

NEW YORK STOCK EXCHANGE

SAMPLE CORPORATE RESOLUTIONS

These sample board resolutions are provided for informational purposes only. They may not be appropriate for all companies or circumstances, and the Exchange makes no representation as to their suitability for any particular use. Companies are responsible for preparing board resolutions that reflect their specific circumstances, internal procedures, governance practices, and applicable legal requirements.

Listing on the New York Stock Exchange

WHEREAS, the Company's common stock, _____ par value (the "Common Stock") is currently listed and trading on [name of current trading venue];

WHEREAS, the Board of Directors of the Company has determined that it is in the best interests of the Company to list the Common Stock and cause it to be admitted to trading on the New York Stock Exchange ("NYSE");

NOW, THEREFORE, BE IT RESOLVED, that all officers of the Company be and each hereby is authorized and directed to take, or cause to be taken, all actions necessary or advisable to effect the listing and trading of the Common Stock on the NYSE, including the preparation, execution and filing of all necessary applications, documents, forms and agreements with the NYSE and the Securities and Exchange Commission (the "SEC"), the payment by the Company of filing, listing or application fees, the preparation of temporary and permanent certificates for the Common Stock, and the appearance of any such officer before NYSE officials;

RESOLVED FURTHER, that, in order to avoid the direct and indirect costs and the division of the market resulting from dual listing on _____ and the NYSE, all officers of the Company be and each hereby is authorized and directed to take, or cause to be taken, all actions necessary or advisable to delist and suspend the trading of the Common Stock on _____ upon the admission of the Common Stock to trading on the NYSE, including the preparation, execution and delivery of application, documents, forms and agreements with _____ and the SEC.

RESOLVED FURTHER, that the transfer agent and registrar for the Common Stock continue to be _____.

RESOLVED FURTHER, that all officers of the Company be and each hereby is authorized from time to time to do, or cause to be done, all such other acts and things and to execute and deliver all such instruments and documents, as each such officer shall deem necessary or appropriate to cause the Company to become listed and admitted to trading on the NYSE and, upon such admission to trading, to cause the Company to be delisted on _____ and otherwise to carry out the purpose and intent of the foregoing resolutions.

RESOLVED FURTHER, that all actions taken and expenses incurred by any officer or director heretofore in furtherance of any of the actions authorized by the foregoing resolutions hereby and expressly ratified, confirmed, adopted and approved.