

NYSE Regulation

Comparison of the Versions of the Foreign Private Issuer Section 303A Written Affirmation Forms and Instructions

January 4, 2010 Update:

Foreign Private Issuer Section 303A Annual Written Affirmation

- Clarified that if an individual is relying on a Securities Exchange Act Rule 10A-3 (“Rule 10A-3”) exemption the name of that individual must be included on Exhibit B.
- Specified that if the company or an individual member of its audit committee is not relying on a Rule 10A-3 exemption that the company has indicated “Not Applicable” on Exhibit B.
- Specified that each audit committee member that is deemed independent is marked with an asterisk and, if an audit committee member is claiming a Rule 10A-3 exemption, the exemption claimed is also noted on Exhibit C.
- Revised information required to be submitted on Exhibit C for each audit committee member to make a specific citation to the provisions of Rule 10A-3(b)(1)(ii).
- Specified that if the audit committee member who is also a director does not own any shares of the company, does not have any fee arrangements with the company or its subsidiaries and/or is not an affiliated person of the company or its subsidiaries a statement to that effect is made on Exhibit C.
- Revised Part B Statement of Significant Differences following approval of changes to Section 303A.11 in SR-NYSE-2009-89.
- Added that the affirmation may be submitted electronically through egovdirect.com.
- Update the New York Stock Exchange website address to www.nyx.com.
- Updated the email address.
- Changed reference from Corporate Governance department to Corporate Compliance department.
- Made text and formatting changes to conform to other Section 303A forms.

Exhibit B to Foreign Private Issuer Section 303A Annual Written Affirmation

- Specified that if the company or an individual member of its audit committee is not relying on a Rule 10A-3 exemption that the company has indicated “Not Applicable” in Exhibit B Column 2.
- Clarified the required Rule 10A-3(d) disclosure in Exhibit B Column 3.
- Revised Statement of Significant Differences section following approval of changes to Section 303A.11 in SR-NYSE-2009-89.
- Made text and formatting changes to conform to other Section 303A forms.

Foreign Private Issuer Section 303A Interim Written Affirmation

- Added two events requiring submission of a Foreign Private Issuer Section 303A Interim Written Affirmation and reordered existing list of events:
 - The company or a member of its audit committee is eligible to rely on and is choosing to rely on a Rule 10A-3 exemption
 - The company determined that it no longer qualifies as a foreign private issuer and will be considered a domestic company under Section 303A.

- Defined Determination Date for purposes of Section 303A.
- Specified in Item C-2 and C-4 that each audit committee member that is deemed independent is marked with an asterisk and, if an audit committee member is claiming a Rule 10A-3 exemption, the exemption claimed is also noted on Exhibit C.
- Revised in Item C-2 and C-4 information required to be submitted on Exhibit C for each audit committee member to make a specific citation to the provisions of Rule 10A-3(b)(1)(ii).
- Specified in Item C-2 and C-4 that if the audit committee member who is also a director does not own any shares of the company, does not have any fee arrangements with the company or its subsidiaries and/or is not an affiliated person of the company or its subsidiaries a statement to that effect is made on Exhibit C.
- Added requirement in Item C-2 and C-4 for a company to file new Exhibit D if it or an individual member of its audit committee is relying on a Rule 10A-3 exemption.
- Added new Item C-3 to specify information required to be provided on new Exhibit D if the company or a member of its audit committee is eligible to rely on and is choosing to rely on a Rule 10A-3 exemption and renumbered old Item C-3 as C-5.
- Added new Item C-6 to specify information required to be provided if the company determined that it no longer qualifies as a foreign private issuer and will be considered a domestic company under Section 303A.
- Added that there is no specified form for Addendum A, Exhibit A or Exhibit C and that the form of Exhibit D is specified and is available on www.nyx.com.
- Added that the affirmation may be submitted electronically through egovdirect.com.
- Updated the email address.
- Changed reference from Corporate Governance department to Corporate Compliance department.
- Made text and formatting changes to conform to other Section 303A forms.

Exhibit D to Foreign Private Issuer Section 303A Interim Written Affirmation

- Created new Exhibit D for a company to submit with its Foreign Private Issuer Section 303A Interim Written Affirmation if it or an individual member of its audit committee is relying on a Rule 10A-3 exemption.

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

- Reflected that the Foreign Private Issuer Section 303A Annual and Interim Written Affirmations may be submitted electronically through egovdirect.com in the answers to Q1, Q2 and new Q12.
- Updated NYSE email addresses in the answers to Q1, Q6, new Q11 and new Q12.
- Updated NYSE website address in the answers to Q1, Q2, Q7 and new Q11.
- Specified that a Foreign Private Issuer Section 303A Interim Written Affirmation must be submitted within five business days of an event requiring submission of that form in the answer to Q2.
- Added two events requiring submission of a Foreign Private Issuer Section 303A Interim Written Affirmation and reordered existing list of events in the answer to Q2:
 - The company or a member of its audit committee is eligible to rely on and is choosing to rely on a Rule 10A-3 exemption
 - The company determined that it no longer qualifies as a foreign private issuer and will be considered a domestic company under Section 303A.

- Revised the information regarding the Section 303A.12(b) notification to state that a company is to promptly notify the NYSE of any noncompliance with Section 303A in the answer to Q4 following approval of SR-NYSE-2009-89.
- Provided a list of exhibits to the Foreign Private Issuer Section 303A Annual and Interim Written Affirmations and noted the forms of exhibits that have been specified in the answer to Q7.
- Specified information that must be submitted on Exhibit C for audit committee members that are directors of the company in the answer to Q8. Noted that each audit committee member that is deemed independent must be marked with an asterisk and, if an audit committee member is claiming a Rule 10A-3 exemption, the exemption claimed must also be noted on Exhibit C.
- Added a new question 9 to address what information is required to be submitted if a company or an individual member of the audit committee is relying on a Rule 10A-3 exemption.
- Added a new question 10 to address what information is required to be submitted when a company ceases to qualify as a foreign private issuer and will become a domestic company under Section 303A and renumbered remaining questions.
- Changed reference from Corporate Governance Department to Corporate Compliance Department in the answer to Q6, new Q11 and new Q12.
- Updated references to FAQs pertaining to foreign private issuers in the answer to new Q11.
- Made text and formatting changes to conform to other Section 303A instructions.

January 4, 2008 Update:

Foreign Private Issuer Section 303A Annual Written Affirmation

- Revised Part B Statement of Significant Differences.
- Updated the email address to be used for submission of a written affirmation.

Exhibit B to Foreign Private Issuer Section 303A Annual Written Affirmation

- Revised Statement of Significant Differences section.

Foreign Private Issuer Section 303A Interim Written Affirmation

- Added two events requiring submission of an interim written affirmation:
 - A member has been removed from the audit committee resulting in a company no longer having a Rule 10A-3 compliant audit committee;
 - A member of a company's 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.
- Added requirement for submission of Addendum A to describe each event that led to the submission of the interim written affirmation.
- Changed the form on which the Part C1 additional information is to be provided to Addendum A.
- Specified the Part C2 additional information is to include a list of all of the members of the audit committee on Exhibit C.
- Changed Part C to reflect additional information required due to the addition of two new events requiring submission of an interim written affirmation by adding a new Part C3 and changing old Part C3 to Part C4 and modifying as appropriate.
- Changed the form on which the Part C4 additional information is to be provided to Exhibit C.

- Updated the email address to be used for submission of a written affirmation.

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

- Added a reference to egovdirect.com in answers to Q1, Q2 and Q9.
- Updated the events requiring submission of an interim written affirmation in the answer to Q2.
- Changed the Corporate Governance department contact information in the answer to Q6.
- Specified that a company must include a list of all of the members of the audit committee on Exhibit C to the interim written affirmation in the answer to Q8.
- Added the Corporate Governance department email address to the answer to Q9.
- Updated the email address to be used for submission of a written affirmation in the answer to Q10.

March 28, 2006 Update:

- Updated Foreign Private Issuer Section 303A Annual and Interim Written Affirmation forms, instructions and comparison to reflect the new NYSE Regulation, Inc. logo and Corporate Governance department mailing address.

February 27, 2006 Update:

Foreign Private Issuer Section 303A Annual Written Affirmation

- Added company's ticker symbol on first line.
- Added to Part A that if any or all of an audit committee member's 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.
- Eliminated references to July 31, 2005.
- Updated the Corporate Governance department mailing address.
- Made text and formatting changes to conform to other Section 303A forms.

Exhibit B to Foreign Private Issuer Section 303A Annual Written Affirmation

- Added company's ticker symbol on first line.
- Eliminated "Note for 2005" from Column 3.
- Made text and formatting changes to conform to other Section 303A forms.

Foreign Private Issuer Section 303A Interim Written Affirmation

- Eliminated references to July 31, 2005.
- Added company's ticker symbol on first line.
- Revised Part A to reflect that if a company affirms full compliance with Rule 10A-3 it is doing so because it is in compliance rather than it remains in compliance.
- Added to Part C2 and Part C3 that if any or all of an audit committee member's biographical information is available through an EDGAR filing, the Company can specify the location of such disclosure on the relevant exhibit in lieu of restating the information.
- Updated the Corporate Governance department mailing address.
- Made text and formatting changes to conform to other Section 303A forms.

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

- Eliminated references to the requirements for 2005 from the answers to Q1 and Q2.

- Specified how to locate certain information on www.nyse.com in the answers to Q1, Q2, Q7 and Q9.
- Eliminated the instructions for Exhibit A from the answer to Q2.
- Eliminated outdated contact information from the answer to Q6.
- Added to the answer to Q8 that if any or all of an audit committee member's biographical information is available through an EDGAR filing, the Company can specify the location of such disclosure on the relevant exhibit in lieu of restating the information.
- Deleted the Section 303A Interim Written Affirmation discussion from the answer to Q8.
- Added the Corporate Governance department telephone number to the answer to Q9.
- Updated the Corporate Governance department mailing address in the answer to Q10.
- Made text and formatting changes to conform to other Section 303A instructions.