



Instructions for Submission of Foreign Private Issuer Section 303A Written Affirmations

Q1: When must a Foreign Private Issuer Section 303A Annual Written Affirmation be submitted?

A: A Foreign Private Issuer Section 303A Annual Written Affirmation must be submitted annually within 30 days of the date a company files its annual report on Form 10-K, 20-F or 40-F with the U.S. Securities and Exchange Commission.

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

Beginning in the spring of 2008, the Foreign Private Issuer 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.

Q2: When must a Foreign Private Issuer Section 303A Interim Written Affirmation be submitted?

A: A Foreign Private Issuer Section 303A Interim Written Affirmation must be submitted promptly each time that:

- An audit committee member who was deemed independent is no longer independent
- A member has been added to the audit committee
- A member has been removed from the audit committee resulting in the company no longer having a Securities Exchange Act Rule 10A-3 ("Rule 10A-3") compliant audit committee
- The company or a member of its audit committee is no longer eligible to rely on or is choosing to no longer rely on a previously applicable exemption provided by Rule 10A-3.

A form of the Foreign Private Issuer Section 303A Interim Written Affirmation is provided on www.nyse.com; click on "Listed Companies" then "Corporate Governance Forms".

Beginning in the spring of 2008, the Foreign Private Issuer Section 303A Interim Written Affirmation may be submitted electronically through eGovDirect.com.

Q3: Who must sign a Foreign Private Issuer Section 303A Written Affirmation on behalf of the company?

A: An authorized officer of the company.

Q4: If a company is out of compliance with any requirement of Section 303A.06 or Section 303A.11 as of the date it submits its Foreign Private Issuer Section 303A Written Affirmation, what should be submitted?

A: A company must submit a Foreign Private Issuer 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 Foreign Private Issuer Section 303A Annual or Interim Written Affirmation must be accompanied by disclosure on Exhibit A noting the standard the company is not in compliance with, 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.06 or Section 303A.11.

Q5: Is a company required to submit a Section 303A.12(b) notice of noncompliance if it has submitted a Foreign Private Issuer Section 303A Interim Written Affirmation to the NYSE?

A: If a company has submitted a Foreign Private Issuer 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 Foreign Private Issuer 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.

Q6: Can a company modify and/or retype the Foreign Private Issuer Section 303A Annual or Interim Written Affirmation forms onto its letterhead?

A: No. The PDF version of the Foreign Private Issuer 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 at 212-656-4542 or corporategovernanceintl@nyse.com.

Q7: What format must be utilized for the Foreign Private Issuer Section 303A Annual and Interim Written Affirmation exhibits?

A: The form of Exhibit B to the Foreign Private Issuer 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 Foreign Private Issuer 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 Foreign Private Issuer 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 Foreign Private Issuer Section 303A Annual or Interim Written Affirmation when it is submitted.

Q8: If applicable, what information must be provided for each audit committee member required to be listed on Exhibit C to the Section 303A Annual or Interim Written Affirmation?

A: A company must include a list of all of the members of the audit committee on Exhibit C to the Foreign Private Issuer Section 303A Annual or Interim Written Affirmation. With respect to each member of the audit committee who is also a director of the company, the company must provide biographical information, including disclosure regarding share ownership in the company and a brief description of any existing business relationships and/or fee arrangements with the company, if applicable. If any or all such biographical information is available through an EDGAR filing, the company can specify the location of such disclosure on Exhibit C in lieu of restating the information.

Q9: Where else can a foreign private issuer 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”. FAQs A-7, F-3 and H-1 through H-5 relate specifically to foreign private issuers. A company may also contact the Corporate Governance department at 212-656-4542 or corporategovernanceintl@nyse.com. Questions regarding eGovDirect.com may be directed to Christine Pilone at 212-656-4651 or egovdirect@nyse.com.

Q10: Where should completed Foreign Private Issuer Section 303A Annual and Interim Written Affirmations be sent?

A: The completed Foreign Private Issuer Section 303A Annual and Interim Written Affirmations may be sent, faxed or emailed to:

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

Fax: 212-656-5780

Email: corporategovernanceintl@nyse.com