

Added text underlined;  
Deleted text in [brackets]

NYSE Listed Company Manual

\* \* \* \* \*

314.00 Related Party Transactions

A company's audit committee or another independent body of the board of directors, shall conduct a reasonable prior review and oversight of all related party transactions for potential conflicts of interest and will prohibit such a transaction if it determines it to be inconsistent with the interests of the company and its shareholders. For purposes of this rule, the term "related party transaction" refers to transactions required to be disclosed pursuant to Item 404 of Regulation S-K under the Securities Exchange Act [(but without applying the transaction value threshold of that provision)]. In the case of foreign private issuers, the term "related party transactions" refers to transactions required to be disclosed pursuant to Form 20-F, Item 7.B [(but without regard to the materiality threshold of that provision)].

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