



## Exhibit G to Domestic Company Section 303A Annual Written Affirmation

A company is required to complete Exhibit G to specify the location of disclosures required by Section 303A.

**Company name and ticker symbol:**

1	2	3	4
Section 303A	Required Disclosure	Required Location of Disclosure As specified in Section 303A and/or Securities Exchange Act Rule 10A-3 ("Rule 10A-3")	Location of Disclosure Name of document/page number where disclosure is located OR URL of Company website and link to specific web page If not applicable, mark as "N/A".
General Application/ Controlled Companies	A controlled company that chooses to take advantage of any of the controlled company exemptions must disclose that it is a controlled company and the basis for the determination.	Annual proxy statement or, if the Company does not file a proxy statement, annual report on Form 10-K.	
303A.02(a)	Provide the basis for the board's determination that an individual director's relationship with the Company is not material. <u>Categorical standards:</u> <ul style="list-style-type: none"> <li>• Disclose any categorical standards for independence adopted by the board.</li> <li>• Provide a general statement that the independent directors meet the categorical standards.</li> <li>• Explain the basis for determination of independence for each individual director (if any) with a business or other relationship that does not fit within the categorical standards and disclose that relationship.</li> </ul>	Annual proxy statement or, if the Company does not file a proxy statement, annual report on Form 10-K.	

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303A.02(b)(v)	Any contributions made by the Company to any tax exempt organization in which any independent director serves as an executive officer if, within the preceding three years, contributions in any single fiscal year from the Company to the organization exceeded the greater of \$1 million or 2% of such tax exempt organization's consolidated gross revenues.	Annual proxy statement or, if the Company does not file a proxy statement, annual report on Form 10-K.	
303A.03	<ul style="list-style-type: none"> <li>• The name of the one director chosen to preside at the regularly scheduled executive sessions of the non-management directors (the term non-management directors includes all directors who are not Section 16 officers); or, alternatively, the procedure by which a presiding director is chosen for each session.</li> <li>• A method established for interested parties to communicate directly with the presiding director or with the non-management directors as a group.</li> </ul>	Annual proxy statement or, if the Company does not file a proxy statement, annual report on Form 10-K.	

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303A.04 303A.09	<ul style="list-style-type: none"> <li>• Each Company's website must include the nominating/corporate governance committee charter (and/or the charter of any committee to which responsibilities have been reallocated).</li> <li>• Each Company must disclose that the charter(s) is/are available on its website and that the information is available in print to any shareholder who requests it.</li> </ul>	<ul style="list-style-type: none"> <li>• Company website</li> <li>• Annual proxy statement or, if the Company does not file a proxy statement, annual report on Form 10-K.</li> </ul>	
303A.05 303A.09	<ul style="list-style-type: none"> <li>• Each Company's website must include the compensation committee charter (and/or the charter of any committee to which responsibilities have been reallocated).</li> <li>• Each Company must disclose that the charter(s) is/are available on its website and that the information is available in print to any shareholder who requests it.</li> </ul>	<ul style="list-style-type: none"> <li>• Company website</li> <li>• Annual proxy statement or, if the Company does not file a proxy statement, annual report on Form 10-K.</li> </ul>	

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303A.06	<p>Disclose in column (4) whether the Company or any individual member of the Company's audit committee is relying on an exemption provided by Rule 10A-3 and provide a specific, brief description of the basis for reliance and reference to the provision of Rule 10A-3 being relied upon. In addition, if an individual member of the Company's audit committee is relying on an exemption from Rule 10A-3, provide the name of that individual.</p> <p>For ease of reference, a brief description of the available Rule 10A-3 exemptions is set out on page 7 of this form.</p>	<p>Rule 10A-3(d) requires the Company to disclose reliance on the exemption provided in Rule 10A-3(b)(1)(iv)(A), as well as to provide an assessment of the impact of such reliance, in the Company's annual report on Form 10-K. If the Company is relying on this exemption, provide a specific reference to the location of such disclosure in column (4).</p>	
303A.07(a)	<p>If an audit committee member simultaneously serves on the audit committees of more than three public companies, the board must determine that such simultaneous service does not impair the director's ability to serve on the Company's audit committee and disclose such determination.</p>	<p>Annual proxy statement, or if the Company does not file a proxy statement, annual report on Form 10-K.</p>	
303A.07(c) 303A.09	<ul style="list-style-type: none"> <li>• Each Company's website must include the audit committee charter.</li> <li>• Each Company must disclose that the audit committee charter is available on its website and that the information is available in print to any shareholder who requests it.</li> </ul>	<ul style="list-style-type: none"> <li>• Company website</li> <li>• Annual proxy statement or, if the Company does not file a proxy statement, annual report on Form 10-K.</li> </ul>	

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303A.09	<ul style="list-style-type: none"> <li>• Each Company's website must include the corporate governance guidelines.</li> <li>• Each Company must disclose that the corporate governance guidelines are available on its website and that the information is available in print to any shareholder who requests it.</li> </ul>	<ul style="list-style-type: none"> <li>• Company website</li> <li>• Annual proxy statement or, if the Company does not file a proxy statement, annual report on Form 10-K.</li> </ul>	
303A.10	<ul style="list-style-type: none"> <li>• Each Company's website must include a code of business conduct and ethics for directors, officers and employees; if multiple codes are adopted, all must be posted.</li> <li>• Each Company must disclose that the code of business conduct and ethics is available on its website and that the information is available in print to any shareholder who requests it.</li> <li>• Any waivers of the code of business conduct and ethics for executive officers or directors must be promptly disclosed to shareholders.</li> </ul>	<ul style="list-style-type: none"> <li>• Company website</li> <li>• Annual proxy statement or, if the Company does not file a proxy statement, annual report on Form 10-K.</li> <li>• Determined by the Company (e.g., website, press release, Form 8-K).</li> </ul>	

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303A.12(a)	<p>Each Company CEO must certify to the NYSE each year that he or she is not aware of any violation by the Company of NYSE corporate governance listing standards as of the date of that certification, qualifying the certification to the extent necessary.</p> <p>The Company must disclose that the previous year's certification was submitted to the NYSE and disclose any qualifications to that certification. It is not necessary to reproduce the text of the certification in the annual report, only a reference is required.</p> <p>This signed Domestic Company Section 303A Annual CEO Certification must be submitted simultaneously with the Domestic Company Section 303A Annual Written Affirmation.</p>	Annual report distributed to shareholders in accordance with Section 203.01 of the Listed Company Manual.	
303A.12(a)	<p>Each Company must disclose that it filed with the SEC, as an exhibit to its most recently filed Form 10-K, the Sarbanes-Oxley Act Section 302 certification regarding the quality of the Company's public disclosure.</p> <p>It is not necessary to reproduce the text of the certification in the annual report, only a reference is required.</p>	Annual report distributed to shareholders in accordance with Section 203.01 of the Listed Company Manual.	

**Available exemptions under Rule 10A-3:**

**Rule 10A-3(b)(1)(iv)(A)** – This provision provides a transitional exemption for a company listing in connection with an initial public offering of securities.

**Rule 10A-3(b)(1)(iv)(B)** – This provision provides an exemption to allow an otherwise independent director who serves on the board of directors of both a listed company and an affiliate to serve on the audit committee of the listed company.

**Rule 10A-3(c)(1)** – This provision provides a general exemption from the requirement to have an audit committee where the company is listing securities but satisfies the requirements of Rule 10A-3 with respect to another class of securities already listed on a national securities exchange or national securities association.

**Rule 10A-3(c)(2)** – This provision provides a general exemption from the requirement to have an audit committee for subsidiaries that are listed on a national securities exchange or market where the subsidiary's parent company satisfies the requirements of Rule 10A-3 with respect to a class of equity securities already listed on a national securities exchange or market and the subsidiary:

- is directly or indirectly consolidated by the parent; or
- is at least 50% beneficially owned.

This exemption does not apply to a subsidiary that has issued equity securities, other than non-convertible, non-participating preferred securities.

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**The above summary of the provisions of Rule 10A-3 is provided for convenience only. It is not a verbatim statement of those rules and is intended solely to assist in understanding potential exemptions. This summary should not under any circumstances be relied upon as an authoritative statement of SEC rules.**