



Instructions for Submission of Special Entity Section 303A Written Affirmations

Q1: Who must submit Special Entity Section 303A Written Affirmations and when must the forms be submitted?

A: An open-end fund (more commonly known as an exchange traded fund or ETF) or an issuer that has only debt or preferred securities listed on the New York Stock Exchange and, pursuant to the General Application section of Section 303A, is subject solely to the requirements of Sections 303A.06, 303A.12(b) and 303A.12(c) must submit Special Entity Section 303A Annual and Interim Written Affirmations.

For these issuers, a Special Entity Section 303A Annual Written Affirmation must be submitted annually within 30 days of the date an issuer files its annual report on Form 10-K, 20-F, 40-F or N-CSR with the Securities and Exchange Commission. In addition, a Special Entity 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 issuer no longer having a Securities Exchange Act Rule 10A-3 ("Rule 10A-3") compliant audit committee
- The issuer 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 Special Entity Section 303A Annual Written Affirmation and the Special Entity Section 303A Interim Written Affirmation is provided on www.nyse.com; click on "Listed Companies" then "Corporate Governance Forms".

Q2: Who must sign a Special Entity Section 303A Written Affirmation on behalf of the issuer?

A: An authorized officer of the issuer.

Q3: If an issuer is out of compliance with any requirement of Section 303A.06 as of the date it submits its Special Entity Section 303A Written Affirmation, what should be submitted?

A: An issuer must submit a Special Entity 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 issuer is unable to submit an unqualified certification, the Special Entity Section 303A Annual or Interim Written Affirmation must be accompanied by disclosure on Exhibit A noting the standard the issuer is not in

compliance with, the reason for such noncompliance and a specific timetable for the issuer's return to compliance.

Section 303A.12(b) also requires an issuer to promptly notify the NYSE of any material noncompliance with Section 303A.06.

Q4: Is an issuer required to submit a Section 303A.12(b) notice of noncompliance if it has submitted a Special Entity Section 303A Interim Written Affirmation to the NYSE?

A: If an issuer has submitted a Special Entity 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 Special Entity Section 303A Interim Written Affirmation was not signed by the issuer's CEO, a Section 303A.12(b) notice signed by the CEO must be separately submitted to the NYSE.

Q5: Can an issuer modify and/or retype the Special Entity Section 303A Annual or Interim Written Affirmation forms onto its letterhead?

A: No. The PDF version of the Special Entity 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 an issuer's specific circumstances, contact the Corporate Governance department at 212-656-4542 or corporategovernance@nyse.com.

Q6: What format must be utilized for the Special Entity Section 303A Annual and Interim Written Affirmation exhibits?

A: The form of Exhibit C to the Special Entity 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 Special Entity Section 303A Annual and Interim Written Affirmation exhibits can be typed free form on an issuer's letterhead. If any of the information required to be provided as an exhibit to a Special Entity Section 303A Annual or Interim Written Affirmation is available through an EDGAR filing, the issuer can specify the location of such disclosure on the exhibit in lieu of restating the information. All required exhibits must note the issuer's name and be included with the Special Entity Section 303A Annual or Interim Written Affirmation when it is submitted.

Q7: If applicable, what information must be provided for each audit committee member required to be listed on Exhibit B to the Special Entity Section 303A Annual or Interim Written Affirmation?

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

Q8: Where else can an issuer find information relating to Section 303A?

A: The NYSE has posted a series of Frequently Asked Questions (“FAQs”) on www.nyse.com; click on “Listed Companies” then “Corporate Governance”. An issuer may also contact the Corporate Governance department at 212-656-4542 or corporategovernance@nyse.com.

Q9: Where should completed Special Entity Section 303A Annual and Interim Written Affirmations be sent?

A: The Special Entity 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: corporategovernance@nyse.com