assign to perform Services for Hitachi or the Customer, referred to herein, individually, as “**Worker**” and, collectively, as “**Workers**”:
 - a. Supplier shall certify to Hitachi that it has conducted, or used a reputable agency to conduct, background screening including, without limitation, screening the following categories of information as described herein: Social Security Number (“**SSN**”) (or country-specific equivalent of SSN) trace with address history; criminal history; international criminal & export compliance (also known as Global Sanctions, Global Dataset, or Global Watchlist); employment history; verification of education; and legal right to work (collectively referred to as “**Background Checks**”).
 - b. Additional or renewed screening and Customer-specific audits may be required by Hitachi and/or Flow Down Terms described in Section 1.2(a) of the applicable Procurement Agreement.
 - c. All Background Checks shall not be dated more than thirty (30) days prior to the date of the Worker’s assignment to the provision of Services by Hitachi to the Customer or directly to Hitachi and shall cover all the jurisdictions and countries where the Worker has resided, was employed, attended school, or lived for longer than three (3) months in the immediately preceding seven (7) years, unless otherwise indicated. An appropriate address verification shall be performed for the Worker’s current address.
2. All Background Checks, at a minimum, shall include the following:
 - a. SSN (or country-specific equivalent of SSN) trace with address history
 - b. A check of Government Specially Designated Nationals, Export Denial lists, and Global Sanctions, including:
 - i. Denied Persons List (or country-specific equivalent list)
 - ii. Excluded Parties List (or country-specific equivalent list)
 - iii. FBI Most Wanted Terrorist List (or country-specific equivalent list)
 - iv. FDA Debarment List (or country-specific equivalent list)
 - v. Specially Designated Nationals & Blocked Persons List or country specific equivalent list (include OFAC)
 - c. Employment history shall be verified for at least (i) the previous two (2) employers or (ii) seven (7) years of employment and military service, whichever period is longer.
 - i. If the Worker has a gap in employment of six (6) months or more the reason for the gap must be explained to Hitachi’ reasonable satisfaction.
 - d. The highest diploma, degree, or certificate earned shall be verified subject to the following conditions:
 - i. The highest non-university education more than ten (10) years in the past is not required to be verified.
 - ii. Only certificates, diplomas, and postsecondary education degrees issued by accredited trade or technical schools, colleges, and universities found on one of the following government or government-recognized accrediting body (and their successors from time to time) web pages listed below or, for territories of the countries listed, their regional equivalent:
 1. U.S. Department of Education Database -<http://www.ope.ed.gov/accreditation/>
 2. Universities Canada database - <http://www.univcan.ca/universities/member-universities/>
 3. The HEFCE Register - <http://www.hefce.ac.uk/reg/register/>
 - e. The Worker’s identity, citizenship, most recent country of permanent residence, and legal right to work in the jurisdiction in which the Worker will be performing Services shall be verified.
 - f. A credit report, if applicable local laws allow a credit report to be generated, may be required by the Customer and is required for the following positions and/or areas of work as a position of trust:
 - i. Legal
 - ii. Finance
 - iii. Payroll
 - iv. Accounts Payable

- v. Procurement
 - vi. Accounting
 - vii. Security
 - 1. Global Protection Services
 - 2. IT Security
 - viii. IT
 - 1. Network Administrators
 - 2. Anyone with access to their colleagues' email account or messages
 - ix. Facilities
 - 1. Anyone with unrestricted access to restricted areas
 - x. Internal Audit
 - xi. Logistics
 - xii. Contract Administrators
3. In addition to the criteria identified in Section 2, for all Workers currently residing in the US, Background Checks shall also include the following:
 - a. Criminal history check consisting of, if applicable and legally permitted: federal, state, and county felony and misdemeanor criminal convictions, and a 50-state criminal conviction database check.
 - b. A check of available national and state sex offender registries to determine whether the Worker is present on such lists and registries.
 - c. Where permitted by law, Hitachi reserves the right to require Workers to submit to substance testing.
 - i. All specimens shall be tested at U.S. Department of Health and Human Services (DHHS)/Substance Abuse Mental Health Services Administration (SAMHSA)-certified labs, and the screening service shall include confirmation of all positive test results.
 4. In addition to the criteria identified in Section 2, for all Workers currently residing in Canada, Background Checks shall also include the following:
 - a. criminal history check of the Royal Canadian Mounted Police's Canadian Police Information Centre (CPIC) system.
 5. In addition to the criteria identified in Section 2, for all Workers currently residing in the United Kingdom, Background Checks shall also include the following:
 - a. criminal history check of the Worker's basic disclosure from Disclosure Scotland, DBS, or AccessNI as applicable.
 6. For any period of time encompassed in the foregoing Background Check requirements when the Worker was resident outside of their current country of residence, such background screening shall be conducted by a reputable investigative agency that conducts background screenings in the relevant country or countries for transnational technology firms comparable to Hitachi, and in doing so utilizes database checking, field checking, and interviews as needed and permitted by local law. As applicable, the criminal history check shall include the local equivalents of those screenings described herein.
 7. Supplier shall secure and maintain, for each Worker who provides Services to Hitachi or Customer, such Worker's prior written consent to perform the background screening specified in this Exhibit. Supplier is also responsible for providing each Worker with any notices legally required prior to the performance of the Background Check.
 8. If required by the Customer or under the applicable Procurement Agreement, Supplier shall secure and maintain, from each assigned Worker, the Worker's prior written consent to disclose to Hitachi and/or Customer the results thereof.
 9. Supplier represents and warrants that, as allowed by law, it will not assign, without Hitachi's written authorization, any Worker to provide Services to Hitachi or Customer if such Worker's Background Check results contain any of the following:
 - a. Material deception or falsification
 - b. Any criminal court record(s) containing a conviction for an offense (or the Worker's participation in pretrial diversion or a similar program regarding an offense) that is: directly related to the work to be performed; involves endangering or threatening the safety of others.
 - c. Name listed on any of the U.S. Government Specially Designated National or export denial lists.
 - d. A confirmed positive test result from the drug screening (if substance testing is required).
 - e. No legal right to work in the jurisdiction in which the Worker will be performing Services for Hitachi and/or Customer.
 10. Section 9 shall not apply to: minor traffic violations (*i.e.*, a moving traffic violation other than reckless driving, hit-and-run, driving to endanger, vehicular homicide, driving while intoxicated, or other criminal offense involving gross negligence, recklessness, intentional or willful misconduct while operating a motor vehicle) or to convictions that have been legally expunged, spent (UK), pardoned (Canada), or the equivalent thereof under relevant non-US law.
 11. Additional restrictions, based on Customer criteria, may apply and will be communicated to the Supplier by Hitachi.

12. Supplier shall, upon request, certify in writing to Hitachi and/or Customer (as applicable) that Supplier has caused the foregoing background check to be performed on each Worker currently assigned to provide Service for Hitachi and/or Customer. Further, Supplier shall thereafter certify in writing to having met the foregoing requirements upon assigning any additional Workers to perform Services for Customer.
13. Supplier shall, in its written contracts with all permitted subcontractors and agents in the provision of Services to Hitachi and/or Customer, flow down the foregoing requirements.
 - a. Such contracts shall include the requirement that such subcontractors and agents secure valid written consent from each Worker as required by Sections 7 and 8 of this Exhibit.
14. Supplier shall comply with all applicable data protection laws when performing its obligations under this Exhibit.

EMEA

The following criteria shall, as allowed by law, be considered the minimum required by Hitachi Digital LLC (“**Hitachi**”) and/or its affiliates (as appropriate) for validating the education, qualifications, and employment claims and civil history of persons under consideration for work assignment with Hitachi within EMEA.

1. For each of the Supplier Personnel that Supplier wishes to assign to perform Services for Hitachi or the Customer, referred to herein, individually, as “**Worker**” and, collectively, as “**Workers**”:
 - a. To the extent permitted by applicable law, Supplier shall certify to Hitachi that it has conducted, or used a reputable agency to conduct, background screening including, without limitation, screening the following categories of information as described herein: Social Security Number (“**SSN**”) (or country-specific equivalent of SSN) trace with address history; request from criminal history from the Worker; request employment history; verification of education; and legal right to work (collectively referred to as “**Background Checks**”).
 - b. Additional or renewed screening and Customer-specific audits may be required by Hitachi and/or Flow Down Terms described in Section 1.2(a) of the applicable Procurement Agreement.
 - c. To the extent permitted by applicable law, all Background Checks shall not be dated more than thirty (30) days prior to the date of the Worker’s assignment to the provision of Services by Hitachi to the Customer or directly to Hitachi and shall cover all the jurisdictions and countries where the Worker has resided, was employed, attended school, or lived for longer than three (3) months in the immediately preceding seven (7) years, unless otherwise indicated. An appropriate address verification shall be performed for the Worker’s current address.
2. All Background Checks, at a minimum, shall include the following:
 - a. SSN (or country-specific equivalent of SSN) trace with address history
 - b. Obtaining a copy of the criminal record from the Worker, only when relevant for the type of provision of services.
 - c. Employment history shall be verified for at least (i) the previous two (2) employers or (ii) seven (7) years of employment and military service, whichever period is longer.
 - i. If the Worker has a gap in employment of six (6) months or more the reason for the gap must be explained to Hitachi’ reasonable satisfaction.
 - d. The highest diploma, degree, or certificate earned shall be verified subject to the following conditions:
 - i. The highest non-university education more than ten (10) years in the past is not required to be verified.
 - ii. Only certificates, diplomas, and postsecondary education degrees issued by accredited trade or technical schools, colleges, and universities found on one of the following government or government-recognized accrediting body (and their successors from time to time) web pages listed below or, for territories of the countries listed, their regional equivalent:
 1. U.S. Department of Education Database -<http://www.ope.ed.gov/accreditation/>
 2. Universities Canada database - <http://www.univcan.ca/universities/member-universities/>
 3. The HEFCE Register - <http://www.hefce.ac.uk/reg/register/>
 - e. The Worker's identity, citizenship, most recent country of permanent residence, and legal right to work in the jurisdiction in which the Worker will be performing Services shall be verified.
 - f. A credit report, if applicable local laws allow a credit report to be generated, may be required by the Customer and is required for the following positions and/or areas of work as a position of trust:
 - i. Legal
 - ii. Finance
 - iii. Payroll
 - iv. Accounts Payable
 - v. Procurement
 - vi. Accounting
 - vii. Security
 1. Global Protection Services
 2. IT Security
 - viii. IT
 1. Network Administrators
 2. Anyone with access to their colleagues’ email account or messages
 - ix. Facilities
 1. Anyone with unrestricted access to restricted areas

- x. Internal Audit
 - xi. Logistics
 - xii. Contract Administrators
3. In addition to the criteria identified in Section 2, for all Workers currently residing in the US, Background Checks shall also include the following:
 - a. Criminal history check consisting of, if applicable and legally permitted: federal, state, and county felony and misdemeanor criminal convictions, and a 50-state criminal conviction database check.
 - b. A check of available national and state sex offender registries to determine whether the Worker is present on such lists and registries.
 - c. Where permitted by law, Hitachi reserves the right to require Workers to submit to substance testing.
 - i. All specimens shall be tested at U.S. Department of Health and Human Services (DHHS)/Substance Abuse Mental Health Services Administration (SAMHSA)-certified labs, and the screening service shall include confirmation of all positive test results.
 4. In addition to the criteria identified in Section 2, for all Workers currently residing in Canada, Background Checks shall also include the following:
 - a. criminal history check of the Royal Canadian Mounted Police's Canadian Police Information Centre (CPIC) system.
 5. In addition to the criteria identified in Section 2, for all Workers currently residing in the United Kingdom, Background Checks shall also include the following:
 - a. criminal history check of the Worker's basic disclosure from Disclosure Scotland, DBS, or AccessNI as applicable.
 6. For any period of time encompassed in the foregoing Background Check requirements when the Worker was resident outside of their current country of residence, such background screening shall be conducted by a reputable investigative agency that conducts background screenings in the relevant country or countries for transnational technology firms comparable to Hitachi, and in doing so utilizes database checking, field checking, and interviews as needed and permitted by local law. As applicable, the criminal history check shall include the local equivalents of those screenings described herein.
 7. Supplier shall secure and maintain, for each Worker who provides Services to Hitachi or Customer, such Worker's prior written consent to perform the background screening specified in this Exhibit. Supplier is also responsible for providing each Worker with any notices legally required prior to the performance of the Background Check.
 8. If required by the Customer or under the applicable Procurement Agreement, Supplier shall secure and maintain, from each assigned Worker, the Worker's prior written consent to disclose to Hitachi and/or Customer the results thereof.
 9. Supplier represents and warrants that, to the extent permitted by law, it will not assign, without Hitachi's written authorization, any Worker to provide Services to Hitachi or Customer if such Worker's Background Check results contain any of the following:
 - a. Material deception or falsification;
 - b. Any criminal court record(s) containing a conviction for an offense (or the Worker's participation in pretrial diversion or a similar program regarding an offense) that is: directly related to the work to be performed; involves endangering or threatening the safety of others;
 - c. Name listed on any of the U.S. Government Specially Designated National or export denial lists;
 - d. No legal right to work in the jurisdiction in which the Worker will be performing Services for Hitachi and/or Customer.
 10. Section 9 shall not apply to: minor traffic violations (*i.e.*, a moving traffic violation other than reckless driving, hit-and-run, driving to endanger, vehicular homicide, driving while intoxicated, or other criminal offense involving gross negligence, recklessness, intentional or willful misconduct while operating a motor vehicle) or to convictions that have been legally expunged, spent (UK), pardoned (Canada), or the equivalent thereof under relevant non-US law.
 11. Additional restrictions, based on Customer criteria, may apply and will be communicated to the Supplier by Hitachi.
 12. Supplier shall, upon request, certify in writing to Hitachi and/or Customer (as applicable) that Supplier has caused the foregoing background check to be performed on each Worker currently assigned to provide Service for Hitachi and/or Customer. Further, Supplier shall thereafter certify in writing to having met the foregoing requirements upon assigning any additional Workers to perform Services for Customer.
 13. Supplier shall, in its written contracts with all permitted subcontractors and agents in the provision of Services to Hitachi and/or Customer, flow down the foregoing requirements.
 - a. Such contracts shall include the requirement that such subcontractors and agents secure valid written consent from each Worker as required by Sections 7 and 8 of this Exhibit.
 14. Supplier shall comply with all applicable data protection laws when performing its obligations under this Exhibit.