

## NEW YORK STOCK EXCHANGE

### Checklist of Supporting Documents Required for Initial Listing Application

*This is a checklist of materials that companies are required to submit after they have been cleared to apply for listing on the NYSE (the "Exchange"). In addition to the materials below, the Exchange may request further information in connection with a particular listing application.*

#### Documents Required for Authorization to List

- Original Listing Application executed by an executive officer (completed electronically in Listing Manager)
- Response to Clearance Letter executed by an executive officer (completed electronically in Listing Manager)
- Shareholder Evidence:
  - When listing in conjunction with an initial public offering ("IPO"), a signed letter from the underwriter undertaking that the company will meet applicable quantitative listing standards upon listing
  - For other listing types, evidence that a company meets the applicable distribution standards (e.g., transfer agent shareholder report, NOBO list, or Broadridge Share Range Analysis)
- Listing Agreement executed by an executive officer (completed electronically in Listing Manager)
  - Foreign private issuers listing American Depository Receipts ("ADRs") must also provide an executed Depository Listing Agreement and Draft Depository Agreement
- Section 315 Letter signed by company counsel
- Draft securities registration filing (e.g., Form 8-A, Form 10, Form 20-F, as applicable)
- Copy of charter (amended draft or final which will be in place upon the listing)
- Copy of bylaws (amended draft or final which will be in place upon the listing)
- Copy of Board resolutions (draft or executed) authorizing the company to:
  - apply to list securities on the Exchange;
  - issue any *unissued* securities (e.g., option plans, shares to be issued upon conversion etc.) for which the listing application is made; and
  - appoint a transfer agent/registrar
- Exhibit 5.1 opinion or copy of good standing certificate from jurisdiction of incorporation if no Exhibit 5.1 opinions have been filed with the SEC in the preceding 12 months

- Opinion of home country counsel (for foreign private issuers)
- Corporate Governance Affirmations (completed electronically in Listing Manager):
  - Initial Written Affirmation
  - Recovery Policy Affirmation

#### **Documents Required Prior to Listing**

- Confirmation letter from CUSIP Bureau
- Securities Registration Filing (e.g., Form 8-A) must be filed with SEC

#### **Documents To Be Provided After Listing\***

- Final Original Listing Application executed by an executive officer and containing final share numbers as of the listing date
- Final executed copy of Depository Listing Agreement (for foreign private issuers listing ADRs)
- Final/executed versions (or a secretary's certificate) of the resolutions (and any other documents such as charter and bylaws) that were previously submitted in draft form

*\* Final documentation must be provided promptly after listing. If listing in conjunction with an IPO, final documentation must be provided promptly after the exercise in full of the over-allotment option or the expiration of the over-allotment period.*