



## Foreign Private Issuer Section 303A Interim Written Affirmation

\_\_\_\_\_ (the "Company") hereby notifies the New York Stock  
(Insert Company name and ticker symbol)

Exchange ("NYSE") that, as of \_\_\_\_\_, the following event has occurred (check all that apply):  
(Insert date)

- 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 detailed description of each event checked above must be included as Addendum A to this Interim Written Affirmation.

### **A. Company is in Compliance**

If the Company is in compliance with Section 303A.06<sup>1</sup> following the event checked above, it must check the box below.

- The Company hereby affirms to the NYSE that, as of the date of this Interim Written Affirmation, it is in full compliance with Rule 10A-3.

### **B. Company is not in Compliance<sup>2</sup>**

If the Company is not in compliance with Rule 10A-3 following the event checked above, it must check the box below and provide detailed disclosure on Exhibit A noting the reason for such noncompliance and a specific timetable for its return to compliance.

- The Company hereby affirms to the NYSE that, as of the date of this Interim Written Affirmation, it is not in compliance with Rule 10A-3.

### **C. Additional Information**

1) To the extent that the Company has checked the box above indicating that an audit committee member is no longer independent, the Company has also provided the name of that member on Addendum A.

2) To the extent that the Company has checked the box above indicating that a member has been added to the audit committee, such member satisfies the requirements set out in Rule 10A-3. Attached on Exhibit C is a list of those individuals who currently comprise the full membership of the audit

<sup>1</sup> Section 303A.06 incorporates the requirements of Rule 10A-3 promulgated by the U.S. Securities and Exchange Commission under the Securities Exchange Act of 1934.

<sup>2</sup> To the extent that this Interim Written Affirmation has been signed by the Company's CEO, the Company need not also submit a notice of noncompliance as required by Section 303A.12(b).

committee of the board of directors. With respect to the newly added member of the audit committee who is also a director, the Company has provided a brief biography for that director, including disclosure regarding share ownership in the Company and a brief description of any existing business relationships and/or fee arrangements with the Company, as 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.

3) To the extent that the Company has checked the box above indicating that a member has been removed from the audit committee resulting in the Company no longer having a Rule 10A-3 compliant audit committee, the Company has provided the name of that individual on Addendum A.

4) To the extent the Company has checked the box indicating that it, 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 and, as a result, is now required to have an audit committee or restructure its audit committee, attached on Exhibit C is a list of those individuals who currently comprise the full membership of the audit committee of the board of directors. With respect to each member of the audit committee who is also a director of the Company, the Company has provided a brief biography for that director, including disclosure regarding share ownership in the Company and a brief description of any existing business relationships and/or fee arrangements with the Company, as 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.

## Certification

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

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

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

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

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

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

The completed form may be sent, faxed or emailed to:

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

Fax: 212-656-5780

Email: [corporategovernanceintl@nyse.com](mailto:corporategovernanceintl@nyse.com)

**Note: THE NYSE WILL NOT ACCEPT IF RETYPED, MODIFIED OR IF ANY TEXT OR FOOTNOTES ARE DELETED.** If you have any questions regarding applicability to your Company's circumstances, please call the Corporate Governance department prior to submission.