NAME:

**[NAME OF COMPANY]**

**Questionnaire for Directors and Executive Officers[[1]](#footnote-1)**

IN CONNECTION WITH A
PROPOSED PUBLIC OFFERING
OF COMMON STOCK

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

This questionnaire should be completed by each person who is or will be a director or **executive officer** of **[NAME OF COMPANY]** (the “Company”). The responses to this questionnaire will be used by the Company in the preparation of the registration statement (the “Registration Statement”) to be filed with the Securities and Exchange Commission (the “SEC”) [(***for IPOs and direct listings***) and an application to list the shares of the Company’s common stock on the [Nasdaq Stock Market (“NASDAQ”)] [or the] [New York Stock Exchange (“NYSE”)]]. [(***For underwritten public offerings*)**In addition, the information requested in Section P of this questionnaire may be used by the underwriters and their counsel in preparation of related filings with the Financial Industry Regulatory Authority (“FINRA”) in connection with a proposed offering of the Company’s common stock.]

To assist you in completing this questionnaire, the Company has supplied certain information set forth herein and on the exhibits to this questionnaire for your review. This information is provided as an accommodation only, may not be accurate or complete and requires your confirmation or correction in each case. If you do not make any changes to such information, then the Company will assume that the information is correct as presented.

Please answer EVERY question. If the answer to any question is “None” or “Not Applicable,” please so state. If you require more space to provide answers, please indicate this in the proper space on the questionnaire and provide your answer on an attached sheet indicating the corresponding question. Unless otherwise stated, answers should be given as of the date on which you complete this questionnaire. Please keep in mind that, throughout the questionnaire, some questions will refer to the Company and its [**subsidiaries**][**subsidiary**][, or the Company and its [**subsidiaries**][**subsidiary**] and [**parent**][**parents**]]. If information is provided with respect to [a][the] **subsidiary**[or [a][the] **parent**] of the Company, please so state.

It is important that your answers are complete and accurate. A misstatement or omission of **material** facts in any document filed with the SEC may subject the Company and its officers and directors to civil and criminal liabilities. Failure to provide complete and accurate information may also result in a violation of other applicable regulatory requirements. The Company will rely on your answers in the preparation of the Registration Statement. **Terms in bold are defined in the attached Appendix I.**

**Please note that all non-employee directors of the Company must also answer the questions pertaining to [Nasdaq] [and] [NYSE] rules attached hereto as Exhibit A [and Exhibit B, respectively]. [The exchange on which the Company’s securities will be listed has not yet been determined, so the Company kindly asks that you respond to all questions contained on such exhibits, as applicable to you, and the Company will use only those responses relevant to the exchange on which its securities are ultimately listed when preparing its Registration Statement.]**[[2]](#footnote-2)

If you require any clarification of the meaning or implication of any questions or are in doubt as to the significance of any information you have, please contact **[name]** of the Company at **[email address]** or **[phone number]** or **[name]** of **[law firm name]** at **[email address]** or **[phone number]**. If you learn of any information that would affect the accuracy or completeness of the information reported in this questionnaire, please contact the aforementioned individuals immediately.

***Please complete, sign and return this questionnaire by emailing a .pdf copy to [email address of return contact] no later than [DATE].***

Your signature at the end of this questionnaire constitutes your consent to the disclosure of the information contained in your answers in the Registration Statement and for any other purpose as may be necessary or appropriate.

# GENERAL INFORMATION

## Please provide your full name, date of birth and contact information:

Full name:

Name by which you would like to be identified in the Registration Statement, if different:

Date of birth:

Address (business):

Phone:

Email:

# DIRECTOR AND Executive OFFICER INFORMATION[[3]](#footnote-3)

## Please list all positions and offices (including chairperson, director and lead independent director, if applicable) that you currently hold or have ever held with the Company or any **parent**, **subsidiary** or **affiliate** of the Company, the name of the relevant entity, the nature of your responsibilities and the periods of such service (by month and year).

|  |  |  |  |
| --- | --- | --- | --- |
| **Entity** | **Position** | **Nature of responsibilities** | **Dates of service** |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |

## (***Directors only***) List the board committees on which you serve, including the term of service (by month and year). **If none or not applicable, check here**: [ ]

|  |  |  |
| --- | --- | --- |
| **Name of committee** | **Position** | **Dates of service** |
|  | [*Position, e.g., chair, member*] |  |
|  | [*Position, e.g., chair, member*] |  |

## Please describe briefly your business experience during the past five years, including: (a) your principal occupations and employment; (b) the applicable dates during which you were or have been engaged in each respective occupation or employment, (the name and a description of the principal business of any corporation or other organization in which such occupations and employment were conducted (if you are an officer of the Company, you may refer to their answer to question B.1 above unless you have been an employee of the Company, **parent** or **subsidiary** for less than five years)); and (d) state whether such corporation or organization is a **parent**, **subsidiary** or other **affiliate** of the Company. You may attach a *curriculum vitae* or resume with this information.

**I have attached a *curriculum vitae* or resume**: [ ]

| **Time period** |  |  |  |
| --- | --- | --- | --- |
| **From (mo/yr)** | **To (mo/yr)** | **Name of corporation and principal business** | **Position and responsibilities** | **Parent, subsidiary or affiliate of the Company?** |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |

## Please list all directorships that you currently hold or have held at any time during the past five years in any other company that is required to file reports with the SEC (for example, Form 10‑Ks, Form 10‑Qs, etc.) or any company registered as an investment company under the Investment Company Act of 1940. **If none, check here**: [ ]

|  |  |  |
| --- | --- | --- |
| **Name of company** | **Period of service** | **List service on board committees, if any** |
|  |  |  |
|  |  |  |
|  |  |  |

## Other than the Company, are you an employee, advisor, consultant, director or contractor (or engaged in any similar role), or actively participating in the management or day to day operations of any other business entity or do you provide any services to any other business entity?

Yes [ ]  No [ ]

If yes, please identify any such business entity and describe your role.

## Since the beginning of the Company’s last completed fiscal year (i.e., **[DATE]**), have you served as either a director, **executive officer**, or as a member of the Compensation Committee (or other board committee performing equivalent functions) of any entity other than the Company, including non-public entities (including entities exempt from taxation under Section 501(c)(3) of the Internal Revenue Code)?

Yes [ ]  No [ ]

If yes, please provide the name of each entity below.

Director of the following entities:

**Executive officer** of the following entities:

Member of Compensation Committee (or equivalent body, or board of directors if it determines executive compensation) of the following entities:

## Do any of the entities for which you serve as an officer or director (whether publicly-traded or privately-held) compete, directly or indirectly, with any of the Company’s businesses?

Yes [ ]  No [ ]

If yes, please identify each such entity and provide an estimate of its total annual sales for its last completed fiscal year and an estimate of its annual sales which are competitive with the Company.

|  |  |
| --- | --- |
| **Entity name** | **Estimate of annual sales which are competitive with the Company** |
|  |  |
|  |  |
|  |  |

**NOTE**: If you are serving on the Company’s board of directors as the designee of (or otherwise on behalf of) a private equity sponsor or other firm, please also answer the question above with respect to any other designees of such private equity sponsor or other firm that also has board representation at any other companies that compete, directly or indirectly, with any of the Company’s businesses. If the Company and all such other competing companies are wholly or majority owned by such private equity sponsor or other firm, please so state.

## Please provide (a) the names of all universities attended, (b) the relevant fields of study and (c) the degrees received (including years awarded). **If none, check here:[ ]**

|  |  |  |  |
| --- | --- | --- | --- |
| **Institution** | **Field(s) of study** | **Degree(s)** | **Year(s) awarded** |
|  |  |  |  |
|  |  |  |  |

## If a draft of your professional biography is set forth below, please review and make note of any corrections or additions. If a copy of your biography has not been provided below, please provide a short professional biography in the space provided for use in connection with the Registration Statement. SEC rules require only that the Company describe your principal occupations and employment during the preceding five years and any other material information. Therefore, you may limit your biographical summary to the past five-year period and any other material information. Feel free to add any other information that you feel is relevant.[[4]](#footnote-4)

**[ ]**  As prepared by the Company, the professional biography set forth below is complete and correct.

**[ ]**  As provided or revised by me, the professional biography set forth below is complete and correct.

## (***Directors only***) Briefly describe any specific experience, qualifications, attributes or skills, including information about your particular areas of expertise or other relevant qualifications, that you believe the Board of Directors should consider in determining that you are qualified to serve as a director of the Company, including, to the extent that you believe that it might be **material**, information covering more than the past five years. If you have previously provided this information, please update the information as appropriate. **If not applicable, check here**: [ ]

## Please state the nature of any family relationship(s) (by blood, marriage or adoption, not more remote than first cousin) between you and any director or **executive officer** (or person nominated as a director or **executive officer**) of the Company or any **parent** or **subsidiary** or other **affiliate** of the Company. The disclosure, if any, should state (for each relationship) the identity and position of such person and the nature of the relationship. **If none, check here**: [ ]

##  Are you or have you been in the past a party to any agreement or **arrangement** with any other person(s) (including any stockholders of the Company or any other firm, corporation or other entity) pursuant to which you are to be or were selected as a director, officer or nominee for director of the Company[, other than [*\_\_\_\_\_\_\_\_\_\_*]][[5]](#footnote-5)? (Do not include any agreement or **arrangement** with directors or officers of the Company acting solely in their capacities as such.)

Yes [ ]  No [ ]

If yes, please describe that **arrangement** or understanding and name the other person(s).

### Are you, or have you been in the past, a party to any **arrangement** or understanding [, other than [*\_\_\_\_\_\_\_\_\_\_*], pursuant to which any person (other than yourself) is to be or was selected as a director, officer or nominee for director of the Company?[[6]](#footnote-6)

Yes [ ]  No [ ]

If yes, please describe that **arrangement** or understanding.

### ***(Directors only)*** Do you consent to being named as a director or director nominee in the Company’s Registration Statement and agree to serve or continue to serve, as applicable, as a director of the Company?

Yes [ ]  No [ ]  Not applicable [ ]

### (***Executive Officers only***) Do you consent to being named as an executive officer in the Company’s Registration Statement and agree to serve or continue to serve, as applicable, as an executive officer of the Company?

Yes **[ ]** No **[ ]** Not applicable **[ ]**

## Do you (or any close **family members**) have any other “special” or “unusual” **arrangements** or relationships with any of the directors or **executive officers** of the Company?[[7]](#footnote-7)

Yes [ ]  No [ ]

If yes, please describe that **arrangement** or relationship and name the other person(s).

# Adverse Interests; Legal Proceedings

## To your best knowledge, are you or is any **associate** of yours, an adverse party to the Company or any **parent** or **subsidiary** in any pending legal proceeding?

Yes [ ]  No [ ]

If yes, please briefly describe such proceedings.

## To your best knowledge, do you, or does any **associate** of yours, have a **material** interest adverse to the Company or any **parent** or **subsidiary** in any pending legal proceeding?

Yes [ ]  No [ ]

If yes, please briefly describe such interests.

## Are you aware of any pending, threatened or contemplated litigation to which the Company or any **parent** or **subsidiary** is a party or of which any of their property is subject, including proceedings contemplated by governmental authorities or circumstances that could form the basis for any such action?

Yes [ ]  No [ ]

If yes, please describe.

## Please state whether, to your best knowledge, any of the following events occurred within the past 10 years:

### A petition under any federal or state bankruptcy or insolvency law was filed by or against, or a receiver, fiscal agent or similar officer was appointed by a court with respect to any business or property of, (i) you, (ii) any partnership in which you were a general partner at or within two years before the time of such filing or appointment, or (iii) any corporation or business association of which you were an **executive officer** at or within two years before the time of such filing or appointment;

Yes [ ]  No [ ]

### You were convicted in a criminal proceeding or are the subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);

Yes [ ]  No [ ]

### You were the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, permanently or temporarily barring, suspending or otherwise limiting you from:

#### acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or an associated person of any of the foregoing, or as an investment advisor, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity;

#### engaging in any type of business practice; or

#### engaging in in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of federal or state securities laws or federal commodities laws;

Yes [ ]  No [ ]

### You were the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any federal or state authority barring, suspending or otherwise limiting (for more than 60 days) your right to engage in any activity described in question C.4.c(i) above, or to be associated with persons engaged in any such activity;

Yes [ ]  No [ ]

### You were found by a court in a civil action or by the SEC to have violated any federal or state securities law, and such judgment or finding has not been subsequently reversed, suspended or vacated, or you are presently the subject of an investigation which could result in the finding of such a violation;

Yes [ ]  No [ ]

### You were found by a court in a civil action or by the Commodities Futures Trading Commission to have violated any federal commodities law, and such judgment or finding has not been subsequently reversed, suspended or vacated, or you are presently the subject of an investigation which could result in the finding of such a violation;

Yes [ ]  No [ ]

### You have been the subject of, or a party to, any federal or state judicial or administrative order, judgment, decree, or finding, other than a settlement of a civil proceeding solely among private litigants, that was not subsequently reversed, suspended or vacated, relating to an alleged violation of:

#### any federal or state securities or commodities law or regulation;

#### any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order; or

#### any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity.

Yes [ ]  No [ ]

### You have been the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of:

#### any national securities exchange, registered securities association, or registered clearing agency;

#### the Municipal Securities Rulemaking Board;

#### a board of trade designated as a contract market under the Commodity Exchange Act;

#### a derivatives transaction execution facility registered under Section 7a of the Commodity Exchange Act;

#### a derivatives clearing organization registered under Section 7a‑1 of the Commodity Exchange Act;

#### a board of trade designated as a contract market under Section 7b‑1 of the Commodity Exchange Act;

#### any swap execution facility registered under Section 7b-3 of the Commodity Exchange Act;

#### any swap data repository registered under Section 24a of the Commodity Exchange Act;

#### any electronic trading facility upon which a contract that the SEC has determined is a significant price discovery contract is executed or traded; or

#### any equivalent exchange, association, entity or organization similar to those in clauses (i)‑(ix) above that has disciplinary authority over its members or persons associated with a member.

Yes [ ]  No [ ]

If you answered yes to any of questions C.4.a-h above, please describe such events in detail. Include in your explanation any mitigating circumstances the Company might explain in its filings. Please use additional sheets to answer if necessary.

## Have you been convicted of a felony or misdemeanor relating to financial issues (e.g., embezzlement, fraud, theft) during the past ten years?

Yes [ ]  No [ ]

If yes, please describe such events in detail. Please use additional sheets to answer if necessary.

## Have you ever been the subject of any inquiries, investigations, lawsuits, litigation, arbitration, hearings, or any other legal or administrative proceedings:

### that are or were initiated, or conducted by any regulatory, civil, or criminal agency (including but not limited to the SEC, FINRA, Public Company Accounting Oversight Board, state securities regulators, Commodities Futures Trading Commission, Department of Justice, state bar associations, state boards of accountancy or any foreign regulatory, civil or criminal authority); or

Yes [ ]  No [ ]

### in which claims are or were asserted otherwise alleging fraud, deceit or misrepresentation and seeking damages in excess of $100,000.[[8]](#footnote-8)

Yes [ ]  No [ ]

If you answered yes to questions C.6.a or b above, please provide a detailed description of the matter and include documentation for any such proceedings that have been concluded. You may attach additional pages to this questionnaire if needed.

**NOTE**: This question is not time limited. If the Company elects to apply for a possible listing of its Common Stockon NASDAQ, the Company will be requested to provide NASDAQ with a detailed description of any previous or pending inquiry, investigation, litigation, arbitration, hearings or any other legal or administrative proceeding in the United States or any other country against the Company or any officer, director, stockholder or **affiliate** of the Company. Please be aware that in connection with any such action, we may be required to provide NASDAQ with copies of all court and administrative filings and papers, which reflect the substance of the allegations, the final disposition of any such proceedings and the sanctions imposed, including but not limited to, complaints, indictments, opinions, orders, final judgments, letters of censure, undertakings, and SEC formal orders of investigations.

# EXECUTIVE OFFICER COMPENSATION[[9]](#footnote-9)

Instruction: Only **executive officers** of the Company must complete this Section.

**IF SECTION IS NOT APPLICABLE, CHECK HERE**: [ ]

## Employment Contracts.

I do not have any contract or other **arrangement** (whether written or unwritten) relating to my employment with the Company[, other than [*list employment agreement or offer letter, if applicable*]]. This would include, among other things, any employment, consulting, confidentiality, noncompetition or similar agreement with the Company or any **parent** or **subsidiary**.

### Correct [ ]

### Not correct **[ ]**  Identify such contract or **arrangement** below (or, if the contract or **arrangement** is not in writing, describe the material terms below):

## Salary, Bonus and Non-Equity Incentive Plan Compensation.

For purposes of this question, please note that an award would be considered to be “**non-equity incentive plan** compensation” if the outcome with respect to the relevant performance target is substantially uncertain at the time the performance target is established and the target is communicated to the officer. In contrast, a “cash bonus” that is based on satisfaction of a target that was not pre-established and communicated, or the outcome of which was not substantially uncertain (such as a guaranteed sum without any requirement to achieve a performance goal) would be reported as a bonus.

The following represents the dollar value of the following elements of my compensation (with amounts that have been deferred set forth separately), cash and non-cash, earned by me with respect to the last fiscal year (if completed, this information was provided by the Company):

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **Salary** | **Cash Bonus** | **Cash Bonus from Non-Equity Incentive Plan** | **Earnings on Non-Equity Incentive Plan Compensation** | **Commissions Earned** | **Loan Amounts Forgiven** | **Amounts Foregone by You Under Your Election to Receive Securities in Lieu of Cash (Please Describe)** |
|  |  |  |  |  |  |  |

### The amounts listed above are:

#### Correct [ ]

#### Not correct **[ ]**  Indicate corrections above.

## Perquisites and Other Personal Benefits.

Except as set forth belowand in the answer to question 2 above, during the last fiscal year, neither I, nor any **family member**, has received any **perquisite**or other personal benefits from the Company as a result of my employment (excluding payments to be made for, or benefits to be received from group life, health, hospitalization or medical reimbursement plans or similar plans that do not discriminate in scope, terms or operation, in favor of officers or directors of the Company and are generally available to all salaried employees). Under recent SEC guidance, if an item is “**integrally and directly related**” to the performance of duties it is *not* a **perquisite** (e.g., cell phone or laptop use for contact outside the office, additional clerical services devoted to Company matters or business travel and entertainment expenses). If the item is not “**integrally and directly related**” to the performance of duties it will be considered a **perquisite** if it confers **a direct or indirect benefit that has a personal aspect** without regard to whether it may be provided for some business reason or for the convenience of the Company, unless it is generally available on a non-discriminatory basis to all employees (e.g., personal financial advice regarding retirement made available to all employees).

Below is a non-exhaustive list of benefits/services that might be **perquisites** which should be considered when responding to this question:

|  |  |
| --- | --- |
| Car AllowanceCar InsuranceClub DuesClub Initiation FeeCommission for Sale of HomeCommuting ExpensesComputer EquipmentCorporate ResidenceCosts Associated with Expatriate Work AssignmentCurrency Exchange ArrangementsDiscounts on Company’s Products/Services Not Generally Available to All EmployeesExcess Liability InsuranceExecutive Office BenefitsFinancial Consulting/Planning ServicesGas AllowanceGoods and Services Differential(For Foreign Service)Home Office CostsHome SecurityHousing AllowanceLegal ExpensesLife Insurance PremiumsLiving ExpensesLong Term Disability InsuranceMedical and Dental Claims/PremiumsParking FeesPayments for Staying in Personal Residence while on Business Travel | Personal Liability InsurancePersonal Travel on Corporate AircraftPersonal Use of Company-Provided Administrative SupportPhysical Exam/Voluntary Health ScreeningRelocation AllowanceSchool TuitionSecured ParkingSecurity Concerning FraudulentData AccessSpouse/Family Member Tag-Along on Business TravelSpouse Attendance at Company EventsStipend for Effective Company Representation in the CommunitySupplemental Accidental Deathand Dismemberment InsuranceTax Equalization PaymentsTax Gross-UpsTax Return PreparationTelephone ServicesTrips Awarded to Top Sales PerformersUse of Company Products and ServicesUse of Corporate Travel Agency for Personal TravelUse of Executive Dining RoomWellness Reimbursement (For Fitness Related Activities)Wireless Network for Computer Use |

The following represents the cost to the Company of ***perquisites*** received by you during the last fiscal year (if already completed, this information was provided by the Company):

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Healthcare** | **Home Repair** | **Housing & Other Living Expenses** | **Personal Use of Company Property** | **Personal Travel Expenses** | **Personal Entertainment and Related Expenses (club memberships not exclusively for business)** | **Use of Company Aircraft & Other Vehicles for Personal Travel** | **Security Provided at Your Personal Residence or During Personal Travel** | **Commuting Expenses** | **Personal Finance or Tax Advice & Other Professional Services** |
|  |  |  |  |  |  |  |  |  |  |

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Use of Company Personnel for Personal Purposes** | **Payments to Financial Institutions for Loans Below Commercial Market Interest Rates** | **Loans from Company Below Commercial Market Interest Rates** | **Discounts on Company Products / Services Not Generally Available to all Employees** | **Relocation Assistance** | **Car or Gas Allowance** | **Membership Fees Associated with Charitable Organization Board Seat** | **Home Office Costs** | **Secured Parking** | **Other (Please Describe)** |
|  |  |  |  |  |  |  |  |  |  |

### The amounts listed above are:

#### Correct [ ]

#### Not correct **[ ]**  Indicate corrections above.

## Additional All Other Compensation.

The SEC has stressed that companies are required to disclose **all** other compensation received by an **executive officer**.

The following represents the dollar value of all other compensation received by you during the last fiscal year (if completed, this information was provided by the Company):

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **Amounts Paid or Accrued Under a Plan or Arrangement in Connection with a Termination, Severance, or Change of Control** | **Company Contributions to Defined Contribution Plans such as 401(k) Matching Contributions or Profit-Sharing Contributions** | **Life Insurance Premiums Paid by the Company for Your Benefit** | **Tax Reimbursements and “Gross-up” Payments Paid by the Company** | **Company Securities Purchased from the Company at a Discount, unless the Discount was Available to all Security Holders or all Salaried Employees** | **Dividends or Other Earnings Paid on Equity Awards** | **Other Compensation (Please Describe)** |
|  |  |  |  |  |  |  |

### The amounts listed above are:

#### Correct **[ ]**

#### Not correct **[ ]**  Indicate corrections and additions, if any, above.

## I am not aware of any transaction, current or planned, between the Company and a third party, the primary purpose of which is to furnish remuneration or benefits to me.

### No exception [ ]

### Exception **[ ]**  Describe the terms and conditions of such **arrangement** and any benefits received for the past fiscal year:

## Pension Benefits.

Attached to this questionnaire as Schedule D.I is a schedule setting forth certain information regarding benefits payable under each of the Company’s tax-qualified defined benefit plans and supplemental executive retirement plans (SERPs) or other **plan** that provides for the payment of retirement benefits or benefits that will be paid primarily following retirement. Please review the schedule and indicate below whether or not the information contained in the schedule is correct:

### Correct **[ ]**

### Not correct **[ ]**  Please correct on Schedule D.I.

## Non-Qualified Deferred Compensation.

Attached to this questionnaire as Schedule D.II is a schedule setting forth certain information regarding your non-qualified deferred compensation and earnings on such deferred compensation in the last fiscal year under each defined contribution or other deferred compensation plan of the Company that is not tax qualified. Please review the schedule and indicate below whether or not the information contained in the schedule is correct:

### Correct **[ ]**

### Not correct **[ ]**  Please correct on Schedule D.II.

## Payments for Termination of Employment or Change in Control.

Except as set forth on Schedule D.III attached to this questionnaire, I have no contract, agreement, **plan** or **arrangement**, whether written or unwritten, that provides for payment to me at, following or in connection with my resignation, severance, retirement or other termination of employment (including constructive termination) with the Company or from a change in **control** of the Company or change in my responsibilities. This includes cash compensation, incentive awards, options, option acceleration, and all benefits and perquisites:

### Correct **[ ]**

### Not Correct **[ ]**  Please correct on Schedule D.III.

## Incentive Plan Awards.

Attached to this questionnaire as Schedule D.IV is a schedule setting forth certain information regarding equity and non-equity incentive plan awards granted to you (or any of your **associates**), as reflected in the Company’s records. Please review the schedule and indicate below whether or not the information contained in the schedule is correct.

### Correct **[ ]**

### Not correct **[ ]**  Please correct on Schedule D.IV.

## Stock Option Holdings.

Attached to this questionnaire as Schedule D.V is a schedule setting forth certain information regarding any options to acquire the Company’s stock granted to you (or any of your **associates**) that are not reflected on Schedule D.IV, Incentive Plan Awards, as reflected in the Company’s records. Please review the schedule and indicate below whether or not the information contained in the schedule is correct.

### Correct **[ ]**

### Not correct **[ ]**  Please correct on Schedule D.V.

## Stock Award Holdings.

Attached to this questionnaire as Schedule D.VI is a schedule setting forth certain information regarding all of the stock awards of the Company’s stock granted to you (or any of your **associates**) that are not reflected on Schedule D.IV, Incentive Plan Awards, as reflected in the Company’s records. Please review the schedule and indicate below whether or not the information contained in the schedule is correct.

### Correct **[ ]**

### Not correct **[ ]**  Please correct on such Schedule D.VI.

# Director COMPENSATION[[10]](#footnote-10)

Instruction: Only any director of the Company who is not an **executive officer** of the Company must complete this Section.

**IF SECTION IS NOT APPLICABLE, CHECK HERE**: [ ]

## Please describe the material terms of any agreement, **arrangement** or understanding between you and any person or entity other than the Company relating to compensation or other payment (including non-cash payment) in connection with your candidacy or service as a director of the Company. For purposes of this question, the terms “compensation” and “other payment” are not limited to cash payments and are intended to be construed broadly. Examples of non-cash compensation or other forms of payment include health insurance premiums and indemnification. **If none, check here**: [ ] [[11]](#footnote-11)

## Meeting Fees, Incentive Plan Compensation, Loans.

The following represents the dollar value of the following elements of your compensation (with amounts that have been deferred set forth separately), cash and non-cash, earned by you during the last fiscal year (if completed, this information was provided by the Company):

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Board Meeting & Committee Meeting Fees** | **Non-Equity Incentive Plan Compensation** | **Earnings on Non-Equity Incentive Plan Compensation** | **Loan Amounts Forgiven** | **Amounts Foregone by You Under Your Election to Receive Securities in Lieu of Cash (Please Describe)** |
|  |  |  |  |  |

### The amounts listed above are

#### Correct [ ]

#### Not correct **[ ]**  Indicate corrections above.

## Perquisites and Other Personal Benefits.

Except as set forth belowand in the answer to question 1 above, during the last fiscal year, neither I, nor any **family member**, has received any **perquisite**or other personal benefits from the Company as a result of my directorship (excluding payments to be made for, or benefits to be received from group life, health, hospitalization or medical reimbursement plans or similar plans that do not discriminate in scope, terms or operation, in favor of officers or directors of the Company and are generally available to all salaried employees). Under recent SEC guidance, if an item is “*integrally and directly related*” to the performance of duties it is *not* a **perquisite** (e.g., cell phone or laptop use for contact outside the office, additional clerical services devoted to Company matters or business travel and entertainment expenses). If the item is not “*integrally and directly related”* to the performance of duties it will be considered a **perquisite** if it confers *a direct or indirect benefit that has a personal aspect* without regard to whether it may be provided for some business reason or for the convenience of the Company, unless it is generally available on a non-discriminatory basis to all employees (e.g., personal financial advice regarding retirement made available to all employees).

Below is a non-exhaustive list of benefits/services that might be **perquisites** which should be considered when responding to this question:

|  |  |
| --- | --- |
| Car AllowanceCar InsuranceClub DuesClub Initiation FeeCommission for Sale of HomeCommuting ExpensesComputer EquipmentCorporate ResidenceCosts Associated with Expatriate Work AssignmentCurrency Exchange ArrangementsDiscounts on Company’s Products/Services Not Generally Available to All EmployeesExcess Liability InsuranceExecutive Office BenefitsFinancial Consulting/Planning ServicesGas AllowanceGoods and Services Differential (For Foreign Service)Home Office CostsHome SecurityHousing AllowanceLegal ExpensesLife Insurance PremiumsLiving ExpensesLong Term Disability InsuranceMedical and Dental Claims/PremiumsParking FeesPayments for Staying in Personal Residence while on Business Travel | Personal Liability InsurancePersonal Travel on Corporate AircraftPersonal Use of Company-Provided Administrative SupportPhysical Exam/Voluntary Health ScreeningRelocation AllowanceSchool TuitionSecured ParkingSecurity Concerning Fraudulent Data AccessSpouse/Family Member Tag-Along on Business TravelSpouse Attendance at Company EventsStipend for Effective Company Representation in the CommunitySupplemental Accidental Death and Dismemberment InsuranceTax Equalization PaymentsTax Gross-UpsTax Return PreparationTelephone ServicesTrips Awarded to Top Sales PerformersUse of Company Products and ServicesUse of Corporate Travel Agency for Personal TravelUse of Executive Dining RoomWellness Reimbursement (For Fitness Related Activities)Wireless Network for Computer Use |

The following represents the cost to the Company of **perquisites** received by you during the last fiscal year (if completed, this information was provided by the Company):

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Healthcare** | **Home Repair** | **Housing & Other Living Expenses** | **Personal Use of Company Property** | **Personal Travel Expenses** | **Personal Entertainment and Related Expenses (club memberships not exclusively for business)** | **Use of Company Aircraft & Other Vehicles for Personal Travel** | **Security Provided at Your Personal Residence or During Personal Travel** | **Commuting Expenses** | **Personal Finance or Tax Advice & Other Professional Services** |
|  |  |  |  |  |  |  |  |  |  |

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Use of Company Personnel for Personal Purposes** | **Payments to Financial Institutions for Loans Below Commercial Market Interest Rates** | **Loans from Company Below Commercial Market Interest Rates** | **Discounts on Company Products / Services Not Generally Available to all Employees** | **Relocation Assistance** | **Car or Gas Allowance** | **Membership Fees Associated with Charitable Organization Board Seat** | **Home Office Costs** | **Secured Parking** | **Other (Please Describe)** |
|  |  |  |  |  |  |  |  |  |  |

### The amounts listed above are:

#### Correct [ ]

#### Not correct **[ ]**  Indicate corrections above.

## Additional All Other Compensation.

The SEC has stressed that companies are required to disclose **all** other compensation received by a Director.

The following represents the dollar value of all other compensation received by you during the last fiscal year (if completed, this information was provided by the Company):

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Company Contributions to Defined Contribution Plans such as 401(k) Matching Contributions or Profit-Sharing Contributions** | **Life Insurance Premiums Paid by the Company for Your Benefit** | **Amounts Paid or Accrued Under a Plan or Arrangement in Connection with a Termination, Severance, or Change of Control** | **Tax Reimbursements and “Gross-up” Payments Paid by the Company** | **Company Securities Purchased from the Company at a Discount, unless the Discount was Available to all Security Holders or all Salaried Employees** | **Dividends or Other Earnings Paid on Equity Awards** | **Consulting Fees or Fees for any Other Services Performed, Other Than as a Director** | **Annual Cost of Payments Made by Company Under Director Legacy or Charitable Award Programs** | **Other Compensation (Please Describe)** |
|  |  |  |  |  |  |  |  |  |

### The amounts listed above are:

#### Correct [ ]

#### Not correct **[ ]**  Indicate corrections and additions, if any, above.

## Pension Benefits.

Attached to this questionnaire as Schedule E.I is a schedule setting forth certain information regarding benefits payable under each of the Company’s tax-qualified defined benefit plans and supplemental executive retirement plans (SERPs) or other **plan** that provides for the payment of retirement benefits or benefits that will be paid primarily following retirement. Please review the schedule and indicate below whether or not the information contained in the schedule is correct:

### Correct **[ ]**

### Not correct **[ ]**  Please correct on Schedule E.I.

## Non-Qualified Deferred Compensation.

Attached to this questionnaire as Schedule E.II is a schedule setting forth certain information regarding your non-qualified deferred compensation and earnings on such deferred compensation in the last fiscal year under each defined contribution or other deferred compensation **plan** of the Company that is not tax qualified. Please review the schedule and indicate below whether or not the information contained in the schedule is correct:

### Correct **[ ]**

### Not correct **[ ]**  Please correct on Schedule E.II.

## Stock Option Holdings.

Attached to this questionnaire as Schedule E.III is a schedule setting forth (i) certain information regarding the options to acquire the Company’s stock granted to you (or any of your **associates**) in the year ended [*last day of most recently completed fiscal year*] and (ii) the options to acquire the aggregate number of shares of the Company’s stock held by you at [*the most recent practicable date*], as reflected in the Company’s records. Please review the schedule and indicate below whether or not theinformation in the schedule is correct.

### Correct **[ ]**

### Not correct **[ ]**  Please correct on Schedule E.III.

## Stock Award Holdings.

Attached to this questionnaire as Schedule E.IV is a schedule setting forth (i) certain information regarding all of the stock awards of the Company’s stock granted to you (or any of your **associates**) in the year ended [*last day of most recently completed fiscal year*] and (ii) the aggregate number of shares subject to stock awards held by you at [*the most recent practicable date*], as reflected in the Company’s records. Please review the schedule and indicate below whether or not the information contained in the schedule is correct.

### Correct **[ ]**

### Not correct **[ ]**  Please correct on such Schedule E.IV.

# STOCK OWNERSHIP IN THE COMPANY[[12]](#footnote-12)

## **Beneficial Ownership**

Generally, the term “beneficial ownership” refers to any direct or indirect interest in the securities that entitles you to any of the rights or benefits of ownership, even though you may not be the holder of record of the securities.

As a result, examples of securities that should be included in response to the questions in F.1.a and F.1.d below include **all**:

* Shares you own or have the right to acquire (including shares registered in your name individually or jointly with others and shares held in “street name” for your account, which are typically held in the name of a bank, broker, nominee, depository or other agent);
* Shares owned by a partnership in which you are a partner or by an estate or trust of which you or any of your ***family members*** is a beneficiary (or shares which such partnership, estate or trust has the right to acquire); and
* Shares registered in the name of, or beneficially owned by, your spouse, minor children or other ***relatives*** (including those of your spouse) who live in your house (or shares which such individuals have the right to acquire).

If you have any reason to believe that any interest in securities of the Company (or any of its **subsidiaries**) that you may have, however remote, is a **beneficial** interest, please describe it. It is preferable to err on the side of inclusion rather than exclusion. Where the SEC’s interpretation of **beneficial ownership**would require disclosure of your interest or possible interest in certain securities of the Company or any of its **subsidiaries**, and you believe that you do not actually possess the attributes of **beneficial ownership**, an appropriate response is to disclose the interest and at the same time disclaim **beneficial ownership** of the securities (space is provided to disclaim **beneficial ownership** in F.1.g below).

Please fill in all blanks in the following questions related to your **beneficial ownership** of the Company’s capital stock.

Alternatively, if this questionnaire is accompanied by a report that lists your beneficial ownership of the Company’s securities, you do not need to fill out the table below. Instead, please review the report and make any necessary corrections on the report or in the space provided below.

### Other as indicated in Schedule F, as of [*the most recent practicable date*], I **beneficially owned** the below scheduled equity securities of the Company or any of its **subsidiaries**:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Class and/or series of stock** | **Number of shares** | **Registered in the name of** | **Relationship to Beneficial owner** | **Sole or shared voting control?** | **Sole or shared investment control?** |
|  |  |  |  |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |

**If no shares are *beneficially owned*, check here**: [ ]

#### Correct [ ]

#### Not correct **[ ]**  Please correct the table above.

### If any of the shares identified in F.1.a above are held other than in an individual capacity, name the natural person or those natural persons who have the power to vote, or to direct the voting of, or to dispose of, or to direct the disposition of, such shares. **If all shares are held in an individual capacity, check here**: [ ]

### Specify any shares pledged as security and describe the pledge arrangement. Pledges include regular pledges and negative pledges of stock for loans and hedging arrangements with brokerage firms (e.g., prepaid variable forward contracts and securities held in margin accounts at brokerage firms). **If no shares are pledged as security, check here**: [ ]

### Other as indicated in Schedule F, as of [*the most recent practicable date plus 60 days*], I will have the **right to acquire**, or the right to acquire sole or shared “voting power” and/or “investment power”, with respect to the below scheduled equity securities of the Company or any of its **subsidiaries**:

|  |  |
| --- | --- |
| **Type of underlying security (*e.g.*, common stock, preferred stock)** | **Shares that may be acquired pursuant to:** |
| **Exercise of an option, warrant or right** | **Conversion of a security** | **Revocation or automatic termination of a trust, discretionary account or similar arrangement** | **Settlement of any stock unit award, stock bonus award or other equity award** | **Other contractual rights** |
|  |  |  |  |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |

If there are no rights to acquire stock, check here: [ ]

#### Correct [ ]

#### Not correct **[ ]**  Please correct the table above.

### If any of the rights identified in F.1.d above are held other than in an individual capacity, name the natural person or those natural persons who would have the power to vote, or to direct the voting of, or to dispose of, or to direct the disposition of, the shares acquirable pursuant to such rights. **If all rights are held in an individual capacity, check here**: [ ]

### Describe any contract, **arrangement**, understanding, relationship or otherwise (e.g., shares held in a trust for which you are a trustee, shares subject to a written voting or investment **arrangement**, or shares held by a corporate benefit plan over which you exercise **control**), concerning sole or shared voting and/or investment power over any of the securities described in F.1.a or F.1.d above. Please be certain to identify the specific shares, with whom shared, the nature of the relationship and a description of any underlying voting trust agreement, investment **arrangement** or the like. **If none, check here**: [ ]

### If you wish to disclaim **beneficial ownership** of any of the shares described in questions F.1.a or F.1.d above for purposes other than for use in the Registration Statement, please indicate the number and class of shares being disclaimed and the basis for the disclaimer:

## I have not, and and my designees have not, purchased financial instruments that are designed to hedge or offset any decrease in the market value of Company equity securities (i) granted to me by the Company as part of my compensation, or (ii) held, directly or indirectly, by me. For the purposes of this question, financial instruments include prepaid variable forward contracts, equity swaps, collars, or direct or indirect interests in an exchange fund.

### Correct [ ]

### Not correct **[ ]**  Describe:

# TRANSACTIONS AND RELATIONSHIPS WITH THE COMPANY[[13]](#footnote-13)[[14]](#footnote-14)

## List all entities that you directly or indirectly have control over. For purposes of this question, “control” is the possession, direct or indirect, of the power to direct or cause the direction of management and policies of an entity through ownership, by contract, or otherwise. If you control an entity, which in turn controls another entity, both entities would be considered controlled by you and therefore should be listed below. If you do not control any entities, please confirm below.

|  |
| --- |
| **Entities** |
|  |
|  |
|  |
|  |
|  |

**[ ]** I do not control any entities.

## List all entities that you directly or indirectly, including through other entities, can significantly influence the management or operating policies of to the extent that the entity might be prevented from fully pursuing its own separate interests. All such entities should be listed below. If you do not exert such influence over any entities, please confirm below.

|  |
| --- |
| **Entities** |
|  |
|  |
|  |
|  |
|  |

**[ ]** I have no such influence over any entities.

## List any and all family members[[15]](#footnote-15) who might control or influence you, or who might be controlled or influenced by you, because of your family relationship. For each, list any affiliations with entities that they control or can significantly influence to the extent that the entity might be prevented from fully pursuing its own separate interests. **If none, check here: [ ]**

|  |  |
| --- | --- |
| **Family Member** | **Affiliations** |
|  |  |
|  |  |
|  |  |
|  |  |
|  |  |

## Describe any transaction since [*first day of third most recently completed fiscal year (e.g., January 1, 2018 for a questionnaire prepared in 2021 for a 12/31 fiscal year end company)*], or any currently proposed transaction, to which the Company or any **affiliate** of the Company was or is to be a participant, in which you or any of the persons or entities listed in question A.1 or A.1 above had or will have any direct or indirect interest.

Please consider the following:

* The term “transactions” should be interpreted broadly and includes, but is not limited to, any financial transaction, **arrangement** or relationship (including any indebtedness or guarantee of indebtedness, employment or consulting arrangement, *etc.*) or any series of similar transactions, **arrangements** or relationships.
* You should note that this question requires disclosure of indirect, as well as direct, interests in transactions. A person that has an interest in, or a position or relationship with, a firm, corporation or other entity that engages in a transaction with or provides services to the Company or any of its **affiliates** may have an indirect interest in such transaction by reason of that interest, position or relationship.
* You should include all transactions from [*the beginning of the third most recently completed fiscal year*]through the date you complete this questionnaire.
* You should include situations where the Company or any **affiliate** is a party to the transaction as well as situations where the Company is involved in the transaction but is not technically a party.
* You should not limit your responses to transactions that occurred while you were an officer or director.
* You do not need to disclose any transaction that is fully described elsewhere in the questionnaire.

In responding to this question, identify:

* the relevant person and indicate the person’s relationship to you and the Company;
* the nature of such person’s interest in the transaction, including the person’s position(s) or relationship(s) with, or ownership in, a firm, corporation or entity that is a party to, or has an interest in, the transaction;
* the approximate dollar value of the amount involved in the transaction;
* the approximate dollar value of the amount of the person’s interest in the transaction, which should be computed without regard to the amount of profit or loss; and
* any other information regarding the transaction or the relevant person in the context of the transaction that may be **material** to investors in light of the circumstances of the particular transaction.

**If none, check here**: [ ]

(*Attach additional sheets, if necessary*)

## Describe any transaction of the kind described in question G.4 above, to your knowledge, to which the Company or any **affiliate** of the Company was or is to be a participant and in which any other director, nominee for director, **executive officer** or 5% or greater stockholder, or any **immediate family member** of the foregoing, had or will have any direct or indirect interest. **If none, check here**: [ ]

## To your knowledge, were there any transactions of the kind specified in questions G.4 or G.5 above that were not reviewed, approved or ratified in accordance with the Company’s policies and procedures?

Yes [ ]  No [ ]

If “Yes”, please explain:

## Do you have or have you had any other business relationships with the Company, any **parent** or **subsidiary** or their respective management, other than as a director, officer, employee or shareholder of the Company or any **parent** or **subsidiary**?

Yes [ ]  No [ ]

If yes, please briefly describe the details below.

## Please describe any agreement or **arrangement** pursuant to which any **controlling** person, director or officer of the Company is insured or indemnified in any manner against any liability which he or she may incur in his or her capacity as such, other than pursuant to a statutory provision, the Company’s charter or by-laws, or the Company’s standard director and officer indemnification agreements.[[16]](#footnote-16)

# RELATIONSHIPS WITH AUDITORS

## Neither I nor any **associate** has any interest, direct or indirect, by security holdings, through employment or consulting relationships, or otherwise, in [*Auditor*] or has an ownership interest of 5% or more, or serve as an officer or director of, any entity (public or private) that has a direct or **material** indirect business relationship with [*Auditor*].

### Correct [ ]

### Not Correct **[ ]**  Describe:

## To the best of my knowledge, neither [*Auditor*], nor any partner or professional employee of that firm since [*first day of most recently completed fiscal year*] (i) had or was committed to acquire any direct **material** financial interest in the Company or (ii) was connected with the Company as a promoter, underwriter, voting trustee, director, officer or employee.

### Correct **[ ]**

### Not Correct **[ ]**  Describe:

## I have not, nor has any **family member** or any of my **associates** received tax or any other financial advice from [*Auditor*], or any partner or professional employee of that firm, in the past **five** years, nor do I, or any **family member** or any of my **associates** propose to seek or obtain such advice at any time during the current fiscal year ending [*last day of current fiscal year*].

### Correct **[ ]**

### Not Correct **[ ]**  Describe:

# Relationships with compensation consultants

## Do you have any business or personal relationships with [*insert name(s) of compensation consultant(s) involved in determining or recommending the amount or form of executive and director compensation in the last completed fiscal year*] or any other compensation consultants involved in determining or recommending the amount or form of executive and director compensation in the last completed fiscal year, or any other relationship that might implicate a conflict of interest in the work performed by the compensation consultant(s)?

Yes [ ]  No [ ]

If “Yes”, please explain:

# Foreign Corrupt Practices Act.

## Have you been involved or potentially involved in, or do you have knowledge of, any of the following matters: (a) any political contributions by the Company or from its assets, whether legal or illegal; (b) the disbursement or receipt of Company funds outside the normal system of accountability; (c) payments, whether direct or indirect, to or from foreign or domestic governments, officials, employees or agents for purposes other than the satisfaction of lawful obligations, or any transaction which has as its intended effect the transfer of company assets for the purposes of effecting such a payment; (d) the improper or inaccurate recording of payments and receipts on the books of the Company or any Parent or Subsidiary; or (e) any other matters of similar nature involving disbursements of Company assets (in each case including the Company and Parent or Subsidiary)?

Yes [ ]  No [ ]

If you answered “yes” to any of these questions, please provide details below:

# DISCLOSURE OF CERTAIN ACTIVITIES RELATED TO IRAN.

Please note the following instructions when responding to the two questions in this Section H:

* In determining whether you have anything to report in response to the questions in this Section H, please note that “**affiliate**” as used in this Section H includes both U.S. and foreign entities.
* Because the Company is subject to ongoing disclosure requirements with respect to these matters each quarter, we also request that you inform us immediately if you or any of your **affiliates** engages, or plans to engage, in any of the activities described below at any time during the current fiscal year or thereafter.

## Since the initial organization of the Company, have you or any or your **affiliates** engaged in any transactions with, relating to, or benefiting Iran, its government (including its agencies, political subdivisions, and any entity controlled by it or acting on its behalf), or any persons or entities in Iran, whether such transactions are direct or indirect?

Yes [ ]  No [ ]

## Since the initial organization of the Company, have you or any of your **affiliates** had any dealings with any person or entity whose property or interests in property are blocked by the U.S. government for reasons relating to terrorism or the proliferation of weapons of mass destruction pursuant to Executive Orders 13224 or 13382? For reference, a current list of these persons and entities may be found at http://sdnsearch.ofac.treas.gov/ by selecting NPWMD and SDGT in the “Program” field and clicking “Search.” Such persons or entities need not be located in or related to Iran.

Yes [ ]  No [ ]

# TRANSACTIONS RELATED TO THE PROPOSED PUBLIC OFFERING ***(for public offerings only)***

**IF SECTION IS NOT APPLICABLE, CHECK HERE**: [ ]

## Marketing Arrangements and Reports on Company.

### You do not know of (i) any engineering, management or similar report or memorandum relating to broad aspects of the business, operation or products of the Company which has been prepared within the past 12 months for or by the Company, any holder of more than 5% of the Company’s Common Stock, or any underwriter, or (ii) any report or memorandum other than the Registration Statement which has been prepared for external use by the Company in connection with the proposed offering:

Confirm **[ ]**  Modify \_\_\_\_\_\_\_\_\_\_\_\_\_

## You do not know of any **arrangement** made or to be made by any person, or any transaction already effected:

### to limit or restrict the sale of the Company’s common stock after the proposed initial public offering;

Confirm **[ ]**  Modify \_\_\_\_\_\_\_\_\_\_\_\_\_

### to stabilize the market for the Company’s common stock after the proposed initial public offering;

Confirm **[ ]**  Modify \_\_\_\_\_\_\_\_\_\_\_\_\_

### to withhold commissions or otherwise to hold each underwriter or dealer responsible for the distribution of its participation in the offering;

Confirm **[ ]**  Modify \_\_\_\_\_\_\_\_\_\_\_\_\_

### to grant any discounts or the payment of any commission to any underwriter or the payment of any finders’ fee or similar payment; or

Confirm **[ ]**  Modify \_\_\_\_\_\_\_\_\_\_\_\_\_

### to allocate any of the common stock which is to be registered to me or any of my **associates** or to any officer or director of the Company.

Confirm **[ ]**  Modify \_\_\_\_\_\_\_\_\_\_\_\_\_

# Promoters and control persons

## Are you currently, or have you been at any time during the past five years, a **promoter** of the Company?

Yes [ ]  No [ ]

If “Yes,” please state the nature and amount of (i) anything of value (including money, property, contracts, options or rights of any kind) received or to be received by you, directly or indirectly from the Company and (ii) any assets, services or other consideration therefor received or to be received by the Company. As to any assets acquired or to be acquired by the Company from you, the disclosure should state the amount at which the assets were acquired or are to be acquired and the principles followed or to be followed in determining such amount and identify the persons making the determination and their relationship, if any, with you or the Company. If the assets were acquired by you within two years prior to their transfer to the Company, the disclosure should state the cost thereof to you.

## If you are a **control** person or a **promoter** of the Company, or if you have within the past five years been a **promoter** of the Company, please state whether any of the following events occurred within the past 5 years. **If not applicable, check here**: [ ]

### A petition under any federal or state bankruptcy or insolvency law was filed by or against, or a receiver, fiscal agent or similar officer was appointed by a court with respect to any business or property of, (i) you, (ii) any partnership in which you were a general partner at or within two years before the time of such filing or appointment, or (iii) any corporation or business association of which you were an **executive officer** at or within two years before the time of such filing or appointment;

Yes [ ]  No [ ]

### You were convicted in a criminal proceeding or are the subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);

Yes [ ]  No [ ]

### You were the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, permanently or temporarily barring, suspending or otherwise limiting me from:

#### acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or an associated person of any of the foregoing, or as an investment advisor, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity;

#### engaging in any type of business practice; or

#### engaging in in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of federal or state securities laws or federal commodities laws;

Yes [ ]  No [ ]

### You were the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any federal or state authority barring, suspending or otherwise limiting (for more than 60 days) your right to engage in any activity described in question M.2.c(i) above, or to be associated with persons engaged in any such activity;

Yes [ ]  No [ ]

### You were found by a court in a civil action or by the SEC to have violated any federal or state securities law, and such judgment or finding has not been subsequently reversed, suspended or vacated, or you are presently the subject of an investigation which could result in the finding of such a violation; and

Yes [ ]  No [ ]

### You were found by a court in a civil action or by the Commodities Futures Trading Commission to have violated any federal commodities law, and such judgment or finding has not been subsequently reversed, suspended or vacated, or you are presently the subject of an investigation which could result in the finding of such a violation;

Yes [ ]  No [ ]

If you answered yes to any of the items M.2.a-f above, please describe such events in detail. Include in your explanation any mitigating circumstances the Company might explain in its filings. Please use additional sheets to answer if necessary.

# SEC REPORTING.

## Do you have a CIK number for electronic filings through the SEC’s EDGAR system?

Yes [ ]  No [ ]

If yes, please provide your CIK number and CCC code for the Company to complete Section 16 filings on your behalf:

# MISCELLANEOUS.

## Neither you nor any **associate** of yours has had a **material relationship** with the investment firm or underwriting organization which might participate in the underwriting of the securities being registered.

Confirm **[ ]**  Modify \_\_\_\_\_\_\_\_\_\_\_\_\_

## You are not now nor have you ever been interested in or affiliated or connected with the Company’s independent public accounting firm or [***insert external law firm name***].

Confirm **[ ]** Modify \_\_\_\_\_\_\_\_\_\_\_\_\_

# FINRA: STATEMENT OF SECURITY HOLDER. ***(FOR UNDERWRITTEN PUBLIC OFFERINGS ONLY***)

For purposes of the questions in this Section P, please refer to the definitions set forth in Appendix II*.* Defined terms are identified in this Section P in **bold**type. Note that FINRA often defines terms to have a broader meaning than in ordinary usage.

Unless stated otherwise, answers should be given as of the date you complete this questionnaire. If there is any response or underlying factual matter about which you are uncertain, please state the matter fully and include any additional explanation so that the reviewer will have maximum access to and understanding of all required information.

The applicable **Review Period** for this **Public Offering** begins on approximately [*insert date 180 days prior to earliest expected date of submission of Registration Statement*] and runs through and includes the 60th day following thefinal closing of the **Public Offering**.

To date, the **Participating Members** for this **Public Offering** are [*insert bank*], [*insert bank*] and [*insert bank*].

Please provide your full name and, if applicable, the name of the entity on whose behalf you are completing this questionnaire and in whose name the securities of the **Issuer** are registered:

**Status**

## Indicate your status below as one or more of the following (check all that apply):

Yes No

**[ ]**  **[ ]**  (a) an officer or member of the board of directors of the **Issuer**

**[ ]**  **[ ]**  (b) a **Beneficial Owner** of ten percent (10%) or more of any class of the **Issuer**’s securities

**[ ]**  **[ ]**  (c) a **Beneficial Owner** of the **Issuer**’s common or preferred stock, options, warrants and other equity securities, including debt securities convertible to or exchangeable for equity securities that were acquired during the **Review Period** for the **Public Offering** (except for securities acquired through a stock bonus, pension or profit-sharing plan that qualifies under Section 401 of the U.S. Internal Revenue Code or a similar plan)

**[ ]**  **[ ]**  (d) an existing securityholder selling the **Issuer**’s securities in the **Public** **Offering**

**Affiliation or Association with Participating Members**

## Neither I nor anyone in my **Immediate Family** is (i) a **Participating Member**, (ii) a **Beneficial Owner** of more than 10% of the outstanding equity securities of a **Participating Member**, (iii) an **Affiliate** of a **Participating Member**, or (iv) an **Associated Person** of a **Participating Member** with respect to the proposed **Public Offering**.

[ ]  Confirm **[ ]**  Exception (Please provide explanation below)

(Please provide description of any such affiliation or association and name of the **Participating Member**)

|  |  |
| --- | --- |
| **Name of Participating Member** | **Details of Participation in potential Public Offering, if any** |
|  |  |
|  |  |
|  |  |
|  |  |

Are you an entity organized as a hedge fund, investment partnership or other collective business or investment vehicle?

Yes [ ]  No [ ]

Note: A private entity stockholder such as a hedge fund, investment partnership, or other collective investment vehicle must answer this question 2 on behalf of itself as well as each of its investors (including any partner of a limited partnership, member of a limited liability company or shareholder of a corporation, as applicable). Please advise in the space above if the entity itself or any of its investors is a **Participating Member**, an owner of securities of a **Participating Member**, an **Affiliate** of a **Participating Member**, or an **Associated Person** of a **Participating Member** and provide the name(s) of such investor(s).

If your answer to question 2 above was “Exception,” to the extent applicable, please provide the following:

### Number of equity securities of the **Participating Member** that you currently hold, the date such securities were acquired and the price paid for such securities.

N/A [ ]

### All purchases and other acquisitions (including any contracts or arrangements for the future purchase or acquisition, but excluding issuances or transfers of such securities pursuant to a stock bonus, pension or profit sharing plan) of any securities of the **Issuer** by you during the **Review Period** for the **Public Offering**. Please include the following details: (a) class of securities, (b) number of securities acquired or to be acquired, (c) price or other consideration paid or to be paid for the securities, (d) date of acquisition and (e) name of source.

N/A [ ]

### All sales and dispositions (including any contracts or arrangements for the future sale or disposition) of any securities of the **Issuer** by you during the **Review Period** for the **Public Offering**. Please include the following details: (a) class of securities, (b) number of securities sold or to be sold/disposed of, (c) price or other consideration paid or to be paid for the securities, (d) date of sale/disposition and (e) name of acquirer.

N/A [ ]

**Underwriting Compensation Arrangements**

## Do you know of any arrangement entered into during the **Review Period** for the **Public Offering** that provides for the receipt of any **Underwriting Compensation** (including but not limited to cash payments and expense reimbursements) by any **Participating Member**, and/or the transfer of any warrants, options, or other securities (including debt securities and **Derivative Instruments**) from the **Issuer** to, any **Participating Member**? If yes, please set forth below any information known to you about such arrangement.

Yes [ ]  No [ ]

Explanation:

For any debt securities or **Derivative Instruments**:

The debt securities or **Derivative Instruments** described above were acquired or entered into at a fair price in transactions conducted in good faith and on an arm’s length commercially reasonable basis.

[ ]  Confirm **[ ]**  Exception (Please provide explanation below)

Explanation:

The debt securities or **Derivative Instruments** described above were not acquired or entered into in transactions related to the **Public Offering** (for example, proposed by the **Participating Members** as part of the **Public Offering** or as part of a hedging transaction entered into in connection the **Public Offering** orotherwise tied to the consummation of the **Public Offering**).

[ ]  Confirm [ ]  Exception (Please provide explanation below)

Explanation:

## Other than information already disclosed elsewhere in this Questionnaire, you have no additional information relating to any **Underwriting Compensation** and arrangements or any other dealings between (i) any **Participating Member** with respect to the **Public Offering** or any of their **Affiliates** or **Associated Persons**, on the one hand, and (ii) the **Issuer**, on the other hand.

[ ]  Confirm [ ]  Exception (Please provide explanation below)

Explanation:

**Use of Proceeds**

## You have no knowledge as to whether any **Participating Member**, any **Affiliate** of a **Participating Member**, or any **Associated Person** of a **Participating Member** may receive any portion of the net proceeds from the **Public Offering**.

[ ]  Confirm [ ]  Exception (Please provide information below)

|  |  |
| --- | --- |
| **Name of Participating Member(or other Entity listed above)** | **Amount of Proceeds to be Received** |
|  |  |
|  |  |
|  |  |

N/A [ ]

**Certain Relationships and Related Party Transactions**

## You have never had a material relationship, other than a brokerage account, with any **Participating Member** or investment firm or underwriting organization which might participate in the underwriting of the **Public Offering**.

[ ]  Confirm [ ]  Exception (Please provide explanation below)

Explanation:

## You have never been an employee or member of the **Immediate Family** of an employee of any investment banking or brokerage firm which will be or has been an underwriter for securities of the **Issuer** (including, but not limited to, the securities being issued in the **Public Offering**) or, if the respondent to this Questionnaire is an entity, no **Participating Member** (including any of its **Affiliates** or **Associated Persons**) owns any of the entity’s outstanding common equity, preferred equity, debt securities or general, limited or special partnership interests.

[ ]  Confirm [ ]  Exception (Please provide explanation below)

Explanation:

I have attached \_\_\_\_\_\_\_\_\_ additional pages to this questionnaire.

I certify that the information herein (including in the exhibits and any additional information attached hereto) is true and correct to the best of my knowledge. I agree to notify the Company immediately of any changes in the foregoing answers resulting from any developments, including the passage of time, occurring prior to the effectiveness of the Registration Statement [*(for underwritten public offerings)* and through the 60th day following the closing of the offering]. I understand and acknowledge that the Company and its counsel[, [*Insert Company Counsel, if known*],] will rely on the information herein for purposes of the preparation and filing of the Registration Statement [*(for underwritten public offerings)* and that the Company’s underwriters and their counsel[, [*Underwriters’ Counsel, if known*],] will rely on the information herein for purposes of obtaining clearance for the public offering from FINRA. In the absence of any such modification, the Company, the underwriters and their counsel are entitled to rely on the information provided in this questionnaire and to proceed on the basis that such information continues to be, to the best of the undersigned’s knowledge, information and belief, complete and correct].

|  |  |
| --- | --- |
| Dated:  |  Signature |
|  |  Name: Please print or type |

**APPENDIX I**

Definitions

**Affiliate**. The term “**affiliate**” means, with respect to a specified person, a person that directly, or indirectly through one or more intermediaries, **controls** or is **controlled** by, or is under common **control** with, the person specified.

Any majority-owned subsidiary, or less-than-majority owned business entity which is in fact **controlled** by a person, is an **affiliate** of the person owning the majority interest or **controlling** the business entity. Directors who are also employees, executive officers, general partners and managing members of an **affiliate** of another person will also be deemed to be **affiliates** of that other person.

**Associate**. The term “**associate**,” as used in this questionnaire, means:

1. any corporation or organization (other than the Company or a majority-owned subsidiary of the Company) of which you are an officer or partner or are, directly or indirectly, the beneficial owner of 10% or more of any class of equity securities;

2. any trust or other estate in which you have a substantial beneficial interest or as to which you serve as trustee or in a similar fiduciary capacity; and

3. your spouse, or any relative of you or your spouse, who lives with you, or who is a director or officer of the Company or any **parent** or **subsidiary**.

**Arrangement**. The term “**arrangement**” means any plan, contract, authorization or understanding, whether or not set forth in a formal document.

**Beneficial Ownership**. The Securities and Exchange Commission has adopted a definition of “**beneficial ownership**,” as used in this questionnaire, that is different from the one with which you may be familiar in the context of insider trading. Securities owned “**beneficially**” would include not only securities held by you for your own benefit, whether in bearer form or registered in your own name or otherwise, but also securities held by others for your benefit (regardless of whether or how they are registered) such as, for example, securities held for you by custodians, brokers, relatives, executors, administrators, or trustees, and securities held for your account by pledgees, securities owned by a partnership in which you are a member, and securities owned by any corporation which is or should be regarded as a personal holding corporation of yours.

The Securities and Exchange Commission’s definition of “**beneficial ownership**” provides generally that:

(a) A person “**beneficially owns**” a security if he or she, directly or indirectly, has or shares voting power (i.e., the power to vote, or to direct the voting of such security) and/or investment power (i.e., the power to dispose or to direct the disposition of such security) whether through any contract, arrangement, understanding, relationship or otherwise.

(b) A person is also deemed to be the beneficial owner of a security if he or she has the right to acquire such security within 60 days including any right to acquire such a security during that time period (a) through the exercise of any option, warrant or right; (b) through the conversion of a security; (c) pursuant to the power to revoke a trust, discretionary account or similar arrangement; or (d) pursuant to the automatic termination of a trust, discretionary account or similar arrangement.

In the view of the Securities and Exchange Commission, any person or entity that controls, or has the power to control, a beneficial owner is itself a beneficial owner with respect to the securities owned by the controlled person or entity. Thus, for example, a parent company would be the beneficial owner of securities owned by a subsidiary over which it has control. The term “control” means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of the Company, whether through the ownership of voting securities by contract or otherwise.

Please note that under the definitions set forth above, there may be more than one beneficial owner of the same security, such as when a person places securities in a revocable discretionary account with a trustee or investment adviser who can vote or dispose of the securities; in that case, the individual would have investment power since he could revoke the arrangement and the trustee or investment adviser would have voting power and investment power. Thus, both the individual and the investment adviser would have beneficial ownership of the same securities.

**Control**. The term “**control**” means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of the Company, whether through the ownership of voting securities, by contract, or otherwise.

**Equity incentive plan**. The term “**equity incentive plan**” means an **incentive plan** (or portion of an incentive plan) under which awards are granted that full within the scope of FASB ASC Topic 718.

**Executive Officer**. The term “**executive officer**” means the chairman, president, treasurer, CEO, CFO, any vice president in charge of a principal business unit, division or function (e.g., sales, administration, or finance), and any other officer or person who performs a policy making function for the Company. Executive officers of any **parent** or **subsidiary** may be deemed executive officers of the Company if they perform such policy-making functions for the Company.

**Family Member**. The terms “**family member**” or “**member of your family**” include your spouse, parents, children and siblings, whether by blood, marriage or adoption (including mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, stepparents and stepchildren), and also include anyone residing in your home (other than a tenant or employee).

**Group**. A “**group**” may exist when two or more persons act as a general partnership, limited partnership, syndicate or other group for the purpose of acquiring, holding or disposing of securities of the Company.

**Immediate Family**. A person’s “**immediate family**” includes such person’s children, stepchildren, parents, stepparents, spouse, siblings, mother-in-law, father-in-law, sons-in-law, daughters-in-law, brothers-in law and sisters-in-law, as well as any other person (other than a tenant or employee) sharing such person’s household.

**Incentive Plan**. The term “**incentive plan**” means a **plan** that provides an incentive for performance to occur over a specified period, whether such performance is measured by reference to financial performance of the company, the company’s stock price or any other performance measure.

**Material**. The term “**material**”, when used in this questionnaire to describe a requirement for the furnishing of information as to any subject, refers to information relating to matters about which an average investor might reasonably wish or expect to be informed before determining whether to buy or sell securities of the Company.

**Material Relationship**. The term “**material relationship**” has not been defined by the Securities and Exchange Commission. However, the Commission likely will construe as a “**material relationship**” any relationship which tends to prevent arm’s-length bargaining in dealings with a company, whether arising from a close business connection or family relationship, a relationship of control or otherwise. You should conclude that you have such a relationship, for example, with any organization of which you own, directly or indirectly, 10% or more of the outstanding voting stock, or in which you have some other substantial interest, and with any person or organization with whom you have, or with whom any relative or spouse (or any other person or organization as to which you have any of the foregoing other relationships) has, a contractual relationship.

**Non-equity incentive plan**. The term “non-equity incentive plan” means an incentive plan (or portion of an incentive plan) that is not an equity incentive plan.

**Parent**. The term “**parent**” means any entity that **controls** the Company directly or indirectly through one or more intermediaries.

**Plan**. The term “**plan**” includes, but is not limited to the following: any plan, contract, authorization or arrangement, whether or not set forth in any formal documents, pursuant to which the following may be received: cash, stock, restricted stock or restricted stock units, phantom stock, stock options, stock appreciation rights, stock options in tandem with stock appreciation rights, warrants, convertible securities, performance units and performance shares. A plan may be applicable to one person.

**Perquisite**. Under SEC guidance, if an item is “integrally and directly related” to the performance of duties it is *not* a “**perquisite**” (also referred to as a “**perk**” herein) (e.g., cell phone or laptop use for contact outside the office or additional clerical services devoted to company matters). If the item is not “integrally and directly related” to the performance of duties it will be considered a “**perquisite**”if it confers a direct or indirect benefit that has a personal aspect without regard to whether it may be provided for some business reason or for the convenience of the Company, unless it is generally available on a non-discriminatory basis to all employees (e.g., personal financial advice regarding retirement made available to all employees).

**Promoter**. The term “**promoter**” means any person who, acting alone or in concert with one or more persons, directly or indirectly takes initiative in founding and organizing the business or enterprise of a company. The term includes any person who, in connection with the founding and organizing of the business or enterprise of a company, directly or indirectly receives in consideration of services or property (or both) 10% or more of any class of securities of the company or 10% or more of the proceeds from the sale of any class of securities. However, a person who receives such securities or proceeds either solely as underwriting commissions or solely in consideration of property shall not be deemed a “promoter” if such person does not otherwise take part in founding and organizing the enterprise.

**Right to acquire**. The term “**right to acquire**” as applied to **beneficial ownership** of securities means any right to acquire such **beneficial ownership**, including without limitation any right to acquire such **beneficial ownership** (a) through the exercise of any option, warrant or right, (b) through the conversion of a security, (c) pursuant to the power to revoke a trust, discretionary account or similar **arrangement**, or (d) pursuant to the automatic termination of a trust, discretionary account or similar **arrangement**.

**Subsidiary**. The term “**subsidiary**” means any entity **controlled** by the Company directly or indirectly through one or more subsidiaries.

**APPENDIX II**

FINRA Definitions

For purposes of the FINRA questions in Section P of this questionnaire, the following terms when highlighted in **bold** type, have the following meanings:

1. “**Affiliate**” means an **Entity** that **Controls**, is **Controlled By** or is under **Common Control** with a **FINRA Member**.

2. “**Associated Person**” means a (i) a natural person who is registered or who has applied for registration under FINRA’s rules or (ii) a sole proprietor, partner, officer, director or branch manager of a **FINRA Member**, or a natural person occupying a similar status or performing similar functions, or a natural person engaged in the investment banking or securities business who is directly or indirectly controlling or controlled by a **FINRA Member**, whether or not any such person is registered or exempt from registration with **FINRA**. [*Article I, section (rr) of the FINRA By-Laws*]

3. “**Beneficial Ownership**” of a security means the right to the economic benefits of the security.

For purposes of responding to this Questionnaire, you are deemed to be a “**Beneficial Owner**” of a security if you directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise, have or share a direct or indirect pecuniary interest in the security. You have a pecuniary interest in a security if you have the opportunity, directly or indirectly, to profit or share in any profit derived from a transaction in such security. You may have an indirect pecuniary interest in a security and should include such security in your ownership disclosure if (a) such security is held by a member of your **Immediate Family** or (b) you have an interest in a trust holding such security. If you are a general or limited partner of a partnership holding a security you should include your proportionate interest in such security in your ownership disclosure.

4. “**Common Equity**” means the total number of shares of common stock outstanding without regard to class, whether voting or non-voting, convertible or non-convertible, exchangeable or non-exchangeable, redeemable or non-redeemable, as reflected on the consolidated financial statements of the **Issuer**.

5. “**Company**” means a corporation, a partnership, an association, a joint stock company, a trust, a fund, or an organized group of persons whether incorporated or not; including any receiver, trustee in bankruptcy or similar official, or liquidating agent of any of the foregoing.

6. “**Compensation**” means cash compensation and non-cash compensation.

7. “**Control**” means (i) **Beneficial Ownership** of 10% or more of the outstanding **Common Equity** of an **Entity**, including any right to receive such securities within 60 days of the **FINRA Member’s** participation in the **Public Offering**; (ii) the right to 10% or more of the distributable profits or losses of an **Entity** that is a partnership, including any right to receive an interest in such distributable profits or losses within 60 days of the **FINRA Member’s** participation in the **Public Offering**; (iii) **Beneficial Ownership** of 10% or more of the outstanding **Preferred Equity** of an **Entity**, including any right to receive such **Preferred Equity** within 60 days of the **FINRA Member’s** participation in the **Public Offering**; or (iv) the power to direct or cause the direction of the management or policies of an **Entity**. FINRA defines “**Common Control**” as the same natural person or entity controlling two or more **Entities**.

8. “**Derivative Instrument**” means any “eligible OTC derivative instrument” as defined in SEA Rule 3b-13(a)(1), (2) and (3). The term “fair price” means the participating members have priced a derivative instrument or non-convertible or non‑exchangeable debt security in good faith; on an arm’s length, commercially reasonable basis, and in accordance with pricing methods and models and procedures used in the ordinary course of their business for pricing similar transactions. A **Derivative Instrument** or other security received as **Compensation** for providing services for the **Issuer**, for providing or arranging a loan, credit facility, merger, acquisition or any other service, including underwriting services will not be deemed to be entered into or acquired at a fair price.

9. “**Direct Participation Program**” means a program which provides for flow-through tax consequences regardless of the structure of the legal entity or vehicle for distribution including, but not limited to, oil and gas programs, real estate programs, agricultural programs, cattle programs, condominium securities, Subchapter S corporate offerings and all other programs of a similar nature, regardless of the industry represented by the program, or any combination thereof. A program may be composed of one or more legal entities or programs but when used herein and in any rules or regulations adopted pursuant hereto the term shall mean each of the separate entities or programs making up the overall program and/or the overall program itself. Excluded from this definition are real estate investment trusts, tax qualified pension and profit sharing plans pursuant to Sections 401 and 403(a) of the Internal Revenue Code and individual retirement plans under Section 408 of that Code, tax sheltered annuities pursuant to the provisions of Section 403(b) of the Internal Revenue Code, and any company including separate accounts, registered pursuant to the Investment Company Act.

10. “**Effective Date**” means the date on which an issue of securities becomes legally eligible for distribution to the public.

11. “**Entity**”, for purposes of the definitions of “**Control**” and “**Affiliate**” as used in this Questionnaire, includes a company, corporation, partnership, trust, sole proprietorship, association or organized group of persons; but excludes (i) an investment company registered under the U.S. Investment Company Act of 1940; (ii) a “separate account” as defined in Section 2(a)(37) of the U.S. Investment Company Act of 1940; (iii) a “real estate investment trust” as defined in Section 856 of the U.S. Internal Revenue Code; and (iv) a “direct participation program” as defined in FINRA Rule 2310.

12. “**FINRA Member**” means any broker or dealer admitted to membership in **FINRA**. [*Article I, sections (e), (k) and (ee) of the FINRA By-Laws.*]

13. “**Immediate Family**” means:

(a) the spouse or child of an **Associated Person** of a **FINRA Member**; and

(b) any relative who either lives in the same household as, has a business relationship with, provides material support to, or receives material support from, an **Associated Person** of a **FINRA Member**, including, but not limited to, a parent, sibling, mother-in-law, father-in-law, brother-in-law, sister-in-law, son-in-law, or daughter-in-law.

14. “**Institutional Investor**” means any person that has an aggregate of at least $50 million invested in securities in its portfolio or under management, including investments held by its wholly owned subsidiaries; provided that no participating members manage the institutional investor’s investments or have an equity interest in the institutional investor, either individually or in the aggregate, that exceeds 5% for a publicly owned entity or 1% for a nonpublic entity.

15. “**Issuer**” means the registrant or other person that is offering its securities to the public, any selling security holder offering securities to the public, any affiliate of the registrant or such other person or selling security holder, and the officers or general partners, and directors thereof, but does not include a **Participating Member** unless the **Participating Member** is itself the registrant or a selling security holder offering its own beneficially held securities to the public.

16. “**Offering Proceeds**” means the proceeds of all the securities offered in the **Public Offering** by **Participating Members**, not including securities subject to an **Overallotment Option**, securities to be received by the **Participating Members**, or underlying securities.

17. “**Overallotment Option**” means an option granted by the **Issuer** to the **Participating Members** for the purpose of offering additional shares to the public in connection with the distribution of the **Public Offering**.

18. “**Participating Member**” means any **FINRA Member** that is participating in a **Public Offering**, any **Affiliate or Associated Person** thereof, and any **Immediate Family** member, but does not include the **Issuer**.

19. “**Participate**, **Participation** or **Participating**” means involvement in the preparation of the offering document or other documents, involvement in the distribution of the **Public Offering**, furnishing of customer or broker lists for solicitation, or providing advisory or consulting services to the **Issuer** related to the **Public Offering**, but do not include:

(a) the preparation of an appraisal in a savings and loan conversion or a bank offering or the preparation of a fairness opinion pursuant to Rule 13e-3; and

(b) advisory or consulting services provided to the **Issuer** by an independent financial adviser. “Independent Financial Advisor,” for this purpose, means a **FINRA Member** or an **Affiliate** or **Associated Person** of a **FINRA Member** that provides advisory or consulting services to the **Issuer** and is neither engaged in, nor **Affiliated** or **Associated** with any **Participating Member**.

20. “**Person**” means any natural person, partnership, corporation, company, association, or other legal entity.

21. “**Preferred Equity**” means the aggregate capital invested by all persons in the preferred securities outstanding without regard to class, whether voting or non-voting, convertible or non-convertible, exchangeable or non-exchangeable, redeemable or non-redeemable, as reflected on the consolidated financial statements of the **Issuer**.

22. “**Public Offering**” means any primary or secondary offering of securities made in whole or in part in the United States pursuant to a registration statement, offering circular or similar offering document including exchange offers, rights offerings, and offerings of securities made pursuant to a merger or acquisition except for:

(a) securities exempt from registration with the **SEC** pursuant to the provisions of Sections 4(a)(1), 4(a)(2) or 4(a)(5) of the Securities Act;

(b) securities exempt from registration with the **SEC** pursuant to Rule 504 of SEC Regulation D if the securities are restricted securities under Securities Act Rule 144(a)(3) or Rule 506 of SEC Regulation D;

(c) securities exempt from registration with the **SEC** pursuant to Securities Act Rule 144A or SEC Regulation S; or

(d) securities which are defined as “exempted securities” in Section 3(a)(12) of the Exchange Act.

23. “**Review Period**” means

(a) for a firm commitment offering, the 180-day period preceding the required filing date through the 60-day period following the **Effective Date** of the **Public Offering**;

(b) for a best efforts offering, the 180-day period preceding the required filing date through the 60-day period following the final closing of the **Public Offering**; and

(c) for a firm commitment or best efforts takedown or any other continuous offering made pursuant to Securities Act Rule 415, the 180-day period preceding the required filing date of the takedown or continuous offering through the 60-day period following the final closing of the takedown or continuous offering.

24. “**Real Estate Investment Trust**” means a real estate investment trust as defined in Section 856 of the U.S. Internal Revenue Code.

25. “**Total Equity Securities**” For the purposes of paragraph (d), the term “total equity securities” means the aggregate of the total shares of:

(a) common stock outstanding of the **Issuer**; and

(b) common stock of the **Issuer** underlying all convertible securities outstanding that convert without the payment of any additional consideration.

26. “**Underwriting Compensation**” means any payment, right, interest, or benefit received or to be received by a **Participating Member** from any source for underwriting, allocation, distribution, advisory and other investment banking services in connection with a public offering. In addition, **Underwriting Compensation** shall include finder’s fees, underwriter’s counsel fees, and securities.

**Supplementary Material .01 Underwriting Compensation**

The following are examples of payments or benefits that are considered underwriting compensation:

(a) discounts or commissions;

(b) fees and expenses paid or reimbursed to, or paid on behalf of, the **Participating Members**, including but not limited to road show fees and expenses and due diligence expenses;

(c) fees and expenses of **Participating Members**’ counsel paid or reimbursed to, or paid on behalf of, the **Participating Members** (except for reimbursement of “blue sky” fees);

(d) finder’s fees paid or reimbursed to, or paid on behalf of, the **Participating Members**;

(e) wholesaling fees and expenses;

(f) financial consulting and advisory fees;

(g) common or preferred stock, options, warrants, and other equity securities, including debt securities convertible to or exchangeable for equity securities, **Beneficially Owned** by any **Participating Members**, and acquired during the **Review Period** except that any such securities acquired by a **Participating Member** in a **Public Offering** at the **Public Offering** price and on the same terms as all others purchasing in the **Public Offering** that are not **Participating Members** shall not be deemed underwriting compensation;

(h) sales incentive items;

(i) any right or rights of first refusal provided to any **Participating Member** to **Participate** in future **Public Offerings**, private placements or other financings, the value of which will be 1% of the **Offering Proceeds** or a dollar amount contractually agreed to by the **Issuer** and the **Participating Member** to waive such right of first refusal;

(j) any **Compensation** to be received by a **Participating Member** or by any person nominated by the **Participating Member** as an advisor to the **Issuer’s** board of directors in excess of that received by other members of the board of directors;

(k) any **Compensation** to be received by the **Participating Members** as a result of the exercise or conversion of warrants, options, convertible securities, or similar securities distributed as part of the **Public Offering** within 12 months following the commencement of sales in the **Public Offering**;

(l) fees of a qualified independent underwriter required by Rule 5121;

(m) any **Compensation** paid to any **Participating Member** in connection with a prior proposed **Public Offering** that was not completed, if the **Participating Member** **Participates** in the revised **Public Offering**, except that accountable expenses shall not be deemed underwriting compensation; and

(n) non-cash compensation, such as gifts, training and education expenses, sales incentives, and business entertainment expenses.

**Exhibit A**

**NASDAQ Questions – For Non-Employee Directors ONLY**

**As used in this Exhibit A, any reference to the “Company” includes [NAME OF COMPANY] or any parent or subsidiary thereof, unless otherwise stated**.

**Section 1: NASDAQ Independence Standards for Non-Employee Directors**

Questions 1-6 are required by NASDAQ rules and relate to circumstances that would prevent the Board of Directors from determining that a director is “independent” under NASDAQ listing standards. If you answer “no” to each of these questions, the Board of Directors must still consider any information provided in response to question 7 in making a determination that you are independent.

**1.** Are you now, or have you been at any time during the past three years, employed **in any capacity** by the Company, other than prior employment as an executive officer on an interim basis, provided that such interim employment did not last longer than one year?

Yes **[ ]**  No **[ ]**

**2.** Have you, or any **member of your family**, received during the past three years any compensation from the Company other than:

* compensation for service on the Board of Directors or any of its committees;
* compensation paid to a **member of your family** who is an employee (other than an executive officer) of the Company;
* compensation received for former service as an interim executive officer, provided that such interim employment did not last longer than one year; or
* benefits under a tax-qualified retirement plan, or non-discretionary compensation?

Yes **[ ]**  No **[ ]**

If you answered “yes” above, please describe the compensation received, including who received the compensation, what it was received for, the amount of any such compensation and when it was paid:

*Please note that the receipt by you or a member of your* ***immediate family*** *of more than $120,000 in direct compensation (not including any amounts in the four categories of exempt compensation above) during any 12-month period within the last three years will automatically disqualify you from being considered independent.*

Please note that under NASDAQ rules political contributions to you or a **family member** would be considered indirect compensation. In addition, non-preferential payments made in the ordinary course of providing business services (such as payments of interest or proceeds related to banking services or loans by a company that is a financial institution or payment of claims on a policy by a company that is an insurance company), payments arising solely from investments in the Company’s securities and loans permitted under Section 13(k) of the Securities Exchange Act of 1934 will not preclude a finding of director independence as long as the payments are non-compensatory in nature. Depending on the circumstances, a loan or payment could be compensatory if, for example, it is not on terms generally available to the public. Accordingly, please list any payments or loans from the Company to you or any **family member** that were received at any time during the preceding three years below or, if none, check “None”:

[ ]  None

[ ]  I am disclosing the following payments and loans:

3. Is any **member of your family** now, or has any **member of your family** been at any time during the past three years, an executive officer of the Company?

Yes **[ ]**  No **[ ]**

4. Are you, or is any **member of your family**, now employed as an executive officer of another company for which any of the Company’s executive officers serve or served, at any time during the past three years, on the other company’s compensation committee?

Yes **[ ]**  No **[ ]**

5. Please list all companies of which you are, or any **member** **of** **your** **family** is, a **controlling** stockholder or executive officer, or in which you are, or any **member** **of** **your** **family** is, a partner:

To your knowledge, has the Company made any payments to, or received any payments from, any of the companies listed above for property or services in any of the last three fiscal years or the current fiscal year (or are payments proposed to be made to or received from any such company in the future)?

Yes **[ ]**  No **[ ]**

If you answered “yes” above, please list the dates and amounts of such payments for each fiscal year (separately listing payments made to or received from each company), the other company receiving or making the payment and the amount of the other company’s consolidated gross revenues for each fiscal year in which payments were made or are proposed to be made:

*Please note that you will be automatically disqualified from being considered independent if the Company has made payments to, or received payments from, any of the companies listed above for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of $200,000 or 5% of the other company’s consolidated gross revenues for the relevant year*.

*Please note that under NASDAQ rules the following need not be included in the amounts referred to in question 5: (1) payments arising solely from investments in the Company’s securities and (2) payments under non-discretionary charitable contribution matching programs*.

6. Are you, or is any **member of your family**, now a current partner of the Company’s outside auditors, or did you or any **member of your family** at any time during the past three years work on the Company’s audit as a partner or employee of the Company’s outside auditors?

Yes **[ ]**  No **[ ]**

7. Under NASDAQ rules, in order for a director to be classified as independent, the Board of Directors must make an affirmative determination that the director has no relationships that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Accordingly, the Board of Directors must evaluate – in addition to the answers to questions 1-6 above – the materiality of **all existing and proposed relationships and all prior relationships** involving any director who is to be determined independent under NASDAQ rules (other than service on the Board of Directors or its committees).

Please list below **all direct and indirect relationships** (including, for example, relationships involving any business, nonprofit or other entity in which you serve as a partner, manager, director, trustee, officer, or significant stockholder or investor, or in which you have any significant financial interest) which the Board of Directors should consider in evaluating your independence.

* Please consider current and past relationships as well as any that are proposed.
* Please consider for this purpose any kind of relationship, such as commercial, industrial, banking, investment, consulting, legal, accounting and charitable relationships.
* Please consider any current, past or proposed relationships that may be attributable to you indirectly as a result of a relationship or transaction that involves any **member** **of** **your** **family**.
* Please consider for this purpose any passive investments in any privately held or publicly traded companies.

Please list any such relationships below or, if none, check “none.”

[ ]  None

[ ]  I am disclosing the following relationships:

**Section 2: Additional NASDAQ Qualifications for Audit Committee Members and Compensation Committee Members**

Audit committee members must meet the independence definitions set forth above and the additional independence tests set forth below. If you answer “yes” to any of questions 8, 9 or 10 or “no” to question 11, it is unlikely that you will be able to serve on the Audit Committee. Under NASDAQ rules, at least one member of the Audit Committee must be able to answer “yes” to question 12. *For the Compensation Committee*: if you answer “yes” to any of questions 8, 9 or 10, or “yes” to any of questions 15 or 16 in Section 5 below, it is unlikely that you will be able to serve on the Compensation Committee.

For purposes of questions 8, 9 and 10, please note that references to the “Company” include any parent or subsidiary of the Company.

8. Do you directly or indirectly **beneficially own** more than 10% of any class of the Company’s voting equity securities?

Yes **[ ]**  No **[ ]**

Please note that under SEC rules, **beneficial ownership** of 10% or less of any class of the Company’s voting equity securities is deemed not to result in **affiliate** status. If your **beneficial ownership** exceeds 10%, your status as an **affiliate** of the Company will depend on facts and circumstances to be evaluated by the Board of Directors.

9. Are you an “**affiliate**” of the Company or any subsidiary of the Company, other than because of your service as a member of the Board of Directors or any of its committees? Please review the definition of “**affiliate**” when answering this question.

Yes **[ ]**  No **[ ]**

If yes, please describe the affiliation:

10. Have you accepted payments, or are you a party to any existing or proposed contract or other written or oral arrangement which provides for payments, directly or indirectly, to you from the Company of any accounting, consulting, legal, investment banking or financial advisory or other compensatory fee (excluding fixed payments under retirement plans and deferred compensation for prior service to the Company), other than compensation for service as a member of the Board of Directors or any of its committees?

Yes **[ ]**  No **[ ]**

Has your spouse, any minor child or stepchild of yours, or any child or stepchild of yours who shares your home, accepted payments, or is any such person a party to any existing or proposed contract or any other written or oral arrangement that provides for payments, directly or indirectly, of any accounting, consulting, legal, investment banking or financial advisory or other compensatory fee from the Company to that individual? Please note that the **family members** included in this question differ from those defined as your “**family member**” for purposes of answering questions 1-7 above.

Yes **[ ]**  No **[ ]**

Has any entity (1) in which you are a partner, member, managing director or executive officer, or in which you occupy a similar position, and (2) which provides accounting, consulting, legal, investment banking, financial advisory or any similar services, accepted payments, or is such entity a party to any existing or proposed contract or any other written or oral arrangement which provides for payments, directly or indirectly, to that entity of any consulting, advisory or other compensatory fee from the Company?

Yes **[ ]**  No **[ ]**

If you answered “yes” to any of the questions above, please provide details of such payments or arrangements in the space below.

11. Have you participated in the preparation of the financial statements of the Company at any time during the past three years?

Yes **[ ]**  No **[ ]**

Do you believe that you are able to read and understand fundamental financial statements, including a company’s balance sheet, income statement and cash flow statement?

Yes **[ ]**  No **[ ]**

If you answered “yes” to this part of question 11, please provide a brief description of your background and/or the circumstances that support your answer:

12. NASDAQ rules require that at least one member of the Audit Committee must have employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background which results in the individual’s financial sophistication. This may include being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. This requirement is separate from status as an “audit committee financial expert,” which is the subject of Section 3 of this Exhibit A. Do you believe that you have employment experience, professional certification or comparable experience or background required by this NASDAQ rule?

Yes **[ ]**  No **[ ]**

If you answered “yes” to question 12, please provide a brief description of your education, experience and/or any other factors that support your answer:

**Section 3: NASDAQ “Audit Committee Financial Expert” Status**

**Please answer questions 13-14 only if you have been asked to do so in connection with possible designation as an “audit committee financial expert” as defined in the SEC rules summarized below.**

**13. Audit Committee Financial Expert Status**

(a) *Expertise Criteria.* Do you have each of the following measures of financial expertise (to qualify, each item in (a) must be “yes”):

* an understanding of U.S. generally accepted accounting principles and financial statements;

Yes **[ ]**  No **[ ]**

* the ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves;

Yes **[ ]**  No **[ ]**

* experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company’s financial statements, or experience actively supervising one or more persons engaged in such activities;

Yes **[ ]**  No **[ ]**

* an understanding of internal control over financial reporting; and

Yes **[ ]**  No **[ ]**

* an understanding of audit committee functions?

Yes **[ ]**  No **[ ]**

(b) *Experience Criteria.* Have you acquired the above financial expertise through one or more of the following outside of and/or prior to serving on the Audit Committee (please note that an audit committee financial expert must meet at least one of the following criteria):

* Do you have education and experience as a principal financial officer, principal accounting officer, controller, public accountant or auditor or experience in one or more positions that involve the performance of similar functions?

Yes **[ ]**  No **[ ]**

If you answered “yes” to the preceding question, please list applicable education and experience:

Do you have experience actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions?

Yes **[ ]**  No **[ ]**

If you answered “yes” to the preceding question, please list applicable supervisory positions:

Do you have experience overseeing or assessing the performance of companies or public accountants with respect to the preparation, auditing or evaluation of financial statements?

Yes **[ ]**  No **[ ]**

If you answered “yes” to the preceding question, please list applicable oversight or assessment positions:

Do you have other relevant experience that you believe is equivalent to the experience listed in any of the three bullet points above?

Yes **[ ]**  No **[ ]**

If you answered “yes” to the preceding question, please describe the relevant experience:

Please note that if the Board of Directors determines that you qualify as an audit committee financial expert under the factors listed in the last question above, the Company is required to disclose the relevant experience that is the basis for its determination in the Company’s proxy statement.

**14**. **Board Review of Financial Expert Status:**

If you answered “yes” to all items in question 13(a) and at least one item in question 13(b), SEC guidelines provide that the Board of Directors will consider all available facts and circumstances in making its determination whether you qualify as an “audit committee financial expert,” including your answers to the following questions:

* Please describe the level of your accounting or financial education, including whether you earned an advanced degree in finance or accounting:
* Are you a certified public accountant, or the equivalent, in good standing?

Yes **[ ]**  No **[ ]**

If “Yes,” please state the length of time that you actively have practiced as a certified public accountant, or the equivalent:

* Are you certified or otherwise identified as having accounting or financial experience by a recognized private body that establishes and administers standards with respect to such expertise, and are you in good standing with the recognized private body?

Yes **[ ]**  No **[ ]**

If you answered “yes” to the preceding question, please state the length of time that you have been actively certified or identified as having this expertise:

* Have you served as a principal financial officer, controller or principal accounting officer of a company that, at the time you held such position, was required by law to file periodic reports with the SEC?

Yes **[ ]**  No **[ ]**

If you answered “yes” to the preceding question, please state for how long:

* Describe your specific duties while serving as a public accountant, auditor, principal financial officer, controller, principal accounting officer or position involving the performance of similar functions:
* Describe your level of familiarity and experience with all applicable laws and regulations regarding the preparation of financial statements that must be included in reports filed under section 13(a) or 15(d) of the Securities Exchange Act of 1934:
* Describe the level and amount of your direct experience reviewing, preparing, auditing or analyzing financial statements that must be included in reports filed under section 13(a) or 15(d) of the Securities Exchange Act of 1934:
* Describe your past or current membership on one or more audit committees of companies that, at the time you held such membership, were required to file reports pursuant to section 13(a) or 15(d) of the Securities Exchange Act of 1934:
* Describe your level of familiarity and experience with the use and analysis of financial statements of public companies:
* Describe any other relevant qualifications or experience you have that would assist you in understanding and evaluating the Company’s financial statements and other financial information and to make knowledgeable and thorough inquiries whether:
* the financial statements fairly present the financial condition, results of operations and cash flows of the Company in accordance with generally accepted accounting principles; and
* the financial statements and other financial information, taken together, fairly present the financial condition, results of operations and cash flows of the Company (*i.e.*, whether or not technically compliant with GAAP).

**Section 4: Additional NASDAQ Qualifications for Compensation Committee Members**

Compensation Committee members must meet the independence definitions set forth above and should satisfy the additional qualifications set forth below. If you answer “yes” to any of questions 15-16, it is unlikely that you will be able to serve on the Compensation Committee.

**15. Non-Employee Director Status under SEC Rule 16b-3**

This rule provides an exemption from short swing profit recovery under Section 16(b) of the Securities Exchange Act of 1934 for certain transactions under the Company’s equity incentive plans if approved in advance by the Company’s Board of Directors or by a committee composed solely of two or more “non-employee directors.”

(a) Since the beginning of the Company’s last fiscal year, have you or any **member** **of** **your** **family** received payments of more than $120,000 from the Company, directly or indirectly, other than for service as a director of the Company?

Yes **[ ]**  No **[ ]**

(b) Is there any currently proposed transaction or relationship involving you or any **member** **of** **your** **family** that would potentially result in you or a **family member** receiving payments of more than $120,000 from the Company, directly or indirectly, other than for service as a director of the Company?

Yes **[ ]**  No **[ ]**

*Please note that although a “yes” answer to any of part of this question 15 will not necessarily disqualify you from serving as a “non-employee director,” additional review will be required to determine whether you satisfy the SEC requirements for service in that capacity*.

**16. Section 162(m) Outside Director Status**

The Internal Revenue Code limits the Company’s ability to deduct certain performance-based compensation paid to certain officers if, among many other conditions, a committee of “outside directors” (as defined in the tax regulations) has not approved the compensatory arrangement.

(a) Are you a former employee of the Company receiving, or who has received in the previous taxable year, compensation from the Company for past services (other than tax-qualified retirement plan benefits)?

Yes **[ ]**  No **[ ]**

(b) Have you ever been an officer of the Company?

Yes **[ ]**  No **[ ]**

(c) Either:

* Do you receive or have you received from the Company, in the Company’s current or previous taxable year, any direct or indirect payments, or is the Company now contractually obligated to pay you directly or indirectly, for goods or services in any capacity other than as a director?

or

* Does the Company make or has the Company made in the Company’s current or previous taxable year, or is the Company now contractually obligated to make, any payments for goods or services to any business, professional or other entity (1) that employs you, (2) to which you render any substantial services, or (3) in which you have at least a 5% ownership interest?

Yes **[ ]**  No **[ ]**

*Note: This section (c) does not set forth the full, complex remuneration test of the income tax regulations under Section 162(m). If you answer “yes,” further review will be required in order to determine whether you qualify as an “outside director” under Treas. Reg. Section 1.162-27(e)(3). There are “de minimis” and timing exceptions that may or may not permit service on the committee depending on an analysis of the applicable facts (including your percentage ownership of an entity, amount of payments, amount of gross revenues of the entity, timing and other factors)*.

**Exhibit [B]**

**NYSE Questions**

**For Non-Employee Directors ONLY**

**As used in this Exhibit [B], any reference to the “Company” includes [NAME OF COMPANY] or any parent, subsidiary or predecessor of the Company, unless otherwise stated.**

**Section 1: NYSE Independence Standards for Non-Employee Directors**

Questions 1-5 are required by NYSE rules and relate to circumstances that would prevent the Board of Directors from determining that each director is “independent” under NYSE listing standards. If you answer “no” to each of these questions, the Board of Directors must still consider any information provided in response to question 6 in making a determination that you are independent.

**1**. Are you now, or have you been within the last three years, employed **in any capacity** by the Company, or is there any member of your **immediate family** who is now, or has been within the last three years, an executive officer of the Company, other than prior employment as Chairman, CEO or other executive officer on an interim basis?

Yes **[ ]**  No **[ ]**

**2**. Have you, or has any member of your **immediate family**, received during the last three years any direct compensation from the Company other than:

* compensation for service on the Board of Directors or any of its committees;
* pension or other forms of deferred compensation for prior service (provided that any such compensation is not contingent in any way on continued service);
* compensation for former service as an interim Chairman, CEO or other executive officer; or
* compensation paid to a member of your **immediate family** for service as an employee (other than an executive officer) of the Company?

Yes **[ ]**  No **[ ]**

If you answered “yes” above, please describe the compensation received, including who received the compensation, what it was received for, the amount of any such compensation and when it was paid:

Please note that the receipt by you or a member of your **immediate family** of more than $120,000 in direct compensation (not including any amounts in the four categories of exempt compensation above) during any 12-month period within the last three years will automatically disqualify you from being considered independent.

**3**. Are you, or is any member of your **immediate family**, a current partner of a firm that is the Company’s internal or external auditor?

Yes **[ ]**  No **[ ]**

Are you a current employee of such a firm?

Yes **[ ]**  No **[ ]**

Does any member of your **immediate family** who is a current employee of such a firm personally work on the Company’s audit?

Yes **[ ]**  No **[ ]**

Were you, or was any member of your **immediate family**, at any time within the past three years, a partner or employee of such a firm who personally worked on the Company’s audit within that time period?

Yes **[ ]**  No **[ ]**

**4**. Are you, or is any member of your **immediate family**, now employed, or have you or any member of your **immediate family** been employed within the last three years, as an executive officer of another company for which any of the Company’s present executive officers serve or served at the same time on the other company’s compensation committee?

Yes **[ ]**  No **[ ]**

**5**. Please list all companies of which you are a current employee or any member of your **immediate family** is a current executive officer:

To your knowledge, has the Company made any payments to, or received any payments from, any of the companies listed above for property or services in any of the last three fiscal years or the current fiscal year (or are payments proposed to be made to or received from any such company in the future)?

Yes **[ ]**  No **[ ]**

If you answered “yes” above, please list the dates and amounts of such payments for each fiscal year (separately listing payments made to or received from each company), the other company receiving or making the payment and the amount of the other company’s consolidated gross revenues for each fiscal year in which payments were made or are proposed to be made:

*Please note that you will be automatically disqualified from being considered independent if the Company has made payments to, or received payments from, any of the companies listed above for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of $1 million or 2% of the other company’s consolidated gross revenues for the relevant year*.

Contributions to tax exempt organizations are not considered “payments” for purposes of the questions above. However, if you serve as an executive officer of any tax exempt organization to which the Company has, within the preceding three years, made any contributions in a single fiscal year exceeding the greater of $1 million or 2% of the tax exempt organization’s consolidated gross revenues, the Company must disclose such contributions either in its proxy statement or on its website. Please list all tax exempt organizations for which you currently serve as an executive officer:

**6**. Under NYSE rules, in order for a director to be classified as independent, the Board of Directors must make an affirmative determination that the director has no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). Accordingly, the Board of Directors must evaluate – in addition to the answers to questions 1-5 above – the materiality of **all existing and proposed relationships and all prior relationships** between any director who is to be determined independent under NYSE rules and the Company. In addition to the relationships with the Company referred to in this Exhibit B, the Board of Directors should consider all relevant facts, which may include information about relationships with the Company’s executive officers if appropriate under the circumstances. In this regard, NYSE rules state:

. . . it is best that boards making “independence” determinations broadly consider all relevant facts and circumstances. In particular, when assessing the materiality of a director’s relationship with the company, the board should consider the issue not merely from the standpoint of the director, but also from that of persons or organizations with which the director has an affiliation. Material relationships can include commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships, among others. However, as the concern is independence from management, the Exchange does not view ownership of even a significant amount of stock, by itself, as a bar to an independence finding.

Please list below **all direct and indirect relationships** (including, for example, relationships involving any business, nonprofit or other entity in which you serve as a partner, manager, director, trustee, officer, or significant stockholder or investor, or in which you have any significant financial interest) which the Board of Directors should consider in evaluating your independence.

* Please consider current and past relationships as well as any that are proposed.
* Please consider for this purpose any kind of relationship, such as commercial, industrial, banking, investment, consulting, legal, accounting, charitable, social or familial relationships.
* Please consider any current, past or proposed relationships that may be attributable to you indirectly as a result of a relationship or transaction that involves any member of your **immediate family**.
* Please consider for this purpose any passive investments in any privately held or publicly traded companies.

Please list any such relationships below or, if none, check “none.”

[ ]  None

[ ]  I am disclosing the following relationships:

**Section 2: Additional NYSE Independence Standards for Audit Committee and Compensation Committee Members**

Members of the Audit Committee and Compensation Committee must meet the independence standards set forth in Section 1 and the additional independence standards set forth below. For the Audit Committee: if you answer “yes” to any of questions 7, 8 or 9, or “yes” to question 10 or “no” to question 11 in Section 3 below, it is unlikely that you will be able to serve on the Audit Committee. Under NYSE rules, at least one member of the Audit Committee must be able to answer “yes” to question 12. *For the Compensation Committee*: if you answer “yes” to any of questions 7, 8 or 9, or “yes” to any of questions 15, 16 or 17 in Section 5 below, it is unlikely that you will be able to serve on the Compensation Committee.

**7**. Do you directly or indirectly **beneficially own** more than 10% of any class of the Company’s voting equity securities?

Yes **[ ]**  No **[ ]**

Please note that under SEC rules, **beneficial ownership** of 10% or less of any class of the Company’s voting equity securities is deemed not to result in **affiliate** status. If your **beneficial ownership** exceeds 10%, your status as an **affiliate** of the Company will depend on facts and circumstances to be evaluated by the Board of Directors.

**8**. Are you an “**affiliate**” of the Company, any subsidiary of the Company or any **affiliate** of any subsidiary of the Company, other than because of your service as a member of the Board of Directors or any of its committees? Please review the definition of “**affiliate**” when answering this question.

Yes **[ ]**  No **[ ]**

If yes, please describe the affiliation:

**9**. Have you accepted payments, or are you a party to any existing or proposed written or oral contract or other arrangement that provides for payments, directly or indirectly, to you from the Company or any of its subsidiaries of any accounting, consulting, advisory, legal, investment banking or financial advisory or any other compensatory fee (excluding fixed payments under retirement plans and deferred compensation for prior service to the Company, provided that such compensation is not contingent in any way on continued service), other than compensation for service as a member of the Board of Directors or any of its committees (or the board of directors or committees of a subsidiary of the Company)?[[17]](#footnote-17)

Yes **[ ]**  No **[ ]**

Has your spouse, any minor child or stepchild of yours, or any child or stepchild of yours who shares your home, accepted payments, or is any such person a party to any existing or proposed written or oral contract or any other arrangement that provides for payments, directly or indirectly, of any accounting, consulting, advisory, legal, investment banking or financial advisory or any other compensatory fee from the Company or any of its subsidiaries to that individual? Please note that the family members included in this question differ from those defined as your “**immediate family**” for purposes of answering questions 1-6 above.

Yes **[ ]**  No **[ ]**

Has any entity (1) in which you are a partner, member, managing director or executive officer, or in which you occupy a similar position, and (2) which provides accounting, consulting, advisory, legal, investment banking, financial advisory or any similar services, accepted payments, or is such entity a party to any existing or proposed written or oral contract or any other arrangement which provides for payments, directly or indirectly, to that entity of any accounting, consulting, advisory, legal, investment banking or financial advisory or any other compensatory fee from the Company or any of its subsidiaries?

Yes **[ ]**  No **[ ]**

If you answered “yes” to any of the questions above, please provide details of such payments or arrangements in the space below.

***Audit Committee members and nominees should also complete Section 3 (and Section 4 if they may be designated as an “audit committee financial expert”)***.

***Compensation Committee members and nominees should also complete Section 5***.

**Section 3: Additional Qualifications for Audit Committee Members**

**10**. Do you currently, or did you during the past year, serve on the audit committees of more than three public companies, including current or proposed service on the Company’s audit committee? Please note that service on more than three audit committees may require the Board of Directors to determine that such service will not impair your ability to serve effectively on the Company’s audit committee and may require the Company to include related disclosure either in its proxy statement or on its website.

Yes **[ ]**  No **[ ]**

If “yes,” please list those companies below:

**11**. *Financial Literacy*. Do you believe that you are able to read and understand fundamental financial statements, including a company’s balance sheet, income statement and cash flow statement?

Yes **[ ]**  No **[ ]**

If you answered “yes” to this question please provide a brief description of your background and/or the circumstances that support your answer unless you have previously provided this information and there has been no change in the relevant facts and circumstances:

**12**. *Accounting/Financial Expertise*. NYSE rules require that at least one member of the Audit Committee must have accounting or related financial management expertise, as determined by the Board of Directors in its business judgment. This requirement is separate from status as an “audit committee financial expert,” which is the subject of Section 3 of this Exhibit B. Do you believe that you have accounting or related financial management expertise?

Yes **[ ]**  No **[ ]**

If you answered “yes” to this question, please provide a brief description of your education, experience and/or any other factors that support your answer:

**Section 4: NYSE “Audit Committee Financial Expert” Status**

**Please answer questions 13-14 only if you have been asked to do so in connection with possible designation as an “audit committee financial expert” as defined in the SEC rules summarized below.**

**13. Audit Committee Financial Expert Status**

(a) *Expertise Criteria.* Do you have each of the following measures of financial expertise (to qualify, each item in (a) must be “yes”):

* an understanding of U.S. generally accepted accounting principles and financial statements;

Yes **[ ]**  No **[ ]**

* the ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves;

Yes **[ ]**  No **[ ]**

* experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company’s financial statements, or experience actively supervising one or more persons engaged in such activities;

Yes **[ ]**  No **[ ]**

* an understanding of internal control over financial reporting and procedures for financial reporting; and

Yes **[ ]**  No **[ ]**

* an understanding of audit committee functions?

Yes **[ ]**  No **[ ]**

(b) *Experience Criteria.* Have you acquired the above financial expertise through one or more of the following ways (please note that an audit committee financial expert must have acquired the above attributes through at least one of the following):

* Do you have education and experience as a principal financial officer, principal accounting officer, controller, public accountant or auditor or experience in one or more positions that involve the performance of similar functions?

Yes **[ ]**  No **[ ]**

If you answered “yes” to the preceding question, please list applicable education and experience:

* Do you have experience actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions? For purposes of this question, “actively supervising” means a person who participates in, and contributes to, the process of addressing, although at a supervisory level, the same general types of issues regarding preparation, auditing, analysis or evaluation of financial statements as those addressed by the person or persons being supervised, and the person with active supervisory experience should have experience that has contributed to the general expertise necessary to prepare, audit, analyze or evaluate financial statements that is at least comparable to the general expertise of those being supervised. Note that the SEC has stated that “[a] principle executive officer should not be presumed to qualify” as an active supervisor, and the SEC has further stated that “[a] principal executive officer with considerable operations involvement, but little financial or accounting involvement, likely would not be exercising the necessary active supervision.”

Yes **[ ]**  No **[ ]**

If you answered “yes” to the preceding question, please list applicable supervisory positions:

* Do you have experience overseeing or assessing the performance of companies or public accountants with respect to the preparation, auditing or evaluation of financial statements?

Yes **[ ]**  No **[ ]**

If you answered “yes” to the preceding question, please list applicable oversight or assessment positions:

* Do you have other relevant experience that you believe is equivalent to the experience listed in any of the three bullet points above?

Yes **[ ]**  No **[ ]**

If you answered “yes” to the preceding question, please describe the relevant experience:

Please note that if the Board of Directors determines that you qualify as an audit committee financial expert under the factors listed in the last question above, the Company is required to disclose the relevant experience that is the basis for its determination in the Company’s proxy statement.

**14. Board Review of Financial Expert Status**:

If you answered “yes” to all items in question 13(a) and at least one item in question 13(b), SEC guidelines provide that the Board of Directors will consider all available facts and circumstances in making its determination whether you qualify as an “audit committee financial expert,” including your answers to the following questions:

* Please describe the level of your accounting or financial education, including whether you earned an advanced degree in finance or accounting:
* Are you a certified public accountant, or the equivalent, in good standing?

Yes [ ]  No [ ]

If “Yes,” please state the length of time that you actively have practiced as a certified public accountant, or the equivalent:

* Are you certified or otherwise identified as having accounting or financial experience by a recognized private body that establishes and administers standards with respect to such expertise, and are you in good standing with the recognized private body?

Yes **[ ]**  No **[ ]**

If you answered “yes” to the preceding question, please state the length of time that you have been actively certified or identified as having this expertise:

Have you served as a principal financial officer, controller or principal accounting officer of a company that, at the time you held such position, was required by law to file periodic reports with the SEC?

Yes **[ ]**  No **[ ]**

If you answered “yes” to the preceding question, please state for how long:

* Describe your specific duties while serving as a public accountant, auditor, principal financial officer, controller, principal accounting officer or position involving the performance of similar functions:
* Describe your level of familiarity and experience with all applicable laws and regulations regarding the preparation of financial statements that must be included in reports filed under section 13(a) or 15(d) of the Securities Exchange Act of 1934:
* Describe the level and amount of your direct experience reviewing, preparing, auditing or analyzing financial statements that must be included in reports filed under section 13(a) or 15(d) of the Securities Exchange Act of 1934:
* Describe your past or current membership on audit committees of companies that, at the time you held such membership, were required to file reports pursuant to section 13(a) or 15(d) of the Securities Exchange Act of 1934:
* Describe your level of familiarity and experience with the use and analysis of financial statements of public companies:
* Describe any other relevant qualifications or experience you have that would assist you in understanding and evaluating the Company’s financial statements and other financial information and to make knowledgeable and thorough inquiries whether:
* the financial statements fairly present the financial condition, results of operations and cash flows of the Company in accordance with generally accepted accounting principles; and
* the financial statements and other financial information, taken together, fairly present the financial condition, results of operations and cash flows of the Company (i.e., whether or not technically compliant with GAAP).

**Section 5: Additional NYSE Qualifications for Compensation Committee Members**

In addition to the questions in Sections 1 and 2 above, NYSE rules require that the Board of Directors must consider all factors specifically relevant to determining whether a director who will serve as a member of the Compensation Committee has a relationship to the Company that is material to that director’s ability to be independent from management in connection with the duties of a Compensation Committee member when the Board of Directors makes its affirmative determination regarding the independence of any director who will serve on the Compensation Committee of the Company, including, but not limited to:

* the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company or any other person or entity to the director, considering specifically whether the source of such compensation would impair the director’s ability to make independent judgments about the Company’s executive compensation; and
* whether the director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company, considering specifically whether the affiliate relationship places the director under the direct or indirect control of the Company or its senior management, or creates a direct relationship between the director and members of senior management, in each case of a nature that would impair the director’s ability to make independent judgments about the Company’s executive compensation.

**15**. Are you are aware of any additional factors (including any compensation you receive, directly or indirectly, from the Company or any other source) that could be material to your ability to be independent from the Company’s management in connection with the duties of a member of the Compensation Committee, including your ability to make independent judgments about the Company’s executive compensation?

Yes **[ ]**  No **[ ]**

If yes, please describe such additional factors:

**16**. *Non-Employee Director Status under SEC Rule 16b-3*. This rule provides an exemption from short swing profit recovery under Section 16(b) of the Securities Exchange Act of 1934 for certain transactions under the Company’s equity incentive plans if approved in advance by the Company’s Board of Directors or by a committee composed solely of two or more “non-employee directors.”

(a) Since the beginning of the Company’s last fiscal year, have you or any member of your **immediate** **family** received payments of more than $120,000 from the Company, directly or indirectly, other than for service as a director of the Company?

Yes **[ ]**  No **[ ]**

(b) Is there any currently proposed transaction or relationship involving you or any member of your **immediate family** that would potentially result in you or an **immediate family** member receiving payments of more than $120,000 from the Company, directly or indirectly, other than for service as a director of the Company?

Yes **[ ]**  No **[ ]**

*Please note that although a “yes” answer to any of part of this question 16 will not necessarily disqualify you from serving as a “non-employee director,” additional review will be required to determine whether you satisfy the SEC requirements for service in that capacity*.

a. *Section 162(m) Outside Director Status.* [Note: the Company should review with counsel whether it has any performance-based compensation to which Section 162(m) could still apply. If it does not, question 17(a)-(c) may be omitted.] The Internal Revenue Code limits the Company’s ability to deduct certain grandfathered performance-based compensation paid to certain officers if, among many other conditions, a committee of “outside directors” (as defined in the tax regulations) has not approved the compensatory arrangement and certified achievement of the relevant performance criteria.

(a) Are you a former employee of the Company receiving, or who has received in the previous taxable year, compensation from the Company for past services (other than tax-qualified retirement plan benefits)?

Yes **[ ]**  No **[ ]**

(b) Have you ever been an officer of the Company?

Yes **[ ]**  No **[ ]**

(c) Either:

* Do you receive or have you received from the Company, in the Company’s current or previous taxable year, any direct or indirect payments, or is the Company now contractually obligated to pay you directly or indirectly, for goods or services in any capacity other than as a director?

*or*

* Does the Company make or has the Company made in the Company’s current or previous taxable year, or is the Company now contractually obligated to make, any payments for goods or services to any business, professional or other entity (1) that employs you, (2) to which you render any substantial services, or (3) in which you have at least a 5% ownership interest?

Yes **[ ]**  No **[ ]**

*Note: This section (c) does not set forth the full, complex remuneration test of the income tax regulations under Section 162(m). If you answer “yes,” further review will be required in order to determine whether you qualify as an “outside director” under Treas. Reg. Section 1.162-27(e)(3). There are “de minimis” and timing exceptions that may or may not permit service on the committee depending on an analysis of the applicable facts (including your percentage ownership of an entity, amount of payments, amount of gross revenues of the entity, timing and other factors).*

**Exhibit [C]**

**Board Diversity Addendum**[[18]](#footnote-18)

*(For directors and director nominees only*) *Nasdaq Rules 5606(a) and 5605(f)[[19]](#footnote-19) and CA Corp. Code Sections 301.3 and 301.4*

**NOTE**: **Your response to this addendum is voluntary and will not affect the terms and conditions of your board or board committee membership.**

In response to certain legal requirements, and increasing interest from investors on ethnic, racial and gender diversity of our leadership, the Company is requesting information on the demographic composition of its board of directors. If applicable, the Company will use the responses to this section to determine, and report on, its compliance with certain state laws, and to prepare public disclosures required by certain stock exchange listing rules. [In addition, the Company may disclose this information voluntarily in its SEC filings, on its public website, in its corporate sustainability reports (if applicable), in communications with investors and investor associations, in response to governance surveys, or in communications with employers, proxy advisory firms, the media, or other market participants. All responses and disclosures will be based on each director’s voluntary self-identification.][[20]](#footnote-20)

*Note: Each publicly held corporation with principal executive offices in California is required to have a minimum number of female directors and a minimum number of directors from underrepresented communities, and to report compliance with such board diversity requirements to the California Secretary of State. The California Secretary of State is required to publish these reports on its website. Each company listed on Nasdaq, subject to certain limited exceptions, is required annually to disclose information on its directors’ voluntary self-identified characteristics in its proxy statement or information statement (or, if the company does not file a proxy statement, its Form 10-K or 20-F) or on its website.*

**If you choose to self-identify your gender, race/ethnicity, and/or other diversity characteristics, then you will be deemed to have consented to the Company’s disclosure of this information for purposes of compliance with California law (and any other applicable state law) and the Nasdaq listing rules, as applicable.**

(a) ***Gender***. What is your gender identity?
*(Please check one of the options below.)*

[ ]  Male

[ ]  Female

[ ]  Non-binary

[ ]  I do not wish to respond

(b) ***Race/Ethnicity***. With which race/ethnicity do you self-identify?
*(Please check one of the options below.)*

[*Note: The categories set forth below are the race/ethnicity categories that have been identified under California law and the Nasdaq listing rules. For more details on the categories, refer to the definitions below. The definitions are illustrative only and are used in the board diversity matrix published by Nasdaq*.]

[ ]  **African American or Black** (not of Hispanic or Latinx origin) – A person having origins in any of the Black racial groups of Africa.

[ ]  **Alaskan Native or** **Native American** – A person having origins in any of the original peoples of North and South America (including Central America), and who maintain cultural identification through tribal affiliation or community recognition.

[ ]  **Asian** – A person having origins in any of the original peoples of the Far East, Southeast Asia, or the Indian subcontinent, including, for example, Cambodia, China, India, Japan, Korea, Malaysia, Pakistan, the Philippine Islands, Thailand, and Vietnam.

[ ]  **Hispanic or Latinx** – A person of Cuban, Mexican, Puerto Rican, South or Central American, or other Spanish culture or origin, regardless of race. The term Latinx applies broadly to all gendered and gender-neutral forms that may be used by individuals of Latin American heritage, including individuals who self-identify as Latino/a/e.

[ ]  **Native Hawaiian or Pacific Islander** – A person having origins in any of the peoples of Hawaii, Guam, Samoa, or other Pacific Islands.

[ ]  **White** (not of Hispanic or Latinx origin) **–** A person having origins in any of the original peoples of Europe, the Middle East, or North Africa.

[ ]  **Two or More Races or Ethnicities** – A person who identifies with more than one of the above categories.

[ ]  I do not wish to respond

(c) ***Other Diversity Characteristics***. Do you self-identify as gay, lesbian, bisexual, transgender or a member of the queer community?[[21]](#footnote-21)
*(Please check one of the options below.)*

[ ]  Yes

[ ]  No

[ ]  I do not wish to respond

(d) [***Consent for Additional Disclosure***. I consent to the disclosure of the information that I have provided in response to questions (a) through (c) in the Company’s public filings, such as the Company’s annual report on Form 10-K and proxy statement for its annual meeting of stockholders, and in other public media, including on the Company’s website, in its corporate responsibility report (if applicable), in communications with investors and investor associations, in response to governance surveys, in response to requests for proposals relating to the Company’s business, and in other communications with employees, proxy advisory firms, the media, or other market participants.

[ ]  I consent

[ ]  I do not consent

**[ ]**  I consent only if disclosure of such information is made without specifically identifying me by name][[22]](#footnote-22)

**Executive Officer Compensation Schedules – See Section D of Main Questionnaire**

**Schedule D.I**

**Pension Benefits**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Name of Pension Plan** | **No. of Years of Credited Service** | **Present Value of Accumulated Benefits** | **Payments During Last Fiscal Year** | **Change in Actuarial Present Value of Accumulated Benefit** |
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**Schedule D.II**

**Non-Qualified Deferred Compensation**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Executive Contributions in Last Fiscal Year** | **Aggregate Earnings in Last Fiscal Year** | **Aggregate Withdrawals/Distributions** | **Aggregate Balance at FYE** | **Above-Market or Preferential Earnings on Deferred Compensation in Last Fiscal Year** |
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**Schedule D.III**

**Termination / Change of Control Payments**

**Schedule D.IV**

**Incentive Plan Awards**

**Equity and Non-Equity Incentive Plan Awards Granted in [most recently completed fiscal year]**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  |  | **Estimated/Future Payouts of Award** |  |
| **Name of Plan** | **Type of Award** | **Award Grant Date** | **Threshold (1)** | **Target (2)** | **Maximum (3)** | **Describe material terms of award including performance criteria** |
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(1) “Threshold” refers to the minimum amount payable for a certain level of performance under the plan.

(2) “Target” refers to the amount payable if the specified performance targets are reached.

(3) “Maximum” refers to the maximum payout possible under the plan.

**Schedule D.IV (cont’d)**

**Incentive Plan Awards**

**Outstanding Equity Incentive Plan Awards at [last day of most recently completed fiscal year]**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| **Total Number of Shares in Grant** | **Class of Shares** | **Type of Award** | **No. of Vested Shares/Options at FYE** | **No. of Unvested Shares/Options at FYE** | **Vesting Dates\*** | **Option Exercise Price** | **Option Expiration Date** |
|  |  |  |  |  |  |  |  |
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\* Describe vesting schedule

**Options Exercised/Shares Vested Under Equity Incentive Plan Awards in [most recently completed fiscal year]**

|  |  |  |  |
| --- | --- | --- | --- |
| **Type of Award** | **Class of Shares** | **Shares Acquired on Exercise/Vesting** | **Value Realized on Exercise/Vesting** |
|  |  |  |  |
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**Schedule D.V**

**Stock Options**

**Stock Options Granted in [most recently completed fiscal year]**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Name of Plan** | **Option Grant Date** | **No. of Shares Subject to Options Granted** | **Class of Shares** | **Exercise Price** |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |

Includes awards that have been subsequently transferred.

**Schedule D.V (cont’d)**

**Total Outstanding Stock Options at** **[last day of most recently completed fiscal year]**
**(by option grant)**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **Total Number of Shares in Grant** | **Class of Shares** | **No. of Vested Options at FYE** | **No. of Unvested Options at FYE** | **Vesting Dates\*** | **Exercise Price** | **Expiration Date** |
|  |  |  |  |  |  |  |
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**\*** Describe vesting schedule.

Should include awards that have been transferred other than for value (please describe the nature of the transfer).

**Options Exercised in** **[most recently completed fiscal year]**

|  |  |  |  |
| --- | --- | --- | --- |
| **Exercise Date** | **No. of Shares Acquired on Exercise** | **Class of Shares** | **Value Realized on Exercise** |
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**Schedule D.VI**

**Stock Awards**

**Stock Awards Granted in [most recently completed fiscal year]**

|  |  |  |  |
| --- | --- | --- | --- |
| **Name of Plan** | **Award Grant Date** | **No. of Shares Subject to Stock Awards Granted** | **Class of Shares** |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |

Includes awards that have been subsequently transferred.

Disclose any consideration paid by you for any award.

**Schedule D.VI (cont’d)**

**Total Outstanding Stock Awards at [last day of most recently completed fiscal year]**

|  |  |  |  |
| --- | --- | --- | --- |
| **Date of Grant** | **Number of Unvested Shares of Stock at FYE** | **Class of Shares** | **Vesting Dates and Description of Vesting Schedule** |
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Should include awards that have been transferred other than for value (please describe the nature of the transfer).

**Stock Awards Vested in [most recently completed fiscal year]**

|  |  |  |  |
| --- | --- | --- | --- |
| **Vesting Date** | **No. of Shares Acquired on Vesting** | **Class of Shares** | **Value Realized on Vesting** |
|  |  |  |  |
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**Director Compensation Schedules – See Section E of Main Questionnaire**

**Schedule E.I**

**Pension Benefits**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Name of Pension Plan** | **No. of Years of Credited Service** | **Present Value of Accumulated Benefits** | **Payments During Last Fiscal Year** | **Change in Actuarial Present Value of Accumulated Benefit\*** |
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\* Directors are required to disclose only the information required by this column, not any other column.

**Schedule E.II**

**Non-Qualified Deferred Compensation**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Executive Contributions in Last Fiscal Year** | **Aggregate Earnings in Last Fiscal Year** | **Aggregate Withdrawals/Distributions** | **Aggregate Balance at FYE** | **Above-Market or Preferential Earnings on Deferred Compensation in Last Fiscal Year\*** |
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\* Directors are required to disclose only the information required by this column, not any other column.

**Schedule E.III**

**Director Option Grants In Last Fiscal Year**

|  |  |  |  |
| --- | --- | --- | --- |
| **Option Grant Date** | **No. of Shares Subject to Options Granted** | **Class of Shares** | **Exercise Price** |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |

Total number of shares subject to options outstanding at [*last day of most recently completed fiscal year*]: \_\_\_\_\_\_\_\_\_\_\_\_\_

**Schedule E.IV**

**Director Stock Awards In Last Fiscal Year**

|  |  |  |
| --- | --- | --- |
| **Award Grant Date** | **No. of Shares** | **Class of Shares** |
|  |  |  |
|  |  |  |
|  |  |  |

Total number of shares subject to stock awards outstanding at [*last day of most recently completed fiscal year*]: \_\_\_\_\_\_\_\_\_\_\_\_\_

**Schedule F**

1. Note to Form: This form is intended to be a comprehensive questionnaire that can be used by companies for distribution to directors, director nominees and executive officers, regardless of the exchange on which they may list (whether NASDAQ or NYSE) and regardless of the type of offering (whether traditional IPO, direct listing or deSPAC), notwithstanding that some of the questions may not be applicable depending on the recipient, type of offering or selected exchange. For instance, the FINRA questions are only applicable in a traditional IPO context. Similarly, questions that apply to individuals in their capacity as directors will not apply to executive officers who do not also serve as directors. [↑](#footnote-ref-1)
2. Note to Form: If the company has determined it will apply to list its shares on the NASDAQ or NYSE, this paragraph can be modified as follows, and the recipients need only complete the exhibit applicable to such exchange:

Please note that all non-employee directors of the Company must also answer the questions pertaining to [Nasdaq][NYSE] rules attached hereto as Exhibit A. [↑](#footnote-ref-2)
3. Note to Form: The Company or its outside counsel should leverage information available from public filings, the Company’s website, LinkedIn and other internal and public resources to complete the biographical information for directors and officers to the extent possible, and should tell the recipient they have done so. The recipient should be instructed to review carefully and either confirm that the information is correct and complete or revise/supplement as needed. [↑](#footnote-ref-3)
4. Note to Form: The Company and outside counsel should ensure that the applicable director or **executive officer** reviews and signs off (whether formally or informally) on their biography included in the Registration Statement prior to filing. [↑](#footnote-ref-4)
5. Note to Form: The Company or outside counsel should list any applicablevoting agreement, employment agreement or offer letter. A classic example of this type of arrangement would be a stockholder agreement pursuant to which an investor or other entity is entitled to designate a representative to serve as a director. [↑](#footnote-ref-5)
6. Please be sure to include any nomination rights that survive the consummation of the IPO, direct listing or deSPAC, as applicable. [↑](#footnote-ref-6)
7. Examples of such “special” or “unusual” relationships or arrangements could include, for example, co-investments in any enterprises or assets (e.g., jointly funding a business or non-profit, jointly owning a private plane, renting a home together) or sharing an extended personal friendship (i.e., something more than moving in the same business or social circle, such as a close friendship of 50+ years or since childhood). [↑](#footnote-ref-7)
8. This may include derivative lawsuits in which the director is a named defendant (e.g., lawsuits in connection with a public M&A deal, which are not uncommon) if such lawsuits allege fraud, deceit or misrepresentation and seek damages in excess of $100,000. When in doubt, be overinclusive. [↑](#footnote-ref-8)
9. Note to Form: This Section and all related schedules should be completed by the Company in the first instance and confirmed or corrected, as applicable, by the executive officer through responses to this Section (and related schedules). [↑](#footnote-ref-9)
10. Note to Form: This Section and all related schedules should be completed by the Company in the first instance and confirmed or corrected, as applicable, by the director through responses to this Section (and related schedules). [↑](#footnote-ref-10)
11. See Nasdaq Rule 5250(b)(3). Arrangements between investment funds and their own personnel would be responsive to this question if they provide for indemnification of such personnel in connection with service on a portfolio company’s board, for example. These types of arrangements should be disclosed (e.g., “Mr./Ms. X has various indemnification protections pursuant to his/her employment agreement with XYZ firm, pursuant to which XYZ firm has agreed to indemnify Mr./Ms. X against liability which he/she may incur in his capacity as a director of XYZ firm’s portfolio companies”). [↑](#footnote-ref-11)
12. Note to Form: The Company and its external legal counsel should populate the beneficial ownership information for recipients to the extent possible. However, the best that companies and their counsel can do is prepopulate holdings to the extent that information is available. Companies and their counsel often will not have all relevant information, including for example, regarding indirect holdings to determine beneficial ownership. Therefore, it will ultimately be the responsibility of the director, officer or 5% holder to provide the requested information regarding ownership and confirm the information pre-populated by the Company or their counsel. [↑](#footnote-ref-12)
13. The Public Company Accounting Oversight Board’s Auditing Standard No. 2410 (AS 2410) requires an auditor to evaluate a company’s identification of, accounting for, and disclosure of relationships and transactions between the Company and its related parties by:

	* performing specific procedures to obtain an understanding of a company’s relationships and transactions with its related parties;
	* testing the accuracy and completeness of a company’s identified related parties and relationships and transactions with related parties;
	* determining whether previously undisclosed relationships or transactions with related parties, in fact, exist (and if so, investigate why any related parties or relationships or transactions with related parties were previously undisclosed to the auditor); and
	* assessing the need to perform additional procedures to identify other relationships or transactions with related parties previously undisclosed to the auditor.Although each auditor will determine the specific procedures needed to satisfy AS 2410, the questions below will facilitate the Company’s participation in this process. [↑](#footnote-ref-13)
14. Note to Form: Consider sending these questions and the questions in Sections H and I to the Company’s auditors to see if they would like to make any revisions or additions. [↑](#footnote-ref-14)
15. For U.S. GAAP SEC filers, the AS 2410 concept of “related parties” is defined in the Financial Accounting Standards Board’s Accounting Standards Codification Topic 850, *Related Party Disclosures*. “Related parties” include immediate family members of principal owners or members of management and “immediate family” is defined as “family members who might control or influence a principal owner or a member of management, or who might be controlled or influenced by a principal owner or a member of management, because of the family relationship.” In most cases, we would expect the definition of “immediate family” to include your spouse, children and other family members living in the same household as you. Further, it may include a parent, stepparent, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law or other relatives, if, in your judgment, any of these individuals are in a position to have control or influence on you, or to be controlled or influenced by you (for example, a parent for whom you provide significant monetary support). [↑](#footnote-ref-15)
16. Arrangements between investment funds and their own personnel would be responsive to this question if they provide for indemnification of such personnel in connection with service on a portfolio company’s board, for example. These types of arrangements should be disclosed (e.g., “Mr./Ms. X has various indemnification protections pursuant to his/her employment agreement with XYZ firm, pursuant to which XYZ firm has agreed to indemnify Mr./Ms. X against liability which he/she may incur in his capacity as a director of XYZ firm’s portfolio companies”). [↑](#footnote-ref-16)
17. Note that NYSE rules require the Board of Directors to consider all payments received from the Company when making independence determinations for Compensation Committee members, including the Company-paid amounts not included in question 9. [↑](#footnote-ref-17)
18. Note to Form: This addendum is intended for use by (1) domestic Nasdaq-listed companies and/or (2) publicly held corporations with principal executive offices in California. [↑](#footnote-ref-18)
19. Note to Form: For guidance on the Nasdaq listing rules relating to board diversity, please see the series of FAQs posted by Nasdaq [here](https://listingcenter.nasdaq.com/Material_Search.aspx?mcd=LQ&cid=157&sub_cid=&years=2020&criteria=1&materials#ctl00_MainContent_Resultsview), including the board diversity matrix and sample templates [here](https://listingcenter.nasdaq.com/assets/Board%20Diversity%20Disclosure%20Matrix.pdf), examples of acceptable and unacceptable disclosures [here](https://listingcenter.nasdaq.com/assets/Board%20Matrix%20Examples_Website.pdf), and a comparison of the Nasdaq listing rules and California state law [here](https://listingcenter.nasdaq.com/assets/Summary%20of%20Key%20Differences%20between%20Nasdaq%20and%20CA%20Chart.pdf). [↑](#footnote-ref-19)
20. Note to Form: This language is optional but may be added if the Company plans to (or may) disclose this information for purposes other than as required by Nasdaq listing rules and California state law. If this language remains in this addendum, then include question (d). If this language is removed from this addendum, then delete question (d). [↑](#footnote-ref-20)
21. Note to Form: Section 301.4(e)(1) of the California Corporations Code defines “director from an underrepresented community” to include an individual who self-identifies as (in addition to certain racial and ethnic categories) gay, lesbian, bisexual, or transgender. It does not include member of the queer community in the definition. Accordingly, if the Company is based in California but not listed on Nasdaq, then “member of the queer community” could be deleted, if preferred. [↑](#footnote-ref-21)
22. Note to Form: This consent is optional but may be added if the Company plans to (or may) disclose this information for purposes other than as required by Nasdaq listing rules and California state law. [↑](#footnote-ref-22)