

Additions underlined
Deletions [bracketed].

NYSE Listed Company Manual

* * * * *

102.06 Minimum Numerical Standards - Acquisition Companies

* * * * *

Under the terms of its constitutive documents or by contract, any AC deemed suitable for listing will be subject to the following minimum requirements:

* * * * *

e. the AC will be liquidated if the AC has not:

(A) entered into a definitive agreement with respect to its [no] Business Combination [has been consummated] within [a specified] (i) the time period specified by its constitutive documents or by contract or (ii) [not to exceed] three years, whichever is shorter; or

(B) consummated its Business Combination within the time period specified by its constitutive documents or by contract or forty-two months, whichever is shorter.

The Exchange will promptly commence delisting procedures with respect to any AC that fails to:

(A) enter into a definitive agreement with respect to [consume its] a Business Combination within (i) the time period specified by its constitutive documents or by contract or (ii) three years, whichever is shorter; or

(B) consummate its Business Combination within the time period specified by its constitutive documents or by contract or forty-two months, whichever is shorter; and

f. the AC's founding shareholders must waive their rights to participate in any liquidation distribution with respect to all shares of common stock owned by each of them prior to the IPO or purchased in any private placement occurring in conjunction with the IPO, including the common stock underlying any founders' warrants. In addition, the underwriters of the IPO must agree to waive their rights to any deferred underwriting discount deposited in the trust account in the event the AC liquidates prior to the completion of a Business Combination.

* * * * *