



NYSE Domestic Company Corporate Governance Affirmation

Company Name:

Symbol:

Type of Affirmation: Initial¹ Annual

Notice of Non-compliance: Yes² No

Part I.

INSTRUCTIONS: Please provide the following information for each director currently serving, or who will be serving as of the day of listing, on the Company’s board of directors. Please indicate with a “√” whether a director serves on the Company’s audit committee, compensation committee or nominating/corporate governance committee.

DIRECTOR DETAILS:

<u>Director Name</u>	<u>Board Class</u>	<u>Term Ends</u>	<u>303A Ind. (Y/N)</u> ³	<u>AC</u> ⁴	<u>CC</u> ⁵	<u>NC</u> ⁶	<u>10A-3 Ind. (Y/N)</u> ⁷	<u>CC Ind. (Y/N)</u> ⁸	<u>Financial Literacy</u> ⁹
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¹ Companies that are submitting an Initial Affirmation must be compliant in all areas, subject to applicable transition periods.

² If this document is serving as a non-compliance notification to the Exchange it must be executed by the Company’s CEO.

³ Section 303A Independent

⁴ Serves on the Audit Committee

⁵ Serves on the Compensation Committee

⁶ Serves on the Nominating/Corporate Governance Committee

⁷ Independent for purposes of Rule 10A-3 of the Securities Exchange Act of 1934 (“Rule 10A-3”)

⁸ Section 303A.02(a)(ii) Independent

⁹ FL = Financially Literate; NFL = Not Financially Literate; FME = NYSE Accounting/Financial Management Expertise; ACFE = SEC Audit Committee Financial Expert



Part II.

INSTRUCTIONS: Please check only one box that best describes the Company:

Lists common equity securities on the NYSE and does not fit any of the other categories listed below

Qualifies as a controlled company and relies on the exemption

Is a limited partnership

Is in bankruptcy

Is a business development company

Is a smaller reporting company and relies on the compensation committee exemption

Is a smaller reporting company that is a business development company and relies on the compensation committee exemption

Part III.

INSTRUCTIONS: Companies listed on the Exchange must comply with the corporate governance requirements set forth in Section 303A of the NYSE Listed Company Manual (the "Manual"). In response to each item below, please check the box beside the single affirmation that is most applicable to the Company. Please note that, depending on the affirmation made, an item may require the Company to provide additional information or a link to the applicable document referenced therein. Please also note that specific types of entities may avail themselves of exemptions to or transition periods for, compliance with certain of the requirements. If the Company is availing itself of any of these exemptions or transition periods, it should select the corresponding affirmation for the applicable item.

1. Director Independence: Sections 303A.01 and 303A.02 of the Manual

I hereby certify that the Company's board of directors is comprised of a majority of independent directors as required by Section 303A.01 and defined in Section 303A of the Manual.

For business development companies only: I hereby certify that a majority of the Company's directors are not "interested persons" as defined in Section 2(a)(19) of the Investment Company Act of 1940.

For companies relying on the transition period provided for in Section 303A.00 of the Manual only: I hereby certify that the Company is entitled to rely, and is relying, on the one year transition period provided for in Section 303A.00 of the Manual. I further hereby certify that the Company's board of directors will be comprised of a majority of independent directors as required by Section 303A.01 as defined in Section 303A of the Manual by the end of the one year transition period. Please provide a brief description for the basis for reliance on the exemption:

For limited partnerships, controlled companies, and companies that are in bankruptcy only: I hereby certify that the Company is exempt from this requirement.

The Company is unable to make one of the affirmations set forth in this Item 1 and is therefore non-compliant for the following reason:



2. Executive Sessions, Presiding Director and Interested Party Communication: Section 303A.03 of the Manual

I hereby certify that the Company has, or will have (in the case of an Initial Affirmation), regularly scheduled meetings of its non-management or independent directors and has also complied with all of the other relevant requirements as required by Section 303A.03 of the Manual.

The Company is unable to make the aforementioned affirmation in this Item 2 and is therefore non-compliant for the following reason:

3. Nominating/Corporate Governance Committee: Section 303A.04 of the Manual

I hereby certify that the Company has a nominating/corporate governance committee (or a comparable committee to which such duties have been delegated) that meets the requirements of Section 303A.04 of the Manual. I further hereby certify that such committee has a written charter that meets the requirements of Section 303A.04 of the Manual. For an Initial Affirmation, I hereby certify that the nominating/corporate governance committee charter is currently available on the Company's website at the link provided in the box below, or will be available on the Company's website within the applicable timeline provided under Section 303A.00 of the Manual. For an Annual Affirmation, I hereby certify that the Company has disclosed in its Annual Proxy Statement that the nominating/corporate governance committee charter is available on the Company's website at the link provided in the box below (insert link):

For companies relying on the transition period provided for in Section 303A.00 of the Manual only: I hereby certify that the Company is entitled to rely, and is relying, on the transition period provided for in Section 303A.00 of the Manual and that the Company will be in full compliance at the end of the transition period. If the Company has already adopted a nominating/corporate governance committee charter, the charter is available on the Company's website at (insert link):

Please provide a brief description for the basis for reliance on the exemption below:

For limited partnerships, controlled companies, and companies that are in bankruptcy only: I hereby certify that the Company is exempt from this requirement.

The Company is unable to make one of the affirmations set forth in this Item 3 and is therefore non-compliant for the following reason:

4. Compensation Committee: Section 303A.05 of the Manual

I hereby certify that the Company has a compensation committee (or a comparable committee to which such duties have been delegated) that meets the requirements of Section 303A.05 of the Manual (including the additional independence requirements applicable to compensation committee members under Section 303A.02 of the Manual). I further hereby certify that such committee has a written charter that meets the requirements of Section 303A.05 of the Manual. For an Initial Affirmation, I hereby certify that the compensation committee charter is currently available on the Company's website at the link provided in the



box below, or will be available on the Company's website within the applicable timeline provided under Section 303A.00 of the Manual. For an Annual Affirmation, I hereby certify that the Company has disclosed in its Annual Proxy Statement that the compensation committee charter is available on the Company's website at the link provided in the box below (insert link):

For smaller reporting companies only: I hereby certify that the Company qualifies as a smaller reporting company under Rule 12b-2 of the Exchange Act and is therefore exempt from compliance with Sections 303A.02(a)(ii) and 303A.05(c)(iv) of the Manual. I further hereby certify that the Company has a compensation committee (or a comparable committee to which such duties have been delegated) composed entirely of independent directors and such committee has a written charter that meets the requirements of Section 303A.05 of the Manual. For an Initial Affirmation, I hereby certify that the compensation committee charter is currently available on the Company's website at the link provided in the box below, or will be available on the Company's website within the applicable timeline provided under Section 303A.00 of the Manual. For an Annual Affirmation, I hereby certify that the Company has disclosed in its Annual Proxy Statement that the compensation committee charter is available on the Company's website at the link provided in the box below (insert link):

For companies relying on the transition period provided for in Section 303A.00 of the Manual only: I hereby certify that the Company is entitled to rely, and is relying, on the transition period provided for in Section 303A.00 of the Manual and that the Company will be in full compliance at the end of the transition period. If the Company has already adopted a compensation committee charter, the charter is available on the Company's website at (insert link):

Please provide a brief description for the basis for reliance on the exemption below:

For companies relying on the compensation committee cure period provided in Section 303A.00 of the Manual only: I hereby certify that the Company is entitled to rely, and is relying, on the transition period provided for in Section 303A.00 of the Manual because a member of the compensation committee ceases to be independent for reasons outside the member's reasonable control. Please provide a brief description for the basis for reliance and the names of any such committee member relying on the cure below:

For limited partnerships, controlled companies, and companies that are in bankruptcy only: I hereby certify that the Company is exempt from this requirement.

The Company is unable to make one of the affirmations set forth in this Item 4 and is therefore non-compliant for the following reason:



5. Audit Committee: Section 303A.07 of the Manual

I hereby certify that (i) the Company has an audit committee that meets the requirements of Section 303A.07 of the Manual and that the composition of such audit committee complies with (or is exempt therefrom) the independence requirements of Rule 10A-3(b)(1) of the Exchange Act and (ii) such audit committee has a written charter that meets the requirements of Section 303A.07 of the Manual. For an Initial Affirmation, I hereby certify that the audit committee charter is currently available on the Company's website at the link provided in the box below, or will be available on the Company's website within the applicable timeline provided under Section 303A.00 of the Manual. For an Annual Affirmation, I hereby certify that the Company has disclosed in its Annual Proxy Statement or Form 10-K, as applicable, that the audit committee charter is available on the Company's website at the link provided in the box below (insert link):

For business development companies only: I hereby certify that (i) the Company has an audit committee that meets the requirements of Section 303A.07 of the Manual (subject to the applicable exemptions set forth in Section 303A.00 of the Manual) and that the composition of such audit committee complies with (or is exempt from) the independence requirements of Rule 10A-3(b)(1) of the Exchange Act and (ii) such audit committee has a written charter that meets the requirements of Section 303A.07 of the Manual. For an Initial Affirmation, I hereby certify that the audit committee charter is currently available on the Company's website at the link provided in the box below, or will be available on the Company's website within the applicable timeline provided under Section 303A.00 of the Manual. For an Annual Affirmation, I hereby certify that the Company has disclosed in its Annual Proxy Statement that the audit committee charter is available on the Company's website at the link provided in the box below (insert link):

For companies relying on the transition period provided for in Section 303A.00 of the Manual only: I hereby certify that the Company is entitled to rely, and is relying, on the transition period provided for in Section 303A.00 of the Manual and that the Company will be in full compliance by the end of the transition period. If the Company has already adopted an audit committee charter, the charter is available on the Company's website at (insert link):

Please provide a brief description for the basis for reliance on the exemption below:

The Company is unable to make one of the affirmations set forth in this Item 5 and is therefore non-compliant for the following reason:

6. Audit Committee Exemption: Section 303A.06 of the Manual for Rule 10A-3 of the Exchange Act

I hereby certify that the Company is relying on an individual or company exemption under Rule 10A-3 in Item 5, above. Please state below which Rule 10A-3 exemption(s) the Company or any individual member is relying on and briefly describe the basis for such exemption below.



7. Internal Audit Function: Section 303A.07(c) of the Manual

I hereby certify that the Company maintains an internal audit function that complies with Section 303A.07(c) of the Manual.

For companies relying on the transition period provided for in Section 303A.00 of the Manual only: I hereby certify that the Company is entitled to rely, and is relying, on the transition period provided for in Section 303A.00 of the Manual and that the Company will be in full compliance by the end of the transition period

The Company is unable to make one of the affirmations set forth in this Item 7 and is therefore non-compliant for the following reason:

8. Corporate Governance Guidelines: Section 303A.09 of the Manual

I hereby certify that the Company has adopted corporate governance guidelines that comply with Section 303A.09 of the Manual. For an Initial Affirmation, I hereby certify that the corporate governance guidelines are currently available on the Company's website at the link provided in the box below, or will be available on the Company's website within the applicable timeline provided under Section 303A.00 of the Manual. For an Annual Affirmation, I hereby certify that the Company has disclosed in its Annual Proxy Statement or Form 10-K, as applicable, that the corporate governance guidelines are available on the Company's website at the link provided in the box below (insert link):

For companies relying on the transition period provided for in Section 303A.00 of the Manual only: I hereby certify that the Company is entitled to rely, and is relying, on the transition period provided for in Section 303A.00 of the Manual and that the Company will be in full compliance by the end of the transition period.

The Company is unable to make one of the affirmations set forth in this Item 8 and is therefore non-compliant for the following reason:

9. Code of Business Conduct and Ethics: Section 303A.10 of the Manual

I hereby certify that the Company has adopted a code of business conduct and ethics that complies with Section 303A.10 of the Manual. For an Initial Affirmation, I hereby certify that the code of business conduct and ethics is currently available on the Company's website at the link provided in the box below, or will be available on the Company's website within the applicable timeline provided under Section 303A.00 of the Manual. For an Annual Affirmation, I hereby certify that the Company has disclosed in its Annual Proxy Statement or Form 10-K, as applicable, that the code of business conduct and ethics is available on the Company's website at the link provided in the box below (insert link):



For companies relying on the transition period provided for in Section 303A.00 of the Manual only: I hereby certify that the Company is entitled to rely, and is relying, on the transition period provided for in Section 303A.00 of the Manual and that the Company will be in full compliance by the end of the transition period.

The Company is unable to make one of the affirmations set forth in this Item 9 and is therefore non-compliant for the following reason:

10. Other Non-Compliance: Section 303A of the Manual

Apart from any non-compliance specific to the preceding sections, the Company is non-compliant with Section 303A of the Manual for the following reason:

11. Other General Comments

I am an authorized officer of the Company and have the legal authority to provide the information and make the affirmations contained herein. I hereby certify that all information contained herein is true and correct to the best of my knowledge as of the date hereof.

Name of the Company:

By

Title:

Date submitted:

Telephone number:

E-mail address:

Signature: /s/

Note: The Company's Chief Executive Officer is required to separately complete and submit the Annual CEO Certification which is not applicable at time of initial listing.