



**NYSE Foreign Private Issuer
Interim Corporate Governance Affirmation**

Company Name:

Symbol:

Notice of Non-compliance: Yes¹ No

Part I.

INSTRUCTIONS: Companies listed on the New York Stock Exchange (the “Exchange”) must comply with the corporate governance requirements set forth in Section 303A of the NYSE Listed Company Manual (the “Manual”), as applicable. Please provide the following information for each audit committee member and indicate whether the audit committee member has been deemed independent for purposes of Rule 10A-3 of the Securities Exchange Act of 1934 (“Rule 10A-3”) and service on the Company’s audit committee.²

AUDIT COMMITTEE DETAILS:

<u>Name of Audit Committee Member</u>	<u>10A-3 Ind. (Y/N)³</u>	<u>Audit Committee Member Exemption</u>
1.		
2.		
3.		
4.		
5.		
6.		
7.		
8.		
9.		
10.		
11.		
12.		
13.		
14.		
15.		

¹ If this document is serving as a non-compliance notification to the Exchange it must be executed by the Company’s CEO.

² If the Company is relying on one of the following exemptions, skip to Part II: 10A-3(c)(1), 10A-3(c)(2), and 10A-3(c)(3).

³ Independent for purposes of Rule 10A-3



Please provide the following information, if applicable, for each newly added or newly deemed independent audit committee member identified in the chart above. Alternatively, a reference to the location of the disclosure in the Company's public U.S. Securities and Exchange Commission ("SEC") filings can be provided.

- Brief biography.
- Share ownership in the Company.
- Brief description of any direct or indirect consulting, advisory, or other compensatory fee arrangement with the Company or any of its subsidiaries as specified in Rule 10A-3(b)(1)(ii)(A).
- Indication of whether the audit committee member is an affiliated person of the Company or any of its subsidiaries as specified in Rule 10A-3(b)(1)(ii)(B).

Part II.

INSTRUCTIONS: Please check the box next to the appropriate event(s) applicable to the Company and include a detailed description of each event checked below.

The Company hereby notifies the Exchange that, as of _____, the following event has occurred:

An audit committee member who was deemed independent is no longer independent.

A member has been added to the audit committee.

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. Please provide the detail of the exemption. (Appendix A provides a brief description of Rule 10A-3 exemptions.)

The Company 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 Rule 10A-3 exemption.



A member has been removed from the Company's audit committee resulting in the Company no longer having a Rule 10A-3 compliant audit committee.

The Company determined on _____ that it no longer qualifies as a foreign private issuer
(Insert Determination Date⁴)
and will be a domestic company under Section 303A on _____.
(Six months after Determination Date)

Part III.

INSTRUCTIONS:

If the Company is non-compliant as a result of one of the affirmations in Part II or is non-compliant with Section 303A of the Manual for any other reason, please check this box and include the reason below.

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/

⁴ Determination Date is defined for purposes of Section 303A.00 to be the date at the end of the company's most recently completed second fiscal quarter when it tested its status as a foreign private issuer under Securities Exchange Act Rule 3b-4.



Appendix A:

Rule 10A-3 exemptions for a foreign private issuer⁵:

Rule 10A-3(b)(1)(iv)(A) – This provision provides a transitional exemption for a company listing in connection with an initial public offering of securities.⁶

Rule 10A-3(b)(1)(iv)(B) – This provision provides an exemption to allow an otherwise independent director who serves on the board of directors of both a listed company and an affiliate to serve on the audit committee of the listed company.⁷

Rule 10A-3(b)(1)(iv)(C) – This provision provides an exemption to allow an employee who is not an executive officer to serve on the audit committee if elected/named to the board or the audit committee pursuant to the listed company's governing law or documents, an employee collective bargaining agreement or other similar agreement or other home country legal or listing requirements.⁶

Rule 10A-3(b)(1)(iv)(D) – This provision provides an exemption to allow a director who is an affiliate of or a representative of an affiliate of the listed company to be a member of the audit committee to the extent that the director is not a voting member or chairperson of the audit committee and to the extent that neither the director nor the affiliate the director represents is an executive officer of the company.⁶

Rule 10A-3(b)(1)(iv)(E) – This provision provides an exemption for a director who is the representative or designee of a foreign government or foreign governmental entity that is an affiliate of the company to the extent the director is not an executive officer of the company.⁶

Rule 10A-3(b)(1)(iv)(F) – This provision provides that the U.S. Securities and Exchange Commission may grant a director an exemption from the independence requirements of Rule 10A-3.⁶

Rule 10A-3(c)(1) – This provision provides a general exemption from the requirement to have an audit committee where the company is listing securities but satisfies the requirements of Rule 10A-3 with respect to another class of securities already listed on a national securities exchange or national securities association.⁷

Rule 10A-3(c)(2) – This provision provides a general exemption from the requirement to have an audit committee for subsidiaries that are listed on a national securities exchange or market where the subsidiary's parent company satisfies the requirements of Rule 10A-3 with respect to a class of equity securities already listed on a national securities exchange or market and the subsidiary:

- is directly or indirectly consolidated by the parent; or
- is at least 50% beneficially owned.

This exemption does not apply to a subsidiary that has issued equity securities, other than non-convertible, non-participating preferred securities.⁷

Rule 10A-3(c)(3) – This provision provides a general exemption from the requirement to have an audit committee for a company that meets the following requirements:

⁵ This summary of the provisions of Rule 10A-3 is provided for convenience only. It is not a verbatim statement of those rules and is intended solely to assist in understanding potential exemptions. This summary should not under any circumstances be relied upon as an authoritative statement of Rule 10A-3.

⁶ A company is required to disclose reliance on this exemption in its annual report filed with the SEC.

⁷ A company is not required to disclose reliance on this exemption in its annual report filed with the SEC.



- The company has a board of auditors (or similar body) or has statutory auditors, established and selected pursuant to home country legal or listing provisions.
- The board or body, or statutory auditors, is required by home country legal or listing requirements to be either: (A) separate from the board of directors; or (B) composed of one or more members of the board of directors and one or more members that are not also members of the board of directors.
- The board or body, or statutory auditors, are not elected by management of the company and no executive officer of the company is a member of such board or body or statutory auditor.
- Home country legal or listing provisions set forth or provide for standards for the independence of such board or body, or statutory auditors, from the company or its management.
- Such board or body, or statutory auditors, in accordance with any applicable home country legal or listing requirements or the company's governing documents, are responsible, to the extent permitted by law, for the appointment, retention and oversight of the work of any public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the company.
- The audit committee requirements of paragraphs 10A-3(b)(3) (Complaint procedures), 10A-3(b)(4) (Authority to engage advisors) and 10A-3(b)(5) (Funding) apply to the extent permitted by law.⁶