



Instructions for Submission of Domestic Company Section 303A Written Affirmations

Q1: When must a Domestic Company Section 303A Annual Written Affirmation be submitted?

A: A Domestic Company Section 303A Annual Written Affirmation must be submitted annually within 30 days of a company's annual shareholders' meeting. If the company is an entity that does not normally hold an annual shareholders' meeting (e.g., a limited partnership), the form must be submitted within 30 days of the date the company files its annual report on Form 10-K with the Securities and Exchange Commission ("SEC").

The Domestic Company Section 303A Annual Written Affirmation may be submitted electronically through eGovDirect.com. Questions regarding registration for eGovDirect should be directed to Christine Pilone at 212-656-4651 or egovdirect@nyse.com.

A form of the Domestic Company Section 303A Annual Written Affirmation is also provided on www.nyse.com; click on "Listed Companies" then "Corporate Governance Forms".

Q2: When does a company that listed in connection with an initial public offering need to submit its first Domestic Company Section 303A Annual Written Affirmation?

A: A company that listed on the NYSE in connection with its initial public offering is not required to submit its first Domestic Company Section 303A Annual Written Affirmation until 30 days from the one-year anniversary of the date the company listed on the NYSE.

If the company's first annual shareholders' meeting after listing occurs:

- prior to the one year anniversary of the company's listing date, or
- within three months after the one year anniversary of the company's listing date,

the company is not required to submit a Domestic Company Section 303A Annual Written Affirmation following that annual shareholders' meeting if it properly submits a Domestic Company Section 303A Annual Written Affirmation within 30 days of its listing anniversary date.

Q3: When must a Domestic Company Section 303A Interim Written Affirmation be submitted?

A: A Domestic Company Section 303A Interim Written Affirmation must be submitted promptly each time that:

- A director who was deemed independent is no longer independent

- A director who was not deemed independent is deemed independent
- A director has been added to the company's board
- A director has left the company's board
- The composition of the company's audit committee has changed
- The composition of the company's nominating/corporate governance committee has changed
- The composition of the company's compensation committee has changed
- The composition of any other committee to which the prescribed duties of the nominating/corporate governance committee have been reallocated has changed
- The composition of any other committee to which the prescribed duties of the compensation committee have been reallocated has changed
- The company is no longer a controlled company for purposes of Section 303A
- The company has become a controlled company for purposes of Section 303A
- The company no longer qualifies as a foreign private issuer.

The requirement to submit a Domestic Company Section 303A Interim Written Affirmation does not apply until after a company has submitted its initial Domestic Company Section 303A Annual Written Affirmation.

A Domestic Company Section 303A Interim Written Affirmation may be submitted electronically through eGovDirect.com. A form of the Domestic Company Section 303A Interim Written Affirmation is also provided on www.nyse.com; click on "Listed Companies" then "Corporate Governance Forms".

Q4: Who must sign a Domestic Company Section 303A Written Affirmation on behalf of the company?

A: An authorized officer of the company.

Q5: When and how should the Domestic Company Section 303A Annual CEO Certification be submitted?

A: The Domestic Company Section 303A Annual CEO Certification must be submitted simultaneously with the Domestic Company Section 303A Annual Written Affirmation. It may be submitted electronically through eGovDirect.com. A form of the Domestic Company Section 303A Annual CEO Certification is also provided on www.nyse.com; click on "Listed Companies" then "Corporate Governance Forms".

Q6: If a company is out of compliance with any requirement of Section 303A as of the date it submits its Domestic Company Section 303A Written Affirmation, what should be submitted?

A: A company must submit a Domestic Company Section 303A Annual or Interim Written Affirmation with all required exhibits, regardless of its status, with a check mark in the appropriate box indicating the absence of compliance. If the company is unable to submit an unqualified certification, the Domestic Company Section 303A Annual or Interim Written Affirmation must be accompanied by disclosure on Exhibit H noting the standard with which the company is out of compliance, the reason for such noncompliance, and a specific timetable for the company's return to compliance.

Section 303A.12(b) also requires a company to promptly notify the NYSE of any material noncompliance with Section 303A.

Q7: Is a company required to submit a Section 303A.12(b) notice of noncompliance if it has submitted a Domestic Company Section 303A Interim Written Affirmation to the NYSE?

A: If a company has submitted a Domestic Company Section 303A Interim Written Affirmation relating to a specific event of noncompliance, it does not need to also submit a Section 303A.12(b) notice if its CEO signed the Interim Written Affirmation. If the Domestic Company Section 303A Interim Written Affirmation was not signed by the company's CEO, a Section 303A.12(b) notice signed by the CEO must be separately submitted to the NYSE.

Q8: Can a company modify and/or retype the Section 303A Annual or Interim Written Affirmation forms onto its letterhead?

A: No. The PDF version of the Section 303A Annual and Interim Written Affirmations provided by the NYSE must be executed without modification. No Section 303A Annual or Interim Written Affirmation will be accepted if it has been retyped, modified or if any text has been deleted. If there are any questions regarding applicability of the text to a company's specific circumstances, contact the Corporate Governance department prior to submission at 212-656-4542.

Q9: What format must be utilized for the Domestic Company Section 303A Annual and Interim Written Affirmation exhibits?

A: The form of Exhibit G to the Domestic Company Section 303A Annual Written Affirmation is specified. The PDF document is available on www.nyse.com; click on "Listed Companies" then "Corporate Governance Forms". All other required Domestic Company Section 303A Annual and Interim Written Affirmation exhibits can be typed free form on a company's letterhead. If any of the information required to be provided as an exhibit to a Domestic Company Section 303A Annual or Interim Written Affirmation is available through an EDGAR filing, the company can specify the location of such disclosure on the exhibit in lieu of restating the information. All required exhibits must note the company's name and be included with the Domestic Company Section 303A Annual or Interim Written Affirmation when it is submitted.

Q10: What information must be provided for each director required to be listed on Exhibit A to the Domestic Company Section 303A Annual or Interim Written Affirmation?

A: A company must include a list of the full board of directors, with an indication as to which directors have been deemed independent by the board, on Exhibit A to the Domestic Company Section 303A Annual or Interim Written Affirmation. If the company's board is classified, the class of each director must also be indicated on Exhibit A. To the extent that a company is a business development company, an indication should be made as to which directors have been deemed not to be "interested persons" of the company as defined in Section 2(a)(19) of the Investment Company Act of 1940.

For each independent director, the company must also provide biographical information including share ownership in the company and a brief description of any existing business relationships and/or fee arrangements with the company or its consolidated subsidiaries. If

current information is available through an EDGAR filing, the company can specify the location of such disclosure on Exhibit A instead of restating the information. If the information is not current, the company must provide up-to-date information on Exhibit A.

Q11: What information must be provided for each individual audit committee member required to be listed on Exhibit E to the Domestic Company Section 303A Annual or Interim Written Affirmation?

A: In addition to the information required to be provided on Exhibit A, as described above, a company must indicate which audit committee members have accounting or related financial management expertise and which members are financially literate.

Q12: Where else can a domestic company find information relating to the requirements to file Section 303A Written Affirmations and other Section 303A issues?

A: The NYSE has posted a series of Frequently Asked Questions (“FAQs”) on www.nyse.com; click on “Listed Companies” then “Corporate Governance”. A company may also contact the Corporate Governance department at 212-656-4542. Questions regarding eGovDirect.com may be directed to Christine Pilone at 212-656-4651 or egovdirect@nyse.com.

Q13: Where should completed Domestic Company Section 303A Annual and Interim Written Affirmations be sent?

A: The Domestic Company Section 303A Annual and Interim Written Affirmations may be submitted electronically through eGovDirect.com.

Alternatively, the completed forms may be sent or faxed to:

Corporate Governance Department
NYSE Regulation, Inc.
20 Broad Street, 13th Floor
New York, NY 10005
Telephone: 212-656-4542
Fax: 212-656-5780