



Exhibit H-2: Corporate Governance Certification

Applicants for listing should complete all sections of this form. For each individual section under “Certifications”, please check the appropriate box to indicate how the company either satisfies the applicable requirement or is exempt from compliance.

I. General

Information about the Company

Company Name (legal name and d/b/a if applicable):

Primary Listing Exchange:

Ticker Symbol:

II. Contacts

Company Contacts

Please provide a primary and alternate contact who can respond to questions about this form.

Primary Contact Name:

Title:

Phone Number:

Email:

Location (City/State):

Time Zone (if outside Eastern time zone):

Alternate Contact Name:

Title:

Phone Number:

Email:

Location (City/State):

Time Zone (if outside Eastern time zone):

III. General Listing Requirements – Certifications

A company applying to list on GIX must comply with GIX's general listing requirements for corporate governance, as described GIX Rules Series 14.400 – 14.414. These requirements relate to the audit committee, the process for nominating directors, compensation of officers, including the requirement to recover erroneously awarded compensation to executive officers in the event of a restatement of the company's earnings, the composition of the board of directors, quorum for board action, executive sessions of the board, code of conduct, eligibility for Direct Registration System, and internal audit.

Please note that this document does not cover the periodic disclosure and notification requirements contained in the Listing Rules. In addition, GIX's Listing Rules contain certain phased-in obligations that listed companies must satisfy at specified times after listing. Listed companies are responsible for ensuring compliance with all periodic disclosure, notification, and phased-in obligations.

The listed company is responsible for updating this Certification during the pendency of the listing application if there is an event or change in circumstances that would render the current form inaccurate.

DRS Eligibility

Rule 14.102

- ☐ The Company's securities are eligible for a Direct Registration Program operated by a clearing agency registered under Section 17A of the Exchange Act, as required by GIX Rule 14.102.
- ☐ The Company is a foreign issuer as defined under Rule 3b-4 under the Securities Exchange Act of 1934 and has provided GIX with a written statement from an independent counsel in the Company's home country certifying that a law or regulation in the Company's home country prohibits compliance with this requirement.
- ☐ The Company is exempt from this requirement because the Company's securities are book entry only.

Independent Directors

GIX Rule 14.405(b)(1)

- ☐ The Company's board of directors is composed of a majority of independent directors as required by Rule 14.405(b)(1).
- ☐ The Company completed an initial public offering or spin-off, emerged from bankruptcy or transferred from another market in the last year and is utilizing the phase-in provisions of Rule 14.407(b) for the Majority Independent Director requirement. The Company will fully comply with this requirement as of the end of the phase-in period.

- ☐ The Company is exempt from this requirement pursuant to GIX Rule 14.407(c) because it is a controlled company.
- ☐ The Company is a foreign private issuer and is following home country practices in lieu of this requirement, pursuant to GIX Rule 14.407(a)(3). The Company has provided GIX with a written statement from an independent counsel in the Company's home country certifying that the Company's practices are not prohibited by the home country laws.
- ☐ The Company is exempt from this requirement pursuant to GIX Rule 14.407(a)(4) because it is a limited partnership.
- ☐ The Company is exempt from this requirement pursuant to GIX Rule 14.407(a)(5) because it is a management investment company registered under the Investment Company Act of 1940.
- ☐ The Company is an asset backed or other passive issuer that is exempt from this requirement pursuant to GIX Rule 14.407(a)(1).
- ☐ The Company is exempt from this requirement pursuant to GIX Rule 14.407(a)(2) because it is a cooperative entity.

Executive Sessions

GIX Rule 14.405(b)(2)

- ☐ The board of the Company will have regularly scheduled meetings at which only independent directors are present ("executive sessions"), as required by GIX Rule 14.405(b)(2).

Please provide a copy of the Company's bylaws or other governance document(s) evidencing the requirement to conduct executive sessions composed solely of the Company's independent directors.
- ☐ The Company is a foreign private issuer and is following home country practices in lieu of this requirement pursuant to GIX Rule 14.407(a)(3). The Company has provided GIX with a written statement from an independent counsel in the Company's home country certifying that the Company's practices are not prohibited by the home country laws.
- ☐ The Company is exempt from this requirement pursuant to GIX Rule 14.407(a)(4) because it is a limited partnership.
- ☐ The Company is exempt from this requirement pursuant to GIX Rule 14.407(a)(5) because it is a management investment company registered under the Investment Company Act of 1940.
- ☐ The Company is an asset backed or other passive issuer that is exempt from this

requirement pursuant to GIX Rule 14.407(a)(1).

- ☐ The Company is exempt from this requirement pursuant to GIX Rule 14.407(a)(2) because it is a cooperative entity.

Audit Committee Charter

GIX Rule 14.405(c)(1)

- ☐ The Company has adopted a formal written Audit Committee charter specifying the items enumerated in GIX Rule 14.405(c)(1). The Audit Committee will review and assess the adequacy of the charter on an annual basis.

Please provide a copy of the audit committee charter, or a link to the appropriate section of the Company's website that contains a publicly accessible copy of the charter.

- ☐ The Company is a Foreign Private Issuer and is following home country practices in lieu of this requirement pursuant to GIX Rule 14.407(a)(3). The Company has provided GIX with a written statement from an independent counsel in the Company's home country certifying that the Company's practices are not prohibited by the home country laws.
- ☐ The Company is exempt from this requirement pursuant to GIX Rule 14.407(a)(4) because it is a limited partnership.
- ☐ The Company is exempt from this requirement pursuant to GIX Rule 14.407(a)(1) because it is an asset-backed or other passive issuer.

Audit Committee Composition

GIX Rule 14.405(c)(2)

- ☐ The Company has, and will continue to have, an audit committee of at least three members, each of whom:
1. Meets GIX's definition of independence in Rule 14.405(a)(2), subject to the exception in GIX Rule 14.405(c)(2)(B) and cure period contained in GIX Rule 14.405(c)(4);
 2. Meets the requirements of Securities Exchange Act Rule 10A-3(b)(1), subject to the exceptions contained in Rule 10A-3(c) and cure period contained in GIX Rule 14.405(c)(4);
 3. Has not participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years; and
 4. Is able to read and understand fundamental financial statements, including the Company's balance sheet, income statement, and cash flow statement, as required by GIX Rule 14.405(c)(2).

The audit committee also has and will continue to have at least one member who has past

employment experience in finance or accounting, a requisite professional certification in accounting, or any other comparable experience or background that results in the individual's financial sophistication, including having been a chief executive officer, chief financial officer, or other senior officer with financial oversight responsibilities.

- ☐ The Company is a cooperative entity pursuant to GIX Rule 14.407(a)(2) that has, and will continue to have, an audit committee that meets the requirements of Securities Exchange Act Rule 10A-3(b)(1) (subject to exceptions provided in Rule 10A-3(c) and the cure period provided in GIX Rule 14.405(c)(4)).
 - ☐ The board of the Company, under exceptional and limited circumstances, has determined pursuant to GIX Rule 14.405(c)(2)(B) that it is in the best interests of the Company and its shareholders to comply with this requirement by having a committee comprising all independent directors, except for one director, who meets the criteria set forth in GIX Rule 14.405(c)(2)(B) and Section 10A(m)(3) under the Securities Exchange Act.
 - ☐ The Company completed an initial public offering or spin-off, or transferred from another market, and is utilizing the phase-in provisions of Rule 14.407(b) for the Audit Committee Composition requirement. The Company will fully comply with this requirement as of the end of the phase-in period.
 - ☐ The Company is a foreign private issuer and is following home country practices in lieu of this requirement pursuant to GIX Rule 14.407(a)(3). The Company has provided GIX with a written statement from an independent counsel in the Company's home country certifying that the Company's practices are not prohibited by the home country laws.
- Note:** A company relying on this exemption must have an audit committee that satisfies GIX Rule 14.405(c)(3) and ensure that such audit committee members meet the independence requirement in GIX Rule 14.405(c)(2)(A)(ii).
- ☐ The Company is exempt from this requirement pursuant to GIX Rule 14.407(a)(1) because it is an asset-backed or other passive issuer.

Compensation Committee Charter

GIX Rule 14.405(d)(1)

- ☐ The Company has adopted a formal written compensation committee charter specifying the items enumerated in GIX Rule 14.405(d)(1). The compensation committee will review and reassess the adequacy of the charter on an annual basis.
- Please provide a copy of the compensation committee charter, or a link to the appropriate section of the Company's website that contains a publicly accessible copy of the charter.
- ☐ The Company is a smaller reporting company pursuant to GIX Rule 14.405(d)(5) and has adopted a formal written compensation committee charter or board resolution specifying

the items enumerated in GIX Rule 14.405(d)(1)(A)-(C).

Please provide a copy of the compensation committee charter, or a link to the appropriate section of the Company's website that contains a publicly accessible copy of the charter.

- ☐ The Company is exempt from this requirement pursuant to GIX Rule 14.407(c) because it is a controlled company.
- ☐ The Company is a foreign private issuer and is following home country practices in lieu of this requirement, pursuant to GIX Rule 14.407(a)(3). The Company has provided GIX with a written statement from an independent counsel in the Company's home country certifying that the Company's practices are not prohibited by the home country laws.
- ☐ The Company is exempt from this requirement pursuant to GIX Rule 14.407(a)(4) because it is a limited partnership.
- ☐ The Company is exempt from this requirement pursuant to GIX Rule 14.407(a)(5) because it is a management investment company registered under the Investment Company Act of 1940.
- ☐ The Company is an asset backed or other passive issuers that exempt from this requirement pursuant to GIX Rule 14.407(a)(1).
- ☐ The Company is exempt from this requirement pursuant to GIX Rule 14.407(a)(2) because it is a cooperative entity.

Compensation Committee Composition

GIX Rule 14.405(d)(2)

- ☐ The Company has, and will continue to have, a compensation committee of at least two members. Each compensation committee member is an Independent Director as defined under GIX Rule 14.405(a)(2).

In affirmatively determining the independence of any director who will serve on the compensation committee, the board of directors has considered, and will continue to consider, all factors specifically relevant to determining whether a director has a relationship to the Company that is material to that director's ability to be independent from management in connection with the duties of a compensation committee member, including, but not limited to:

 - the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director; and
 - whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

- ☐ The Company is a smaller reporting company and has, and will continue to have, a compensation committee of at least two members. Each compensation committee member is an Independent Director as defined under Rule 14.405(a)(2).
- ☐ The Company is not in compliance with GIX Rule 14.405(d)(2)(A) but is within the cure period for compliance pursuant to GIX Rule 14.405(d)(4), and intends to regain compliance with the Compensation Committee composition prior to the end of the cure period.
- ☐ The board, under exceptional and limited circumstances, has determined that it is in the best interests of the Company and its Shareholders to have a compensation committee comprising at least three members and is relying on the exception in GIX Rule 14.405(d)(2)(B) for one director who is not an Independent Director as defined under GIX Rule 14.405(a)(2). The Company has made appropriate disclosures pursuant to GIX Rule 14.405(d)(2)(B).
- ☐ Pursuant to GIX Rule 14.407(b), the Company completed an initial public offering or spin-off, emerged from bankruptcy, transferred from another market, or ceased to be a smaller reporting company in the last year and is utilizing the phase-in provisions of GIX Rule 14.407(b) for the compensation committee composition requirement. The Company will fully comply with this requirement as of the end of the phase-in period.
- ☐ The Company ceased to be a controlled company in the last year and is utilizing the phase-in provisions of GIX Rule 14.407(c) for the compensation committee composition requirement. The Company will fully comply with this requirement as of the end of the phase-in period.
- ☐ The Company is exempt from this requirement pursuant to GIX Rule 14.407(c) because it is a controlled company.
- ☐ The Company is a foreign private issuer and is following home country practices in lieu of this requirement pursuant to GIX Rule 14.407(a)(3). The Company has provided GIX with a written statement from an independent counsel in the Company's home country certifying that the Company's practices are not prohibited by the home country laws.
- ☐ The Company is exempt from this requirement pursuant to GIX Rule 14.407(a)(4) because it is a limited partnership.
- ☐ The Company is exempt from this requirement pursuant to GIX Rule 14.407(a)(5) because it is a management investment company registered under the Investment Company Act of 1940.
- ☐ The Company is an asset backed or other passive issuers that exempt from this requirement pursuant to GIX Rule 14.407(a)(1).

- ☐ The Company is exempt from this requirement pursuant to GIX Rule 14.407(a)(2) because it is a cooperative entity.

Independent Director Oversight of Director Nominations

GIX Rule 14.405(e)(1)

- ☐ The Company complies with GIX Rule 14.405(e)(1), which requires that director nominees be selected, or recommended to the full board for selection, by a nominations committee comprised solely of independent directors.

Please provide a copy of the Company's bylaws, or a link to the appropriate section of the Company's website that contains a publicly accessible copy of the bylaws.

- ☐ The Company complies with GIX Rule 14.405(e)(1), which requires that director nominees be selected, or recommended to the full board for selection, by a majority of its independent directors meeting in a vote in which only independent directors participate.

Please provide a copy of the Company's bylaws, or a link to the appropriate section of the Company's website that contains a publicly accessible copy of the bylaws.

- ☐ Pursuant to GIX Rule 14.405(e)(3), the board, under exceptional and limited circumstances, has determined that it is in the best interests of the Company and its shareholders to comply with this requirement by having a committee comprised of all independent directors, except for one director who is not required to be independent.

Please provide a copy of the Company's bylaws, or a link to the appropriate section of the Company's website that contains a publicly accessible copy of the bylaws.

- ☐ The Company completed an initial public offering or spin-off, or emerged from bankruptcy, or transferred from another market in the past year and is utilizing the phase-in provisions of GIX Rule 14.407(b) to satisfy the Director Nominations Process requirement. The Company will fully comply with this requirement as of the end of the phase-in period.

- ☐ The Company ceased to be a controlled company in the last year and is utilizing the phase-in provisions of GIX Rule 14.407(c) for the Director Nominations Process requirement. The Company will fully comply with this requirement as of the end of the phase-in period.

- ☐ The Company is exempt from this requirement pursuant to GIX Rule 14.407(c) because it is a controlled company.

- ☐ The Company is a foreign private issuer and is following home country practices in lieu of this requirement pursuant to GIX Rule 14.407(a)(3). The Company has provided GIX with a written statement from an independent counsel in the Company's home country certifying that the Company's practices are not prohibited by the home country laws.

- ☐ The Company is exempt from the nomination requirements pursuant to GIX Rule

14.405(e)(5) because the Company is subject to a binding obligation that requires a director nomination structure inconsistent with GIX Rule 14.405(e)(1), and such obligation was entered into prior to **[INSERT SEC Form 1 Approval Date]**.

- ☐ The Company is exempt from this requirement pursuant to GIX Rule 14.407(a)(4) because it is a limited partnership.
- ☐ The Company is exempt from this requirement pursuant to GIX Rule 14.407(a)(5) because it is a management investment company registered under the Investment Company Act of 1940.
- ☐ The Company is an asset backed or other passive issuers that exempt from this requirement pursuant to GIX Rule 14.407(a)(1).
- ☐ The Company is exempt from this requirement pursuant to GIX Rule 14.407(a)(2) because it is a cooperative entity.

Nominations Committee Charter or Board Resolution GIX Rule 14.405(e)(2)

- ☐ The Company complies with GIX Rule 14.405(e)(2) in that it has adopted a formal written charter or board resolution, as applicable, addressing the nominations process and such related matters as may be required under the federal securities laws.
[Please provide a copy of the nominations committee charter or board resolution, or a link to the appropriate section of the Company's website that contains a publicly accessible copy of the charter or board resolution.](#)
- ☐ The Company is exempt from this requirement pursuant to GIX Rule 14.407(c) because it is a controlled company.
- ☐ The Company is a foreign private issuer and is following home country practices in lieu of this requirement pursuant to GIX Rule 14.407(a)(3). The Company has provided GIX with a written statement from an independent counsel in the Company's home country certifying that the Company's practices are not prohibited by the home country laws.
- ☐ The Company is exempt from this requirement pursuant to Rule 14.405(e)(5), because it is subject to a pre-existing, binding obligation that requires a director nomination structure inconsistent with GIX Rule 14.405(e)(2).
- ☐ The Company is exempt from this requirement pursuant to GIX Rule 14.407(a)(4) because it is a limited partnership.
- ☐ The Company is exempt from this requirement pursuant to GIX Rule 14.407(a)(5) because it is a management investment company registered under the Investment Company Act of

1940.

- ☐ The Company is an asset backed or other passive issuers that exempt from this requirement pursuant to GIX Rule 14.407(a)(1).
- ☐ The Company is exempt from this requirement pursuant to GIX Rule 14.407(a)(2) because it is a cooperative entity.

Code of Conduct

Rule 14.406

- ☐ The Company has adopted one or more codes of conduct applicable to all directors, officers and employees, and that such codes are publicly available, as required by GIX Rule 14.406.
Please provide a copy of the Company's code(s) of conduct, or a link to the appropriate section of the Company's website that contains a publicly accessible copy of the code(s) of conduct.
- ☐ The Company is a foreign private issuer and is following home country practices in lieu of this requirement, pursuant to GIX Rule 14.407(a)(3). The Company has provided GIX with a written statement from an independent counsel in the Company's home country certifying that the Company's practices are not prohibited by the home country laws.
- ☐ The Company is exempt from this requirement pursuant to GIX Rule 14.407(a)(4) because it is a limited partnership.
- ☐ The Company is exempt from this requirement pursuant to GIX Rule 14.407(a)(5) because it is a management investment company registered under the Investment Company Act of 1940.
- ☐ The Company is an asset backed or other passive issuers that exempt from this requirement pursuant to GIX Rule 14.407(a)(1).

Quorum of Outstanding Shares

GIX Rule 14.408(c)

- ☐ The Company's bylaws provide for a quorum of at least 33 1/3 percent of the outstanding shares of the Company's common voting stock as required by GIX Rule 14.408(c) (applicable to corporations) or outstanding limited partnership interests as required by GIX Rule 14.407(a)(4)(E) (applicable to limited partnerships).
Please provide a copy of the Company's bylaws, or a link to the appropriate section of the Company's website that contains a publicly accessible copy of the bylaws.
- ☐ The Company is a foreign private issuer and is following home country practices in lieu of this requirement pursuant to GIX Rule 14.407(a)(3). The Company has provided GIX with a written statement from an independent counsel in the Company's home country certifying

that the Company's practices are not prohibited by the home country laws.

Recovery of Erroneously Awarded Compensation to Executive Officers

GIX Rule 14.409

- ☐ The Company has adopted a compensation recovery policy pursuant to Securities Exchange Act Rule 10D-1 and GIX Rule 14.409, complies with that policy, and provides the compensation recovery policy disclosures required by such rules and in all applicable filings with the SEC.
- ☐ The Company is exempt from this requirement pursuant to GIX Rule 14.409(i) because it is a unit investment trust as defined in 15 U.S.C. §80a-4(2) that has not awarded incentive-based compensation to any executive officer of the Company in any of the last three years, or in the case of companies that have been listed on a primary exchange less than three years, since the listing of the Company.
- ☐ The Company is exempt from this requirement pursuant to GIX Rule 14.409(i) because it is a management company as defined in 15 U.S.C. §80a-4(3) that is registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. §80a-8), and has not awarded incentive-based compensation to any executive officer of the Company in any of the last three years, or in the case of companies that have been listed on a primary exchange less than three years, since the listing of the Company.

Internal Audit Function

Rule 14.414

- ☐ The Company has, and will continue to have, an internal audit function to provide management and the audit committee with ongoing assessments of the Company's risk management process and system of internal control, as required by GIX Rule 14.414.
- ☐ The Company completed an initial public offering or spin-off, emerged from bankruptcy or transferred from another market in the last year and is utilizing the phase-in provisions of Rule 14.414(b)(1) for the internal audit function requirement. The Company will fully comply with this requirement as of the end of the phase-in period.
- ☐ Pursuant to GIX Rule 14.414(b)(2), the Company previously registered pursuant to Section 12(b) of the Securities Exchange Act, and will fully comply with the requirements of GIX Rule 14.414(a) within one year of the listing date, to the extent that the national securities exchange on which it is currently listed does not have the same requirement.

IV. Affirmation

By signing below, I affirm that I am authorized by Company to act on its behalf and have the legal authority to provide the above information and certifications. The information provided above is true and correct to the best of my knowledge as of the date submitted. Company acknowledges that it has an on-going obligation to notify GIX of any material changes to the certifications provided above, and to submit updated or additional material to GIX as necessary to ensure the continued accuracy of these certifications.

By: _____
Signature of Authorized Representative

Date: _____

Name: _____

Title: _____