



**Foreign Private Issuer  
Annual Written Affirmation  
Rule 5.3(k)(5)(E)(iv)**

\_\_\_\_\_ (the “Company”) hereby notifies the NYSE Arca, Inc. that for the Company’s fiscal year ended \_\_\_\_\_, it has checked the appropriate box below:

The Company hereby affirms the following to NYSE Arca Equities, Inc. (“NYSE Arca”) without qualification:

or

Other than any non-compliance that is specifically described in **Exhibit A**<sup>1</sup> to this affirmation, the Company hereby affirms the following to NYSE Arca:

**A. Audit Committee - Rule 5.3(k)(5)**

The Company has an Audit Committee as defined by Section 3(a)(58) of the Securities and Exchange Act of 1934 (the “Act”) that complies with all the rules and procedures set forth in Rule 10A-3 of the Act and NYSE Arca Rules 5.3(k)(5)(A)(i) and 5.3(k)(5)(C)(ii) and (iii). During the year to which this Written Affirmation relates, the Audit Committee of the Company has reviewed and reassessed the adequacy of the Audit Committee’s written charter.

To the extent the Company has an Audit Committee, the Board has affirmatively determined that each member satisfies the independence requirements set forth in Rule 10A-3 of the Act and NYSE Arca Rule 5.3(k)(1). To the extent the Company is relying on an exemption from Rule 10A-3 or NYSE Arca Rule 5.3(k)(5)(A)(i) with respect to any individual member of the Audit Committee, a specific, brief description of the basis for such reliance and a citation to the relevant portion of Rule 10A-3 or NYSE Arca Rule 5.3(k)(5)(A)(i) is provided on **Exhibit B**.

Attached as **Exhibit C** is a list of those individuals who currently comprise the full membership of the Audit Committee of the Board of Directors, with an indication as to which members have accounting or related financial management expertise and which members are financially literate. With respect to each member of the Audit Committee

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<sup>1</sup> The Company must provide detailed disclosure on Exhibit A noting which standard it is not in compliance with, the reason for such non-compliance and a specific timetable for the Company’s return to compliance. If this Written Affirmation has been signed by the Company’s CEO, the Company need not also submit a notice of non-compliance as required by Rule 5.3(k)(5)(A)(iii).

who is also a director of the Company, the Company has also provided on **Exhibit C** a brief biography, including disclosure on share ownership in the Company and a brief description of any existing business relationships and/or fee arrangements with the Company, as applicable. To the extent that any or all of this biographical information is available through the EDGAR system of the Securities and Exchange Commission, the Company can specify the location of the disclosure on **Exhibit C**.

**B. Statement of Significant Differences - Rule 5.3(n)**

The Company has provided the statement of significant corporate governance differences required by NYSE Arca Rule 5.3(n) either (1) in the Company's annual report as distributed to shareholders in the United States in the English language and/or (2) on the Company's web site provided the web site is accessible in the United States and in the English language and appropriate reference to that location has been included in the Company's annual report to U.S. shareholders. The method and location of disclosure chosen by the Company has been indicated on **Exhibit B**.

**Certification**

**This Affirmation is signed by a duly authorized officer of, and on behalf of**

\_\_\_\_\_  
(Name of Company)

By: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

<b>NYSE ARCA WILL NOT ACCEPT THIS WRITTEN AFFIRMATION IF RETYPED, MODIFIED OR IF ANY TEXT OR FOOTNOTES ARE DELETED.</b>
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