



**NYSE MKT Company Annual CEO Certification**

Company:

Ticker:

**INSTRUCTIONS:**

Please check the box next to the appropriate certification applicable to the Company.

As the Chief Executive Officer and as required by Section 810(a) of the NYSE MKT Company Guide,

I hereby certify that as of the date hereof I am not aware of any violation by the Company of NYSE MKT’s corporate governance listing standards.

or

I hereby certify that as of the date hereof the Company is non-compliant with NYSE MKT’s corporate governance listing standards. Please explain the reasons below or indicate that the Company has notified the Exchange pursuant to Section 810(b) and disclosed on the Company’s most recent Domestic/Foreign Private Issuer Company Section 810(c) Annual Affirmation.

By: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_



### NYSE MKT Domestic Company Corporate Governance Affirmation

Company:

Ticker:

Type of Affirmation:  Initial<sup>1</sup>  Annual

Notice of Non-compliance:  Yes<sup>2</sup>  No

#### Part I.

**INSTRUCTIONS:** Please provide the following information for each director currently serving, or who will be serving as of the day of listing, on the Company's board of directors. Please indicate with a "√" whether a director serves on the Company's audit committee, compensation committee or nominating committee. Please include an asterisk (\*) next to the name of each director that has been deemed independent for purposes of Rule 10A-3 ("Rule 10A-3") of the Securities Exchange Act of 1934 (the "Exchange Act") and service on the Company's audit committee.

<u>Name of Director</u>	<u>Board Class</u>	<u>Current Term Ends</u>	<u>Section 803A Independent (Y/N)</u>	<u>Serves on Audit Committee</u>	<u>Serves on Compensation Committee</u>	<u>Serves on Nominating Committee</u>
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<sup>1</sup> Companies that are submitting an Initial Affirmation must be compliant in all areas, subject to applicable transition periods.

<sup>2</sup> If this document is serving as a non-compliance notification to the Exchange it must be executed by the Company's CEO.

- 10.
- 11.
- 12.

## Part II.

### **INSTRUCTIONS:**

Please check only one box that best describes the Company.

- Lists common equity securities on the NYSE MKT and does not fit any of the other categories listed below
- Qualifies as a controlled company
- Is a limited partnership
- Is in bankruptcy
- Is a smaller reporting company

## Part III.

**INSTRUCTIONS:** Companies listed on the Exchange must comply with the corporate governance requirements set forth in Part 8 of the NYSE MKT Company Guide (the “Company Guide”). In response to each item below, please check the box beside the single affirmation that is most applicable to the Company. Please note that, depending on the affirmation made, an item may require the Company to provide additional information or a link to the applicable document referenced therein. Please also note that specific types of entities may avail themselves of exemptions to, or transition periods for, compliance with certain of the requirements. If the Company is availing itself of any of these exemptions or transition periods, it should select the corresponding affirmation for the applicable item.

### 1. Director Independence: Sections 802(a) and 803A of the Company Guide

- I hereby certify that the Company’s board of directors is comprised of a majority of independent directors as required by Section 802(a) and defined in Section 803A of the Company Guide.
- For smaller reporting companies only:** I hereby certify that the Company qualifies as a smaller reporting company under Rule 12b-2 of the Exchange Act and its board of directors is comprised of at least 50% independent directors as required by Section 802(a) and defined in Section 803A of the Company Guide.
- For companies relying on the transition period provided for in Section 809 of the Company Guide:** I hereby certify that the Company is entitled to rely, and is relying, on the one year transition period provided for in Section 809 of the Company Guide. I further hereby certify that the Company’s board of directors will be comprised of a majority of independent directors as required by Section 802(a) and defined in Section 803A of the Company Guide (or 50% independent in the case of a smaller reporting company as required by Section 801(h) of the Company Guide) by the end of the one year transition period.

- For limited partnerships, controlled companies, and companies that are in bankruptcy only:** I hereby certify that the Company is exempt from this requirement.
- The Company is unable to make one of the affirmations set forth in this Item 1 and is therefore non-compliant for the following reason:

2. Board of Directors Meetings / Executive Sessions: Section 802(c) of the Company Guide

- I hereby certify that the Company's Board of Directors meets (or will meet, in the case of an Initial Affirmation) on at least a quarterly basis. I further hereby certify that the independent directors have, or will have (in the case of an Initial Affirmation), regularly scheduled meetings as often as necessary to fulfill their responsibilities, including at least annually in executive session without the presence of non-independent directors and management as required by Section 802(c) of the Company Guide.
- The Company is unable to make one of the affirmations set forth in this Item 2 and is therefore non-compliant for the following reason:

3. Nominating Committee: Section 804 of the Company Guide

- I hereby certify that board of director nominations are selected, or recommended for the board's selection, by either a nominating committee comprised solely of independent directors or by a majority of the independent directors in conformity with Section 804(a) of the Company Guide and that the Company 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.
- For companies relying on the transition period provided for in Section 809 of the Company Guide:** I hereby certify that the Company is entitled to rely, and is relying, on the transition period provided for in Section 809 of the Company Guide and that the Company will be in full compliance at the end of the transition period. I further hereby certify that the Company's nominating committee (or board of directors) has a written charter or board resolution that meets the requirements of Section 804 of the Company Guide.

- **For companies relying on the exception provided for in Section 804(b) of the Company Guide:** I hereby certify that board of director nominations are selected, or recommended for the board's selection, by either a nominating committee comprised solely of independent directors or by a majority of the independent directors in conformity with Section 804(a) of the Company Guide and that the Company 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. I further hereby certify that the Company is entitled to rely, and is relying, on the exception provided for in Section 804(b) of the Company Guide and the board has made, or will make, the requisite disclosures of its reliance on the exception provided for in Section 804(b) of the Company Guide.
- **For limited partnerships, controlled companies, and companies that are in bankruptcy only:** I hereby certify that the Company is exempt from this requirement.
- The Company is unable to make one of the affirmations set forth in this Item 3 and is therefore non-compliant for the following reason:

4. Compensation Committee: Section 805 of the Company Guide

- I hereby certify that the compensation of the Company's officers is determined, or recommended to the board for determination, either by a compensation committee comprised of independent directors or by a majority of the independent directors on its board of directors in conformity with Section 805(a) of the Company Guide. I further hereby certify that the board has affirmatively determined that all of the members of the compensation committee or, in the case of a company that does not have a compensation committee, *all* of the independent directors, are independent under Section 805(c)(1) of the Company Guide.
- **For smaller reporting companies only:** I hereby certify that the compensation of the Company's officers is determined, or recommended to the board for determination, either by a compensation committee comprised of independent directors or by a majority of the independent directors on its board of directors in conformity with Section 805(a) of the Company Guide. I further hereby certify that the Company qualifies as a smaller reporting company under Rule 12b-2 of the Exchange Act and is therefore exempt from compliance with the independence requirements set forth in Sections 805(c)(1) and 805(c)(4) of the Company Guide.

- **For smaller reporting companies relying on the exception provided for in Section 805(b) of the Company Guide:** I hereby certify that the compensation of the Company's officers is determined, or recommended to the board for determination, either by a compensation committee comprised of independent directors or by a majority of the independent directors on its board of directors in conformity with Section 805(a) of the Company Guide, subject to the exception provided for in Section 805(b) of the Company Guide. I further hereby certify that the Company is entitled to rely, and is relying, on the exception provided for in Section 805(b) of the Company Guide and that the board has made, or will make, the requisite disclosures of its reliance on the exception provided for in Section 805(b) of the Company Guide.
- **For companies relying on the transition period provided for in Section 809 of the Company Guide:** I hereby certify that the Company is entitled to rely, and is relying, on the transition period provided for in Section 809 of the Company Guide and that the Company will be in full compliance at the end of the transition period.
- **For limited partnerships, controlled companies, and companies that are in bankruptcy only:** I hereby certify that the Company is exempt from this requirement.
- The Company is unable to make one of the affirmations set forth in this Item 4 and is therefore non-compliant for the following reason:

5. Audit Committee: Section 803B of the Company Guide

- I hereby certify that (i) the Company has an audit committee of at least three members, each of whom satisfies the independence standards specified in Section 803A and Rule 10A-3 of the Exchange Act (or is exempt therefrom) in conformity with Section 803B of the Company Guide and (ii) such audit committee has a written charter that meets the requirements of Section 803B(1) of the Company Guide. I further hereby certify that (i) each member of the audit committee is able to read and understand fundamental financial statements, (ii) at least one member of the audit committee is "financially sophisticated" as described in Section 803B(2)(iii) of the Company Guide, (iii) no audit committee member has participated in the preparation of the financial statements of the Company or any current subsidiary thereof within the past three years, and (iv) the audit committee meets on at least a quarterly basis.

- For smaller reporting companies only:** I hereby certify that (i) the Company has an audit committee of at least two members, each of whom satisfies the independence standards specified in Section 803A and Rule 10A-3 of the Exchange Act (or is exempt therefrom) in conformity with Section 803B of the Company Guide and (ii) such audit committee has a written charter that meets the requirements of Section 803B(1) of the Company Guide. I further hereby certify that (i) each member of the audit committee is able to read and understand fundamental financial statements, (ii) at least one member of the audit committee is “financially sophisticated” as described in Section 803B(2)(iii) of the Company Guide, (iii) no audit committee member has participated in the preparation of the financial statements of the Company or any current subsidiary thereof within the past three years, and (iv) the audit committee meets on at least a quarterly basis.
  
- For companies that are relying on the exception provided for in Section 803B(2)(b) of the Company Guide (not available to those that are smaller reporting companies):** I hereby certify that the Company has an audit committee of at least three members, each of whom satisfies the independence standards specified in Section 803A and Rule 10A-3 of the Exchange Act (or is exempt from) in conformity with Section 803B of the Company Guide, subject to the exception provided for in Section 803B(2)(b) of the Company Guide. The Company’s audit committee has a written charter that meets the requirements of Section 803B(1) of the Company Guide. The board has made, or will make, the requisite disclosures of its reliance on the exception provided for in Section 803B(2)(b). I further hereby certify that (i) each member of the audit committee is able to read and understand fundamental financial statements, (ii) at least one member of the audit committee is “financially sophisticated” as described in Section 803B(2)(iii) of the Company Guide, (iii) no audit committee member has participated in the preparation of the financial statements of the Company or any current subsidiary thereof within the past three years, and (iv) the audit committee meets on at least a quarterly basis.
  
- For companies relying on the transition period provided for in Section 809 of the Company Guide:** I hereby certify that the Company is entitled to rely, and is relying, on the transition period provided for in Section 809 of the Company Guide and that the Company will be in full compliance by the end of the transition period. I further hereby certify that the audit committee has a written charter that meets the requirements of Section 803B(1) of the Company Guide. I further hereby certify that (i) each member of the audit committee is able to read and understand fundamental financial statements, (ii) at least one member of the audit committee is “financially sophisticated” as described in Section 803B(2)(iii) of the Company Guide, (iii) no audit committee member has participated in the preparation of the financial statements of the Company or any current subsidiary thereof within the past three years, and (iv) the audit committee meets on at least a quarterly basis.

The Company is unable to make one of the affirmations set forth in this Item 5 and is therefore non-compliant for the following reason:

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- 5a. For those companies relying on an individual or company exemption from the independence requirements of Rule 10A-3(b)(1) in Item 5, above, please identify and briefly describe the basis for such exemption below. If not relying on any such exemption, please indicate “N/A” below.

6. Code of Conduct and Ethics: Section 807 of the Company Guide

- I hereby certify that the Company has adopted a code of conduct and ethics that complies with Section 807 of the Company Guide.
  
- The Company is unable to make one of the affirmations set forth in this Item 6 and is therefore non-compliant for the following reason:

7. Other Non-Compliance: Part 8 of the Company Guide

- Apart from any non-compliance specific to the preceding sections, the Company is non-compliant with Part 8 of the Company Guide for the following reason:

I have been authorized by 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:

Title:

Date Submitted:

Telephone Number:

E-mail address:



Signature:

Note: The Company's Chief Executive Officer is required to separately complete and submit the Annual CEO Certification which is not applicable at time of initial listing.



### NYSE MKT Domestic Company Interim Corporate Governance Affirmation

Company:

Ticker:

Notice of Non-compliance:  Yes<sup>1</sup>  No

#### Part I.

**INSTRUCTIONS:** Please provide the following information for each director currently serving on the Company's board of directors. Please indicate with a "√" whether a director serves on the Company's audit committee, compensation committee or nominating committee. Please include an asterisk (\*) next to the name of each director that has been deemed independent for purposes of Rule 10A-3 ("Rule 10A-3") of the Securities Exchange Act of 1934 (the "Exchange Act") and service on the Company's audit committee.

<u>Name of Director</u>	<u>Board Class</u>	<u>Current Term Ends</u>	<u>Section 803A Independent (Y/N)</u>	<u>Serves on Audit Committee</u>	<u>Serves on Compensation Committee</u>	<u>Serves on Nominating Committee</u>
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<sup>1</sup> If this document is serving as a non-compliance notification to the Exchange it must be executed by the Company's CEO.

Please provide the following information, if applicable, for each newly added or newly independent director 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.
- Brief description of any relationship that would be required to be disclosed pursuant to Item 404 of Regulation S-K.
- **Compensation Committee member only:** Brief description of any source of compensation, including consulting, advisory, or other compensatory fee paid by the Company to a compensation committee member as specified in Section 805(c)(1). Indication of whether the compensation committee member is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company as specified in Section 805(c)(1).
- **Audit Committee member only:** 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)(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)(ii)(B).

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## Part II.

### **INSTRUCTIONS:**

Please check only one box that best describes the Company.

- Lists common equity securities on the NYSE MKT and does not fit any of the other categories listed below
- Qualifies as a controlled company
- Is a limited partnership
- Is in bankruptcy
  
- Is a smaller reporting company

## Part III.

### **INSTRUCTIONS:**

The Company hereby notifies the Exchange that, as of \_\_\_\_\_, the following event has occurred.

Please check the box next to the appropriate event(s) applicable to the Company and include any relevant explanatory notes below:

- A director who was deemed independent is no longer independent.
- A director who was not deemed independent is now deemed independent.
- A director has been added to the Company's board.
- A director has left the Company's board.
- The composition of the Company's nominating committee has changed.
- The composition of the Company's compensation committee has changed.
- A member of the compensation committee is relying on the cure period for compensation committee independence noncompliance provided for in Section 805(c)(2).
- The composition of the Company's audit committee has changed.
- 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.
- The Company is no longer a controlled company for purposes of Part 8 of the Company Guide.
- The Company has become a controlled company for purposes of Part 8 of the Company Guide.
- The Company no longer qualifies as a foreign private issuer and has become a domestic company for purposes of Part 8 of the Company Guide.
- The Company has become a smaller reporting company for purposes of Part 8 of the Company Guide and relies on the smaller reporting company compensation committee exemption.
  
- The Company now no longer qualifies as a smaller reporting company and is subject to all of the applicable requirements of Section 805(c)(1) and 805(c)(4). If the Company is utilizing the transition afforded under 805(c)(5), please explain below:

Part IV.

**INSTRUCTIONS:**

- If the Company is non-compliant as a result of one of the affirmations in Part III or is non-compliant with Part 8 of the Company Guide for any other reason, please check this box and include the reason below.

I have been authorized by 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:

Title:

Date Submitted:

Telephone Number:

E-mail address:

Signature:



- 10.
- 11.
- 12.

Part II.

**INSTRUCTIONS:**

Please check only one box that best describes the Company.

- Lists common equity securities on the NYSE MKT and does not fit any of the other categories listed below
- Qualifies as a controlled company
- Is a limited partnership
- Is in bankruptcy
- Is a smaller reporting company

Part III.

**INSTRUCTIONS:** Companies listed on the Exchange must comply with the corporate governance requirements set forth in Part 8 of the NYSE MKT Company Guide (the “Company Guide”). In response to each item below, please check the box beside the single affirmation that is most applicable to the Company. Please note that, depending on the affirmation made, an item may require the Company to provide additional information or a link to the applicable document referenced therein. Please also note that specific types of entities may avail themselves of exemptions to or transition periods for compliance with certain of the requirements. If the Company is availing itself of any of these exemptions or transition periods, it should select the corresponding affirmation for the applicable item.

If the Company is relying on an exemption pursuant to Section 110 of the Company Guide, it must provide English language disclosure of any significant ways in which its corporate governance practices differ from those followed by domestic companies pursuant to the Exchange's standards. This disclosure may be provided either on the Company's website and/or in its annual report that it is required to file with the SEC that includes audited financial statements (including on Forms 10-K, 20-F, or 40-F). If the disclosure is only available on the website, the annual report must so state and provide the web address at which the information may be obtained. For each relevant section that follows, please include in the comments section the location of the Company’s disclosure.

1. Director Independence: Sections 802(a) and 803A of the Company Guide

- If the Company is relying on an exemption pursuant to Section 110 of the Company Guide please state so and include the location of the required disclosure.

- I hereby certify that the Company's board of directors is comprised of a majority of independent directors as required by Section 802(a) and defined in Section 803A of the Company Guide.
- For smaller reporting companies only:** I hereby certify that the Company qualifies as a smaller reporting company under Rule 12b-2 of the Exchange Act and its board of directors is comprised of at least 50% independent directors as required by Section 802(a) and defined in Section 803A of the Company Guide.
- For companies relying on the transition period provided for in Section 809 of the Company Guide:** I hereby certify that the Company is entitled to rely, and is relying, on the one year transition period provided for in Section 809 of the Company Guide. I further hereby certify that the Company's board of directors will be comprised of a majority of independent directors as required by Section 802(a) and defined in Section 803A of the Company Guide (or 50% independent in the case of a smaller reporting company as required by Section 801(h) of the Company Guide) by the end of the one year transition period.
- For controlled companies, limited partnerships and companies in bankruptcy only:** I hereby certify that the Company is exempt from this requirement.
- The Company is unable to make one of the affirmations set forth in this Item 1 and is therefore non-compliant for the following reason:

2. Board of Directors Meetings / Executive Sessions: Section 802(c) of the Company Guide

- If the Company is relying on an exemption pursuant to Section 110 of the Company Guide please state so and include the location of the required disclosure.

- I hereby certify that the Company's Board of Directors meets (or will meet, in the case of an Initial Affirmation) on at least a quarterly basis. I further hereby certify that the independent directors have, or will have (in the case of an Initial Affirmation), regularly scheduled meetings as often as necessary to fulfill their responsibilities, including at least annually in executive session without the presence of non-independent directors and management as required by Section 802(c) of the Company Guide.



- The Company is unable to make one of the affirmations set forth in this Item 2 and is therefore non-compliant for the following reason:

3. Nominating Committee: Section 804 of the Company Guide

- If the Company is relying on an exemption pursuant to Section 110 of the Company Guide please state so and include the location of the required disclosure.

- I hereby certify that board of director nominations are selected, or recommended for the board's selection, by either a nominating committee comprised solely of independent directors or by a majority of the independent directors in conformity with Section 804(a) of the Company Guide and that the Company 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.
- **For companies relying on the transition period provided for in Section 809 of the Company Guide:** I hereby certify that the Company is entitled to rely, and is relying, on the transition period provided for in Section 809 of the Company Guide and that the Company will be in full compliance at the end of the transition period. I further hereby certify that the Company's nominating committee (or board of directors) has a written charter or board resolution that meets the requirements of Section 804 of the Company Guide.
- **For companies relying on the exception provided for in Section 804(b) of the Company Guide:** I hereby certify that board of director nominations are selected, or recommended for the board's selection, by either a nominating committee comprised solely of independent directors or by a majority of the independent directors in conformity with Section 804(a) of the Company Guide and that the Company 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. I further hereby certify that the Company is entitled to rely, and is relying, on the exception provided for in Section 804(b) of the Company Guide and the board has made, or will make, the requisite disclosures of its reliance on the exceptions provided for in Section 804(b) of the Company Guide.

- For controlled companies only, limited partnerships and companies in bankruptcy:** I hereby certify that the Company is exempt from this requirement.
- The Company is unable to make one of the affirmations set forth in this Item 3 and is therefore non-compliant for the following reason:

4. Compensation Committee: Section 805 of the Company Guide

- If the Company is relying on an exemption pursuant to Section 110 of the Company Guide please state so and include the location of the required disclosure. Please note that any foreign based entity that is a foreign private issuer (as defined in Exchange Act Rule 3b-4(c)) can avail itself of an exemption from the requirements of Section 805(c) hereof.

- I hereby certify that the compensation of the Company's officers is determined, or recommended to the board for determination, either by a compensation committee comprised of independent directors or by a majority of the independent directors on its board of directors in conformity with Section 805(a) of the Company Guide. I further hereby certify that the board has affirmatively determined that all of the members of the compensation committee or, in the case of a company that does not have a compensation committee, *all* of the independent directors, are independent under Section 805(c)(1) of the Company Guide.
- For smaller reporting companies only:** I hereby certify that the compensation of the Company's officers is determined, or recommended to the board for determination, either by a compensation committee comprised of independent directors or by a majority of the independent directors on its board of directors in conformity with Section 805(a) of the Company Guide. I further hereby certify that the Company qualifies as a smaller reporting company under Rule 12b-2 of the Exchange Act and is therefore exempt from compliance with the independence requirements set forth in Sections 805(c)(1) and 805(c)(4) of the Company Guide.

- For smaller reporting companies relying on the exception provided for in Section 805(b) of the Company Guide:** I hereby certify that the compensation of the Company's officers is determined, or recommended to the board for determination, either by a compensation committee comprised of independent directors or by a majority of the independent directors on its board of directors in conformity with Section 805(a) of the Company Guide, subject to the exception provided for in Section 805(b) of the Company Guide. I further hereby certify that the Company is entitled to rely, and is relying, on the exception provided for in Section 805(b) of the Company Guide and that the board has made, or will make, the requisite disclosures of its reliance on the exception provided for in Section 805(b) of the Company Guide.
- For companies relying on the transition period provided for in Section 809 of the Company Guide:** I hereby certify that the Company is entitled to rely, and is relying, on the transition period provided for in Section 809 of the Company Guide and that the Company will be in full compliance at the end of the transition period.
- For controlled companies, limited partnerships and companies in bankruptcy only:** I hereby certify that the Company is exempt from this requirement.
- The Company is unable to make one of the affirmations set forth in this Item 4 and is therefore non-compliant for the following reason:

5. Audit Committee: Section 803B of the Company Guide

- If the Company is relying on an exemption pursuant to Section 110 of the Company Guide please state so and include the location of the required disclosure.

- I hereby certify that (i) the Company has an audit committee of at least three members, each of whom satisfies the independence standards specified in Section 803A and Rule 10A-3 of the Exchange Act (or is exempt therefrom) in conformity with Section 803B of the Company Guide and (ii) such audit committee has a written charter that meets the requirements of Section 803B(1) of the Company Guide. I further hereby certify that (i) each member of the audit committee is able to read and understand fundamental financial statements, (ii) at least one member of the audit committee is “financially sophisticated” as described in Section 803B(2)(iii) of the Company Guide, (iii) no audit committee member has participated in the preparation of the financial statements of the Company or any current subsidiary thereof within the past three years, and (iv) the audit committee meets on at least a quarterly basis.
  
- **For smaller reporting companies only:** I hereby certify that (i) the Company has an audit committee of at least two members, each of whom satisfies the independence standards specified in Section 803A and Rule 10A-3 of the Exchange Act (or is exempt therefrom) in conformity with Section 803B of the Company Guide and (ii) such audit committee has a written charter that meets the requirements of Section 803B(1) of the Company Guide. I further hereby certify that (i) each member of the audit committee is able to read and understand fundamental financial statements, (ii) at least one member of the audit committee is “financially sophisticated” as described in Section 803B(2)(iii) of the Company Guide, (iii) no audit committee member has participated in the preparation of the financial statements of the Company or any current subsidiary thereof within the past three years, and (iv) the audit committee meets on at least a quarterly basis.
  
- **For companies that are relying on the exception provided for in Section 803B(2)(b) of the Company Guide (not available to those that are smaller reporting companies):** I hereby certify that the Company has an audit committee of at least three members, each of whom satisfies the independence standards specified in Section 803A and Rule 10A-3 of the Exchange Act (or is exempt from) in conformity with Section 803B of the Company Guide, subject to the exception provided for in Section 803B(2)(b) of the Company Guide. The board has made, or will make, the requisite disclosures of its reliance on the exception provided for in Section 803B(2)(b). The Company’s audit committee has a written charter that meets the requirements of Section 803B(1) of the Company Guide. I further hereby certify that (i) each member of the audit committee is able to read and understand fundamental financial statements, (ii) at least one member of the audit committee is “financially sophisticated” as described in Section 803B(2)(iii) of the Company Guide, (iii) no audit committee member has participated in the preparation of the financial statements of the Company or any current subsidiary thereof within the past three years, and (iv) the audit committee meets on at least a quarterly basis.

- **For companies relying on the transition period provided for in Section 809 of the Company Guide:** I hereby certify that the Company is entitled to rely, and is relying, on the transition period provided for in Section 809 of the Company Guide and that the Company will be in full compliance by the end of the transition period. I further hereby certify that the audit committee has a written charter that meets the requirements of Section 803B(1) of the Company Guide. I further hereby certify that (i) each member of the audit committee is able to read and understand fundamental financial statements, (ii) at least one member of the audit committee is “financially sophisticated” as described in Section 803B(2)(iii) of the Company Guide, (iii) no audit committee member has participated in the preparation of the financial statements of the Company or any current subsidiary thereof within the past three years, and (iv) the audit committee meets on at least a quarterly basis.
  
- The Company is unable to make one of the affirmations set forth in this Item 5 and is therefore non-compliant for the following reason:

5a. For those companies relying on an individual or company exemption from the independence requirements of Rule 10A-3(b)(1) in Item 5, above, please identify and briefly describe the basis for such exemption below. If not relying on any such exemption, please indicate “N/A” below.

6. Code of Conduct and Ethics: Section 807 of the Company Guide

- I hereby certify that the Company has adopted a code of conduct and ethics that complies with Section 807 of the Company Guide.
- The Company is unable to make one of the affirmations set forth in this Item 6 and is therefore non-compliant for the following reason:

7. Other Non-Compliance: Part 8 of the Company Guide

- Apart from any non-compliance specific to the preceding sections, the Company is non-compliant with Part 8 of the Company Guide for the following reason:

I have been authorized by 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:

Title:

Date Submitted:

Telephone Number:

E-mail address:

Signature:

\*\*Note: The Company's Chief Executive Officer is required to separately complete and submit the Annual CEO Certification which is not applicable at time of initial listing.

**Appendix A:**

**Rule 10A-3 exemptions for a foreign private issuer<sup>3</sup>:**

**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.<sup>4</sup>

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<sup>3</sup> 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.

**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.<sup>5</sup>

**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.<sup>4</sup>

**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.<sup>4</sup>

**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.<sup>4</sup>

**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.<sup>4</sup>

**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.<sup>5</sup>

**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.

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<sup>4</sup> A company is required to disclose reliance on this exemption in its annual report filed with the U.S. Securities and Exchange Commission.

<sup>5</sup> A company is not required to disclose reliance on this exemption in its annual report filed with the U.S. Securities and Exchange Commission.

This exemption does not apply to a subsidiary that has issued equity securities, other than non-convertible, non-participating preferred securities.<sup>5</sup>

**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:

- 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.<sup>4</sup>





**NYSE MKT Foreign Private Issuer/Foreign-Based Entity  
Interim Corporate Governance Affirmation**

Company:

Ticker:

Notice of Non-compliance:       Yes<sup>1</sup>                               No

**Part I.**

**INSTRUCTIONS:** Please provide the following information for each director currently serving on the Company’s board of directors. Please indicate with a “√” whether a director serves on the Company’s audit committee, compensation committee or nominating committee. Please include an asterisk (\*) next to the name of each director that has been deemed independent for purposes of Rule 10A-3 (“Rule 10A-3”) of the Securities Exchange Act of 1934 (the “Exchange Act”) and service on the Company’s audit committee.

<u>Name of Director</u>	<u>Board Class</u>	<u>Current Term Ends</u>	<u>Section 803A Independent (Y/N)</u>	<u>Serves on Audit Committee</u>	<u>Serves on Compensation Committee</u>	<u>Serves on Nominating Committee</u>
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- 5.
- 6.
- 7.
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- 9.
- 10.
- 11.
- 12.

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

Please provide the following information, if applicable, for each newly added or newly independent director 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.
- Brief description of any relationship that would be required to be disclosed pursuant to Item 404 of Regulation S-K.
- **Compensation Committee member only:** Brief description of any source of compensation, including consulting, advisory, or other compensatory fee paid by the Company to a compensation committee member as specified in Section 805(c)(1). Indication of whether the compensation committee member is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company as specified in Section 805(c)(1).
- **Audit Committee member only:** 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)(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)(ii)(B).

Part II.

**INSTRUCTIONS:**

Please check only one box that best describes the Company.

- Lists common equity securities on the NYSE MKT and does not fit any of the other categories listed below
- Qualifies as a controlled company
- Is a limited partnership
- Is in bankruptcy
- Is a smaller reporting company

Part III.**INSTRUCTIONS:**

The Company hereby notifies the Exchange that, as of \_\_\_\_\_, the following event has occurred.

Please check the box next to the appropriate event(s) applicable to the Company and include any relevant explanatory notes below:

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- A director who was deemed independent is no longer independent.
- A director who was not deemed independent is now deemed independent.
- A director has been added to the Company's board.
- A director has left the Company's board.
- The composition of the Company's nominating committee has changed.
- The composition of the Company's compensation committee has changed.
- A member of the compensation committee is relying on the cure period for compensation committee independence noncompliance provided for in Section 805(c)(2).
- The composition of the Company's audit committee has changed.
- 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.
- The Company is no longer a controlled company for purposes of Part 8 of the Company Guide.
- The Company has become a controlled company for purposes of Part 8 of the Company Guide.
- The Company has become a smaller reporting company for purposes of Part 8 of the Company Guide and relies on the smaller reporting company compensation committee exemption.
- The Company now no longer qualifies as a smaller reporting company and is subject to all of the applicable requirements of Section 805(c)(1) and 805(c)(4). If the Company is utilizing the transition afforded under 805(c)(5), please explain below:

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Part IV.

**INSTRUCTIONS:**

- If the Company is relying on an exemption pursuant to Section 110 of the Company Guide please state the rule it is seeking relief from. Further, the Company must provide English language disclosure of any significant ways in which its corporate governance practices differ from those followed by domestic companies pursuant to the Exchange's standards. This disclosure may be provided either on the Company's website and/or in its annual report it is required to file with the SEC that includes audited financial statements (including on Forms 10-K, 20-F, or 40-F). If the disclosure is only available on the website, the annual report must so state and provide the web address at which the information may be obtained. Please include in the comments section the location of the Company's disclosure.

- If the Company is non-compliant as a result of one of the affirmations in Part III or is non-compliant with Part 8 of the Company Guide for any other reason, please check this box and include the reason below.

I have been authorized by 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:

Title:

Date Submitted:

Telephone Number:

E-mail address:

Signature:

**Appendix A:****Rule 10A-3 exemptions for a foreign private issuer<sup>2</sup>:**

**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.<sup>3</sup>

**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.<sup>4</sup>

**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.<sup>3</sup>

**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.<sup>3</sup>

**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.<sup>3</sup>

**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.<sup>3</sup>

**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

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<sup>2</sup> 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.

<sup>3</sup> A company is required to disclose reliance on this exemption in its annual report filed with the U.S. Securities and Exchange Commission.

<sup>4</sup> A company is not required to disclose reliance on this exemption in its annual report filed with the U.S. Securities and Exchange Commission.

10A-3 with respect to another class of securities already listed on a national securities exchange or national securities association.<sup>4</sup>

**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.<sup>4</sup>

**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:

- 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.<sup>3</sup>



**NYSE MKT Open-end and Closed-end Management Investment Company  
Corporate Governance Affirmation**

Issuer:

Ticker:

Type of Affirmation:            Initial<sup>1</sup>                                    Annual

Notice of Non-compliance:    Yes<sup>2</sup>    No

**NOTE:** This form is to be used by a domestic or foreign issuer that has only open or closed-end funds listed on the NYSE MKT and, pursuant to Section 801(d), is subject solely to the requirements of Sections 802(e), 803B(1) (closed-end only), 803B(4), and the other provisions of Section 803 to the extent required by Rule 10A-3 under the Securities Exchange Act of 1934 and 810.

**Part I.**

**INSTRUCTIONS:** Please provide the following information for each board member currently serving, or who will be serving as of the day of listing, on the Issuer’s audit committee. Please indicate each audit committee member that has been deemed independent for purposes of Rule 10A-3 (“Rule 10A-3”) of the Securities Exchange Act of 1934 (the “Exchange Act”).

<u>Name of Audit Committee Member</u>	Rule 10A-3 Independent ( <u>Y/N</u> )
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- 1.
- 2.
- 3.
- 4.
- 5.
- 6.
- 7.

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<sup>1</sup> Companies that are submitting an Initial Affirmation must be compliant in all areas, subject to applicable transition periods.

<sup>2</sup> If this document is serving as a non-compliance notification to the Exchange it must be executed by the Company’s CEO.



- 8.
- 9.
- 10.
- 11.
- 12.

Please provide the following information for each independent director identified in the chart above. Alternatively, a reference to the location of the disclosure in the Issuer's public U.S. Securities and Exchange Commission ("SEC") filings can be provided.

- 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)(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)(ii)(B).

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## Part II.

### **INSTRUCTIONS:**

Please check only one box that best describes the Company.

- Is an open-end management investment company
- Is a closed-end management investment company

## Part III.

**INSTRUCTIONS:** Issuers listed on the Exchange must comply with the corporate governance requirements set forth in Part 8 of the NYSE MKT Company Guide (the "Company Guide"). In response to each item below, please check the box beside the single affirmation that is most applicable to the Issuer. Please note that, depending on the affirmation made, an item may require the Issuer to provide additional information or a link to the applicable document referenced therein. Please also note that specific types of entities may avail themselves of exemptions to or transition periods for compliance with certain of the requirements. If the Issuer is availing itself of any of these exemptions or transition periods, it should select the corresponding affirmation for the applicable item.

1. Audit Committee: Section 803 of the Company Guide

- For open-end management investment companies only:** I hereby certify that the Company has, and will continue to have, an Audit Committee whose members satisfy the requisite independence standards specified in Section 803A of the Company Guide (if applicable) and Rule 10A-3(b)(1) of the Exchange Act (subject to any applicable exceptions and cure periods).
- For closed-end management investment companies only:** I hereby certify that (i) the Company has, and will continue to have, an Audit Committee whose members satisfy the requisite independence standards specified in Section 803A of the Company Guide (if applicable) and Rule 10A-3(b)(1) of the Exchange Act (subject to any applicable exceptions and cure periods) and (ii) such audit committee has a written charter that meets the requirements of Section 803B(1) of the Company Guide.
- The Issuer is unable to make one of the affirmations set forth in this Item 1 and is therefore non-compliant for the following reason:

- 1a. I hereby certify that the Issuer's audit committee is relying on an exemption from Rule 10A-3 of the Exchange Act. Please state below which Rule 10A-3 exemptions the Issuer or any individual member is relying on and briefly describe the basis for such exemption below. If not relying on any such exemption, please indicate "N/A" below. (Appendix A provides a brief description of the available Rule 10A-3 exemptions.)

2. Other Non-Compliance: Part 8 of the Company Guide

- Apart from any non-compliance specific to the preceding sections, the Issuer is non-compliant with Part 8 of the Company Guide for the following reason:

I have been authorized by the Issuer 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:

Title:

Date Submitted:

Telephone Number:

E-mail address:

Signature:

**Appendix A:****Rule 10A-3 exemptions for an open-end and closed-end management investment companies<sup>3</sup>:**

**Rule 10A-3(b)(1)(iv)(A)** – This provision provides a transitional exemption for an issuer listing in connection with an initial public offering of securities.<sup>4</sup>

**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 issuer and an affiliate to serve on the audit committee of the listed issuer.<sup>5</sup>

**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.<sup>4</sup>

**Rule 10A-3(c)(1)** – This provision provides a general exemption from the requirement to have an audit committee where the issuer 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.<sup>5</sup>

**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 issuer 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.<sup>5</sup>

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<sup>3</sup> 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.

<sup>4</sup> An issuer is required to disclose reliance on this exemption in its annual report filed with the U.S. Securities and Exchange Commission.

<sup>5</sup> An issuer is not required to disclose reliance on this exemption in its annual report filed with the U.S. Securities and Exchange Commission.



**NYSE MKT Open-end and Closed-end Management Investment Company  
Interim Affirmation**

Issuer:

Ticker:

Notice of Non-compliance:       Yes<sup>1</sup>                               No

**NOTE:** This form is to be used by a domestic or foreign issuer that has only open or closed-end funds listed on the NYSE MKT and, pursuant to Section 801(d), is subject solely to the requirements of Sections 802(e), 803B(1) (closed-end only), 803B(4), and the other provisions of Section 803 to the extent required by Rule 10A-3 under the Securities Exchange Act of 1934 and 810.

**Part I.**

**INSTRUCTIONS:** Please provide the following information for each board member currently serving, or who will be serving as of the day of listing, on the Issuer's audit committee. Please indicate each audit committee member that has been deemed independent for purposes of Rule 10A-3 ("Rule 10A-3") of the Securities Exchange Act of 1934 (the "Exchange Act").

<u>Name of Audit Committee Member</u>	Rule 10A-3 Independent ( <u>Y/N</u> )
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- 10.
- 11.

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

12.

Please provide the following information for each independent director identified in the chart above. Alternatively, a reference to the location of the disclosure in the Issuer’s public U.S. Securities and Exchange Commission (“SEC”) filings can be provided.

- 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)(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)(ii)(B).

**Part II.**

**INSTRUCTIONS:**

Please check only one box that best describes the Company.

- Is an open-end management investment company
- Is a closed-end management investment company

**Part III.**

**INSTRUCTIONS:**

The Issuer hereby notifies the Exchange that, as of \_\_\_\_\_, the following event has occurred.

Please check the box next to the appropriate event(s) applicable to the Issuer and include any relevant explanatory notes in the box below:

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

Part IV.

**INSTRUCTIONS:**

- If the Issuer is non-compliant as a result of one of the affirmations in Part II or is non-compliant with Part 8 of the Company Guide for any other reason, please check this box and include the reason below.

I have been authorized by the Issuer 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:

Title:

Date Submitted:

Telephone Number:

E-mail address:

Signature:

**Appendix A:****Rule 10A-3 exemptions for an open-end and closed-end management investment companies<sup>2</sup>:**

**Rule 10A-3(b)(1)(iv)(A)** – This provision provides a transitional exemption for an issuer listing in connection with an initial public offering of securities.<sup>3</sup>

**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 issuer and an affiliate to serve on the audit committee of the listed issuer.<sup>4</sup>

**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.<sup>3</sup>

**Rule 10A-3(c)(1)** – This provision provides a general exemption from the requirement to have an audit committee where the issuer 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.<sup>4</sup>

**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 issuer 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.<sup>4</sup>

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<sup>2</sup> 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.

<sup>3</sup> An issuer is required to disclose reliance on this exemption in its annual report filed with the U.S. Securities and Exchange Commission.

<sup>4</sup> An issuer is not required to disclose reliance on this exemption in its annual report filed with the U.S. Securities and Exchange Commission.





### NYSE MKT Special Entity Corporate Governance Affirmation

Issuer:

Ticker:

Type of Affirmation:  Initial<sup>1</sup>  Annual

Notice of Non-compliance:  Yes<sup>2</sup>  No

**NOTE:** This form is to be used by an issuer that has only debt or preferred securities listed on the NYSE MKT or by asset-backed issuers, other passive business organizations (such as royalty trusts), or derivatives and special purpose securities listed on the NYSE MKT. Pursuant to Section 801(c) and 801(g), these issuers are subject solely to the requirements of Sections 803 to the extent required by Rule 10A-3 under the Securities Exchange Act of 1934 and 810(b) and 810(c).

#### Part I.

**INSTRUCTIONS:** Please provide the following information for each board member currently serving, or who will be serving as of the day of listing, on the Issuer’s audit committee. Please indicate each audit committee member that has been deemed independent for purposes of Rule 10A-3 (“Rule 10A-3”) of the Securities Exchange Act of 1934 (the “Exchange Act”).

<u>Name of Audit Committee Member</u>	Rule 10A-3 Independent <u>(Y/N)</u>
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- 1.
- 2.
- 3.
- 4.
- 5.
- 6.
- 7.

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<sup>1</sup> Companies that are submitting an Initial Affirmation must be compliant in all areas, subject to applicable transition periods.

<sup>2</sup> If this document is serving as a non-compliance notification to the Exchange it must be executed by the Company’s CEO.

- 8.
- 9.
- 10.
- 11.
- 12.

Please provide the following information for each independent director identified in the chart above. Alternatively, a reference to the location of the disclosure in the Issuer's public U.S. Securities and Exchange Commission ("SEC") filings can be provided.

- 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)(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)(ii)(B).

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## Part II.

### **INSTRUCTIONS:**

Please check only one box that best describes the Company.

- Is an issuer that has only debt listed
- Is an issuer that has only preferred securities listed
- Is an asset-backed issuer
- Is another passive business organization (such as a royalty trust)
- Is an issuer of derivatives and/or special purpose securities

## Part III.

**INSTRUCTIONS:** Issuers listed on the Exchange must comply with the corporate governance requirements set forth in Part 8 of the NYSE MKT Company Guide (the "Company Guide"). In response to each item below, please check the box beside the single affirmation that is most applicable to the Issuer. Please note that, depending on the affirmation made, an item may require the Issuer to provide additional information or a link to the applicable document referenced therein. Please also note that specific types of entities may avail themselves of exemptions to or transition periods for compliance with certain of the requirements. If the Issuer

is availing itself of any of these exemptions or transition periods, it should select the corresponding affirmation for the applicable item.

1. Audit Committee: Section 803 of the Company Guide

- I hereby certify that the Issuer's audit committee meets the requirement of Rule 10A-3 of the Exchange Act.
- I hereby certify that the Issuer's audit committee is relying on an exemption from Rule 10A-3 of the Exchange Act. State below which Rule 10A-3 exemptions the Issuer or any individual member of its audit committee is relying on and briefly describe the basis for such exemption below: (Appendix A provides a brief description of the available Rule 10A-3 exemptions.)

- The Issuer is unable to make one of the affirmations set forth in this Item 1 and is therefore non-compliant for the following reason:

2. Other Non-Compliance: Part 8 of the Company Guide

- Apart from any non-compliance specific to the preceding sections, the Issuer is non-compliant with Part 8 of the Company Guide for the following reason:

I have been authorized by the Issuer 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:

Title:

Date Submitted:

Telephone Number:

E-mail address:

Signature:

**Appendix A:****Rule 10A-3 exemptions for a special entity<sup>3</sup>:**

**Rule 10A-3(b)(1)(iv)(A)** – This provision provides a transitional exemption for an issuer listing in connection with an initial public offering of securities.<sup>4</sup>

**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 issuer and an affiliate to serve on the audit committee of the listed issuer.<sup>5</sup>

**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.<sup>4</sup>

**Rule 10A-3(c)(1)** – This provision provides a general exemption from the requirement to have an audit committee where the issuer 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.<sup>5</sup>

**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 issuer 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.<sup>5</sup>

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<sup>3</sup> 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.

<sup>4</sup> An issuer is required to disclose reliance on this exemption in its annual report filed with the U.S. Securities and Exchange Commission.

<sup>5</sup> An issuer is not required to disclose reliance on this exemption in its annual report filed with the U.S. Securities and Exchange Commission.



### NYSE MKT Special Entity Interim Corporate Governance Affirmation

Issuer:

Ticker:

Notice of Non-compliance:       Yes<sup>1</sup>                               No

**NOTE:** This form is to be used by an issuer that has only debt or preferred securities listed on the NYSE MKT or by asset-backed issuers, other passive business organizations (such as royalty trusts), or derivatives and special purpose securities listed on the NYSE MKT. Pursuant to Section 801(c) and 801(g), these issuers are subject solely to the requirements of Sections 803 to the extent required by Rule 10A-3 under the Securities Exchange Act of 1934 and 810(b) and 810(c).

#### Part I.

**INSTRUCTIONS:** Please provide the following information for each board member currently serving on the Issuer's audit committee. Please include an asterisk (\*) next to the name of each audit committee member that has been deemed independent for purposes of Rule 10A-3 ("Rule 10A-3") of the Securities Exchange Act of 1934 (the "Exchange Act").

<u>Name of Audit Committee Member</u>	Rule 10A-3 Independent (Y/N)
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- 1.
- 2.
- 3.
- 4.
- 5.
- 6.
- 7.
- 8.

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

- 9.
- 10.
- 11.
- 12.

Please provide the following information, if applicable, for each newly added or newly independent director identified in the chart above. Alternatively, a reference to the location of the disclosure in the Issuer’s public U.S. Securities and Exchange Commission (“SEC”) filings can be provided.

- 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)(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)(ii)(B).

**Part II.**

**INSTRUCTIONS:**

Please check only one box that best describes the Company.

- Is an issuer that has only debt listed
- Is an issuer that has only preferred securities listed
- Is an asset-backed issuer
- Is an other passive business organization (such as a royalty trust)
- Is an issuer of derivatives and/or special purpose securities

**Part III.**

**INSTRUCTIONS:**

The Issuer hereby notifies the Exchange that, as of \_\_\_\_\_, the following event has occurred.

Please check the box next to the appropriate event(s) applicable to the Issuer and include any relevant explanatory notes in the box below:

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

Part IV.

**INSTRUCTIONS:**

- If the Issuer is non-compliant as a result of one of the affirmations in Part II or is non-compliant with Part 8 of the Company Guide for any other reason, please check this box and include the reason below.



I have been authorized by the Issuer 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:

Title:

Date Submitted:

Telephone Number:

E-mail address:

Signature:

**Appendix A:****Rule 10A-3 exemptions for a special entity<sup>2</sup>:**

**Rule 10A-3(b)(1)(iv)(A)** – This provision provides a transitional exemption for an issuer listing in connection with an initial public offering of securities.<sup>3</sup>

**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 issuer and an affiliate to serve on the audit committee of the listed issuer.<sup>4</sup>

**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.<sup>3</sup>

**Rule 10A-3(c)(1)** – This provision provides a general exemption from the requirement to have an audit committee where the issuer 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.<sup>4</sup>

**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 issuer 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.<sup>4</sup>

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<sup>2</sup> 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.

<sup>3</sup> An issuer is required to disclose reliance on this exemption in its annual report filed with the U.S. Securities and Exchange Commission.

<sup>4</sup> An issuer is not required to disclose reliance on this exemption in its annual report filed with the U.S. Securities and Exchange Commission.