



**NYSE American Domestic Company Interim Corporate Governance Affirmation**

Company Name:

Symbol:

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.**

**DIRECTOR DETAILS:**

<u>Director Name</u>	<u>Board Class</u>	<u>Term End</u>	<u>Section 803A Independent (Y/N)</u>	<u>AC<sup>2</sup></u>	<u>CC<sup>3</sup></u>	<u>NC<sup>4</sup></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.

<sup>2</sup> Serves on the Audit Committee

<sup>3</sup> Serves on the Compensation Committee

<sup>4</sup> Serves on the Nominating/Corporate Governance Committee



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

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

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 am an authorized officer at 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: /s/