

## Recovery of Erroneously Awarded Compensation

**This notice is intended to make you aware of a new listing requirement that will take effect in Q4 2023. Please read carefully.**

On October 26, 2022, the Securities and Exchange Commission (the “SEC”) adopted final rules requiring the recovery of erroneously awarded compensation by listed issuers: [Listing Standards for Recovery of Erroneously Awarded Compensation](#). New Rule 10D-1 of the Securities Exchange Act of 1934 mandates that exchanges adopt listing standards that will require the adoption of compensation recovery policies by listed issuers, subject to limited exceptions.

On June 9, 2023, the SEC approved the NYSE’s proposed rule ([SEC Approval Order and Rule Text](#)) and NYSE American’s proposed rule ([SEC Approval Order and Rule Text](#)). These rules will take effect on October 2, 2023. The rules amend the [NYSE Listed Company Manual](#) to add Sections 303A.14 and 802.01F and the [NYSE American Company Guide](#) to add Sections 811 and 1003(h). **Absent an applicable exemption as set forth in the rules, issuers will be required to adopt a compensation recovery policy no later than December 1, 2023.**

No later than December 31, 2023, each listed issuer will be required to confirm, via [Listing Manager](#), either 1) its adoption of a compensation recovery policy by December 1, 2023 or 2) its reliance on an applicable exemption. In addition, issuers submitting initial applications for securities to be listed on or after October 2, 2023 will be required to confirm the adoption of a compensation recovery policy as part of its listing application in Listing Manager. We will send a subsequent communication in Q4 2023 with further details on this confirmation process.

We encourage you to provide a copy of this memo to appropriate executives and outside advisers who handle matters related to your listing on the NYSE Exchanges. Please do not hesitate to contact the staff at 212-656-4542 with any question or concern you may have.