

### Nasdaq Relief for Certain Shareholder Approval Requirements

As a response to the unprecedented economic uncertainty and resulting market declines related to COVID-19, Nasdaq is providing listed companies with a temporary exception from certain shareholder approval requirements through June 30, 2020 in order to streamline issuers' access to capital.

The exception is limited to circumstances where the delay in securing shareholder approval would:

- Have a material adverse impact on the company's ability to maintain operations under its pre-COVID-19 business plan;
- Result in workforce reductions;
- Adversely impact the company's ability to undertake new initiatives in response to COVID-19; or
- Seriously jeopardize the financial viability of the enterprise.

In order to rely on the exception, among other requirements, the company would also have to demonstrate to Nasdaq that the need for the transaction is due to circumstances related to COVID-19 and that the company undertook a process designed to ensure that the proposed transaction represents the best terms available to the company.

No prior approval of the exception by Nasdaq is required if the maximum issuance of common stock (or securities convertible into common stock) issuable in the transaction is less than 25% of the total shares outstanding and less than 25% of the voting power outstanding before the transaction; and the maximum discount to the Minimum Price at which shares could be issued is 15% (the "Safe Harbor Provision"). Companies must notify Nasdaq about such transactions as promptly as possible, and at least two days before issuing shares, but do not have to wait the otherwise required 15 calendar days after filing the listing of additional shares notification.

For transactions that do not fall within the Safe Harbor Provision, the Nasdaq Listing Qualifications Department must approve the company's reliance on the exception before the company can issue any securities in the transaction. Companies can seek approval by filing the listing of additional shares notification and the required supplement, which will be available on the Nasdaq Listing Center. Upon approval by the Nasdaq Listing Qualifications Department, companies do not have to wait the otherwise required 15 calendar days after filing the listing of additional shares notification.

The Securities and Exchange Commission has granted Nasdaq's request to waive the 30-day operative delay period, which would otherwise apply. Accordingly, this temporary exception is effective immediately.

You can view the rule filing [here](#).

If you have specific concerns about the listing requirements during this time, please contact your Listing Analyst or the Nasdaq Listing Qualifications Department at +301-978-8008.