

NYSE Regulation

Instructions for Submission of Special Entity Section 303A Written Affirmations

Q1: Who must submit Special Entity Section 303A Written Affirmations and when must the forms be submitted?

A: An open-end fund (more commonly known as an exchange traded fund or ETF) or an issuer that has only debt or preferred securities listed on the New York Stock Exchange and, pursuant to the Section 303A.00, is subject solely to the requirements of Sections 303A.06, 303A.12(b) and 303A.12(c) must submit Special Entity Section 303A Annual and Interim Written Affirmations.

For these issuers, a Special Entity Section 303A Annual Written Affirmation must be submitted annually within 30 days of the date an issuer files its annual report on Form 10-K, 20-F, 40-F or N-CSR with the Securities and Exchange Commission. In addition, a Special Entity Section 303A Interim Written Affirmation must be submitted within five business days of when:

- An audit committee member who was deemed independent is no longer independent
- A member has been added to the audit committee
- The issuer or a member of its audit committee is eligible to rely on and is choosing to rely on a Securities Exchange Act Rule 10A-3 (“Rule 10A-3”) exemption
- The issuer 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 issuer’s audit committee resulting in the issuer no longer having a Rule 10A-3 compliant audit committee

A form of the Special Entity Section 303A Annual Written Affirmation and the Special Entity Section 303A Interim Written Affirmation is provided on www.nyx.com; click on “Information: For Listed Companies” then “Corporate Governance Forms”.

Q2: Who must sign a Special Entity Section 303A Written Affirmation on behalf of the issuer?

A: An authorized officer of the issuer.

Q3: If an issuer is out of compliance with any requirement of Section 303A.06 as of the date it submits its Special Entity Section 303A Annual or Interim Written Affirmation, what should be submitted?

A: An issuer must submit a Special Entity Section 303A Annual or Interim Written Affirmation with all required exhibits, regardless of its status, with a check mark in the appropriate box indicating the absence of compliance. It must submit Exhibit A noting the

standard it is not in compliance with, the reason for such noncompliance and a specific timetable for its return to compliance.

Section 303A.12(b) also requires an issuer’s CEO to promptly notify the NYSE of any noncompliance with Section 303A.06.

Q4: Is an issuer required to submit a Section 303A.12(b) notice of noncompliance if it has submitted a Special Entity Section 303A Interim Written Affirmation to the NYSE?

A: If an issuer has submitted a Special Entity Section 303A Interim Written Affirmation relating to a specific event of noncompliance that is signed by its CEO, it does not need to also submit a Section 303A.12(b) notice of noncompliance. If the Special Entity Section 303A Interim Written Affirmation was not signed by the issuer’s CEO, a Section 303A.12(b) notice of noncompliance signed by the CEO must be separately submitted to the NYSE.

Q5: Can an issuer modify and/or retype the Special Entity Section 303A Annual or Interim Written Affirmation forms onto its letterhead?

A: No. The PDF version of the Special Entity Section 303A Annual and Interim Written Affirmations provided by the NYSE must be executed without modification. No Section 303A Annual or Interim Written Affirmation will be accepted if it has been retyped, modified or if any text has been deleted. If there are any questions regarding applicability of the text to an issuer’s specific circumstances, contact the Corporate Compliance department at 212.656.4542 or corporategovernance@nyx.com.

Q6: What format must be utilized for the Special Entity Section 303A Annual and Interim Written Affirmation exhibits?

A: The forms of certain exhibits, denoted by an * in the list below, are specified and PDF versions are available on www.nyx.com; click on “Information: For Listed Companies” then “Corporate Governance Forms”. All other required Special Entity Section 303A Annual and Interim Written Affirmation exhibits can be typed free form on an issuer’s letterhead. If any of the biographical information required to be provided on Exhibit C to the Special Entity Section 303A Annual or Interim Written Affirmation is available through a U.S. Securities and Exchange Commission filing, the issuer can specify the location of such disclosure on the exhibit in lieu of restating the information. All required exhibits must state the issuer’s name and be included with the Special Entity Section 303A Annual or Interim Written Affirmation when it is submitted.

List of exhibits

Addendum A	Description of the Event Resulting in the Interim Written Affirmation Filing
Exhibit A to Special Entity Section 303A Annual and Interim Written Affirmation	Description of Noncompliance
Exhibit B to Special Entity Section 303A Annual Written Affirmation*	Rule 10A-3 Audit Committee Exemption Details (Section 303A.06)
Exhibit C to Special Entity Section 303A Annual and Interim Written Affirmation	Audit committee (Section 303A.06)
Exhibit D to Special Entity Issuer Section 303A Interim Written Affirmation*	Rule 10A-3 Audit Committee Exemption Details (Section 303A.06)

Q7: What information must be provided for each audit committee member required to be listed on Exhibit C to the Special Entity Section 303A Annual or Interim Written Affirmation?

A: An issuer must provide a list of the current members of the audit committee on Exhibit C to the Special Entity Section 303A Annual or Interim Written Affirmation. Each audit committee member 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 be noted on Exhibit C.

In addition, the issuer must provide the following on Exhibit C for each member of the audit committee who is also a director:

- brief biography;
- share ownership in the issuer;
- brief description of any direct or indirect consulting, advisory or other compensatory fee arrangement with the issuer 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 issuer or any of its subsidiaries as specified in Rule 10A-3(b)(1)(ii)(B).

The issuer must indicate on Exhibit C if the audit committee member does not own any shares of the issuer, does not have any fee arrangements with the issuer or its subsidiaries and/or is not an affiliated person of the issuer or its subsidiaries.

If current biographical information is available through a U.S. Securities and Exchange Commission filing, the issuer can specify the location of such disclosure on Exhibit C instead of restating the information. If the information is not current, the issuer must provide up-to-date information on Exhibit C.

Q8: What information must be provided if the issuer or an individual member of its audit committee is relying on a Rule 10A-3 exemption?

A: If an issuer or an individual member of its audit committee is relying on a Rule 10A-3 exemption, a brief description of the basis for such reliance, a citation to the relevant portion of Rule 10A-3 and the name of the individual relying on the exemption, if applicable, must be provided on Exhibit B to the Special Entity Section 303A Annual Written Affirmation or Exhibit D to the Special Entity Section 303A Interim Written Affirmation, as applicable.

Q9: Where else can a special entity find information relating to the requirements to file Section 303A Written Affirmations and other Section 303A issues?

A: The NYSE has posted a series of Frequently Asked Questions (“FAQs”) on www.nyx.com; click on “Information: For Listed Companies” then “Listed Company Corporate Governance”. An issuer may also contact the Corporate Compliance department at 212.656.4542 or corporategovernance@nyx.com.

Q10: How should completed Special Entity Section 303A Annual and Interim Written Affirmations be submitted to the NYSE?

A: The Special Entity Section 303A Annual and Interim Written Affirmations may be emailed, faxed or mailed to:

Email: corporategovernance@nyx.com

Fax: 212.656.5780

Mail: Corporate Compliance Department
NYSE Regulation, Inc.
20 Broad Street, 13th Floor
New York, NY 10005
Telephone: 212.656.4542