

U.S. Department of Justice

Washington, DC 20530

**Exhibit B to Registration Statement
Pursuant to the Foreign Agents Registration Act of
1938, as amended**

INSTRUCTIONS. A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements, or, where no contract exists, a full statement of all the circumstances by reason of which the registrant is acting as an agent of a foreign principal. Compliance is accomplished by filing an electronic Exhibit B form at <https://www.fara.gov>.

Privacy Act Statement. The filing of this document is required for the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, for the purposes of registration under the Act and public disclosure. Provision of the information requested is mandatory, and failure to provide the information is subject to the penalty and enforcement provisions established in Section 8 of the Act. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the FARA Unit in Washington, DC. Statements are also available online at the FARA Unit's webpage: <https://www.fara.gov>. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public in print and online at: <https://www.fara.gov>.

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .32 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, FARA Unit, Counterintelligence and Export Control Section, National Security Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

1. Name of Registrant

Hill and Knowlton Strategies, LLC

2. Registration Number

3301

3. Name of Foreign Principal

Cayman Islands Ministry of Financial Services, Commerce & Environment

Check Appropriate Box:

4. The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach a copy of the contract to this exhibit.
5. There is no formal written contract between the registrant and the foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach a copy of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.
6. The agreement or understanding between the registrant and the foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and expenses, if any, to be received.
7. What is the date of the contract or agreement with the foreign principal? 02/01/2021
8. Describe fully the nature and method of performance of the above indicated agreement or understanding.

The agreed upon terms and conditions of the engagement are reflected in the attached Statement of Work ("SOW")

9. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

As detailed in the SOW, H+K continues to support the Cayman Islands' effort to engage the United States Government and other key stakeholders to ensure that the Cayman Islands' positions are effectively communicated. Such support includes information gathering and analysis, public affairs advisory and support, public relations advisory and support, strategic messaging and content development, and crisis communications.

10. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act¹.

Yes No

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose. The response must include, but not be limited to, activities involving lobbying, promotion, perception management, public relations, economic development, and preparation and dissemination of informational materials.

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11. Prior to the date of registration² for this foreign principal has the registrant engaged in any registrable activities, such as political activities, for this foreign principal?

Yes No N/A - This statement is filed to update the registrant's agreement/contract with the foreign principal.

If yes, describe in full detail all such activities. The response should include, among other things, the relations, interests, and policies sought to be influenced and the means employed to achieve this purpose. If the registrant arranged, sponsored, or delivered speeches, lectures, social media, internet postings, or media broadcasts, give details as to dates, places of delivery, names of speakers, and subject matter. The response must also include, but not be limited to, activities involving lobbying, promotion, perception management, public relations, economic development, and preparation and dissemination of informational materials.

Set forth below a general description of the registrant's activities, including political activities.

Set forth below in the required detail the registrant's political activities.

Date	Contact	Method	Purpose
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12. During the period beginning 60 days prior to the obligation to register³ for this foreign principal, has the registrant received from the foreign principal, or from any other source, for or in the interests of the foreign principal, any contributions, income, money, or thing of value either as compensation, or for disbursement, or otherwise?

Yes No N/A - This statement is filed to update the registrant's agreement/contract with the foreign principal.

If yes, set forth below in the required detail an account of such monies or things of value.

Date Received	From Whom	Purpose	Amount/Thing of Value
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13. During the period beginning 60 days prior to the obligation to register⁴ for this foreign principal, has the registrant disbursed or expended monies, or disposed of anything of value other than money, in connection with activity on behalf of the foreign principal or transmitted monies to any such foreign principal?

Yes No N/A - This statement is filed to update the registrant's agreement/contract with the foreign principal.

If yes, set forth below in the required detail an account of such monies or things of value.

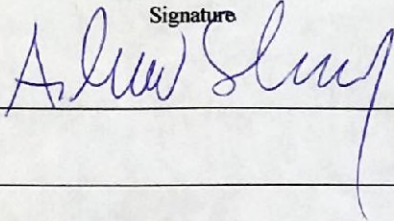
Date	Recipient	Purpose	Amount/Thing of Value
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¹ "Political activity," as defined in Section 1(o) of the Act, means any activity which the person engaging in believes will, or that the person intends to, in any way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or relations of a government of a foreign country or a foreign political party.

^{2,3,4} Pursuant to Section 2(a) of the Act, an agent must register within ten days of becoming an agent, and before acting as such.

EXECUTION

In accordance with 28 U.S.C. § 1746, and subject to the penalties of 18 U.S.C. § 1001 and 22 U.S.C. § 618, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this statement filed pursuant to the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, that he/she is familiar with the contents thereof, and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date	Printed Name	Signature
12/14/23	Andrew Scharf	

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SCHEDULE 3

SERVICES

STATEMENT OF WORK 1 - USA

This Statement of Work ("SOW") is entered into between Hill and Knowlton Strategies, LLC d/b/a Hill+Knowlton Strategies ("H+K") and the Cayman Islands Ministry of Financial Services_ ("Client") pursuant to that certain agreement entered into between the parties (the "Agreement"). Solely to the extent that the terms of this SOW conflict with any of the terms of the Agreement, and this SOW explicitly states that it intends to modify the conflicting terms, this SOW supersedes the Agreement. Otherwise, this SOW is governed by and subject to all terms of the Agreement.

Description of Services: In the United States, H+K will support the Client's effort to further engage with U.S. stakeholders, government officials, and other key influencers to ensure that its positions are effectively communicated.

Specific services include:

- **Information gathering and analysis, including:**
 - Preparation and submission to the London Global Hub of bi-weekly reports covering regulatory and legislative trends and developments of interest to the ministry, along with guidance and recommendations regarding how to respond to those developments.
 - Providing weekly report that highlights top news happening in Washington and a look ahead to upcoming notable events.
 - "Flash updates" when relevant developments in the U.S. take place.
- **Public affairs advisory and support, including:**
 - Stakeholder mapping of U.S. policy makers, relevant business and association leaders, and others the Client should look to engage to address existing perception or issues associated with the Cayman Islands in the United States.
 - Mapping will look at potential stakeholders in Washington, DC, New York, and Miami, as well as other U.S. markets when and where appropriate for the Client.
 - Coordinating engagement opportunities with diplomatic offices and trade associations in Washington, DC.
 - Targets include Caribbean delegation members, UK and EU delegations, and associations relevant to the Ministry of Financial Services.
 - Working with Congress and the appropriate agencies to establish CODEL (Congressional Member) STAFFDEL (Congressional Staff) and MECEA (Mutual Education and Cultural Exchange) trips to Cayman Islands.
 - Development and implementation support of engagement plans including outreach to key stakeholders, preparation for stakeholder meetings, and other logistical support

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- Advice and support concerning occasional events intended to promote the interests of the Client in the United States
- Ongoing ad hoc updates on relevant political developments, including people moves, progress of legislation, the formation of committees, publication of reports and the launch of legislative inquiries and other relevant political and policy developments.
- **Public relations advisory and support, including:**
 - Identification of media opportunities for representatives of the Client, including earned, social and paid media opportunities.
 - Interview preparation
 - Development of press releases and other collateral media materials
- **Strategic messaging and content development, including:**
 - Confidential Development, including testing, of key messages to support the Client's objectives in the United States
 - Development of messaging documents and other communications materials for use in the client's U.S. outreach
 - Development of additional content as needed in support of the Client's U.S. objectives
- **Crisis Communications, including:**
 - Identification of media coverage or unexpected political developments that have an adverse effect on the Cayman Islands' reputation or its financial services industry.
 - Providing rapid ad-hoc support in drafting media statements, informing stakeholders and advising the Ministry of the right tone of voice in addressing the crisis.
 - Providing real-time media and social media monitoring, advice on proactive and reactive communication strategies etc.

2. Start Date: February 1, 2021

3. Expected Completion Date: December 31, 2024

4. Fees and Payment Terms: The fees for this SOW shall not exceed \$300,000.00 annually. Out of pocket expenses will be billed separately, at cost. In obtaining third-party materials, services and rights, H+K will act as agent for Client with Client as the disclosed principal. H+K will only be liable for the cost of the goods and services purchased and other obligations on Client's behalf to the extent H+K has been paid by Client. For amounts not paid, Client will be solely liable to the third-party vendor. Further, with respect to production and media expenses, H+K will always be in receipt of payment from Client in time to meet vendor payment due dates.

IN WITNESS WHEREOF, the parties have executed this SOW effective as of the Start Date set forth above.

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Ministry of Financial Services & Home Affairs

Cayman Islands Government

By:



Name: Dax Basdeo

Title: Chief Officer

Hill and Knowlton Strategies, LLC

d/b/a Hill+Knowlton Strategies

By:



Name: [Jeff Marcus]

Title: Regional Chief Financial Officer