

## Compensation Committee Certification

Record Id:

All Nasdaq companies must certify their company's compliance with, or exemption from, the amended compensation committee listing rules as provided in [Rule 5605\(d\)](#) and [IM-5605-6](#). This certification must be provided to Nasdaq no later than 30 calendar days after the Company's first annual meeting occurring after January 15, 2014, or October 31, 2014, whichever is earlier.

Also note that a Company that is a Smaller Reporting Company, Controlled Company or a Foreign Private Issuer may need to submit a new certification if that status changes.

If you have questions about how to complete this form, please contact Listing Qualifications Staff at +1 301 978 8008.

### GENERAL COMPANY INFORMATION

Company Name \*

Symbol

### Contacts

Please provide at least one contact for the purposes of processing this form. In addition, Nasdaq recommends that you share access to this form with at least one other company or legal representative by entering their email address on our [Share Your Form](#) page.

\*\*Note that the system will immediately send an email to any contacts with whom you have shared this form, even if the form has not yet been submitted.

#### Company Contact \*

Name \*

Title/Firm

Phone \*

Email \*

### COMPENSATION COMMITTEE CERTIFICATION

#### 1. Compensation Committee Charter – Rule 5605(d)(1) \*

- ☐ I hereby certify that the Company has adopted a formal written compensation committee charter specifying the items enumerated in Rule 5605(d)(1), and that the compensation committee will review and reassess the adequacy of the charter on an annual basis.
- ☐ **For Smaller Reporting Companies Only:** I hereby certify that the Company is a Smaller Reporting Company and has adopted a formal written compensation committee charter or board resolution specifying the items enumerated in Rule 5605(d)(1)(A)-(C).
- ☐ **For Foreign Private Issuers Only:** I hereby certify that the Company is following home country practices in lieu of this requirement and has provided Nasdaq with a written statement from an independent counsel in the Company's home country certifying that the Company's practices are not prohibited by the home country laws.
- ☐ **For Controlled Companies Only:** I hereby certify that the Company is exempt from this requirement as a Controlled Company.
- ☐ **For Limited Partnerships Only:** I hereby certify that the Company is exempt from this requirement as a limited partnership.
- ☐ **For Management Investment Companies Only:** I hereby certify that the Company is exempt from this requirement as a management investment company registered under the Investment Company Act of 1940.
- ☐ **For Asset Backed or Other Passive Issuers Only:** I hereby certify that the Company is exempt from this requirement pursuant to Rule 5615(a)(1).
- ☐ **For Cooperatives Only:** I hereby certify that the Company is exempt from this requirement as a cooperative.

#### 2. Compensation Committee Composition – Rule 5605(d)(2) \*

- ☐ I hereby certify that the Company has, and will continue to have, a compensation committee of at least two members. Each

compensation committee member is an Independent Director as defined under Rule 5605(a)(2). In addition, in affirmatively determining the independence of any director who will serve on the compensation committee, the board of directors has considered, and will continue to consider, all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director's ability to be independent from management in connection with the duties of a compensation committee member, including, but not limited to:

(i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director; and

(ii) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

- ☐ **For Smaller Reporting Companies:** I hereby certify that the Company is a Smaller Reporting Company and has, and will continue to have, a compensation committee of at least two members. Each compensation committee member is an Independent Director as defined under Rule 5605(a)(2).
- ☐ **For Companies with Exceptional and Limited Circumstances Only (including Smaller Reporting Companies):** I hereby certify that the Company has a compensation committee comprised of at least three members and is relying on the exception in Rule 5605(d)(2)(B) for one director where the board, under exceptional and limited circumstances, has determined that it is in the best interests of the Company and its Shareholders to do so.
- ☐ **For Companies that in the Last Year Completed an Initial Public Offering or Spin-Off, Emerged from Bankruptcy, Transferred from Another Market or Ceased to be a Smaller Reporting Company:** I hereby certify that the Company is utilizing the phase-in provisions of Rule 5615(b) for the compensation committee composition requirement.
- ☐ **For Companies that in the Last Year Ceased to be a Controlled Company:** I hereby certify that the Company is utilizing the phase-in provisions of Rule 5615(c) for the compensation committee composition requirement.
- ☐ **For Controlled Companies Only:** I hereby certify that the Company is exempt from this requirement as a Controlled Company.
- ☐ **For Foreign Private Issuers Only:** I hereby certify that the Company is following home country practices in lieu of this requirement and has provided Nasdaq with a written statement from an independent counsel in the Company's home country certifying that the Company's practices are not prohibited by the home country laws.
- ☐ **For Limited Partnerships Only:** I hereby certify that the Company is exempt from this requirement as a limited partnership.
- ☐ **For Management Investment Companies Only:** I hereby certify that the Company is exempt from this requirement as a management investment company registered under the Investment Company Act of 1940.
- ☐ **For Asset Backed or Other Passive Issuers Only:** I hereby certify that the Company is exempt from this requirement pursuant to Rule 5615(a)(1).
- ☐ **For Cooperatives Only:** I hereby certify that the Company is exempt from this requirement as a cooperative.

#### AFFIRMATION

User Id

Name \*

Title/Firm \*

Date \*

Initials \*

I have been authorized by the Company and have the legal authority to provide information on the Company's behalf; to the best of my knowledge and belief, the information provided is true and correct as of this date; and I will promptly notify Nasdaq of any material changes. I understand that the Company has a continuing duty to update Nasdaq whenever there is an addition to or change in information previously furnished.

Form Created By: on ; Form Last Updated By on , Form Owned By:

\* Indicates a field required for submission.