

Sample D&O Questionnaire

The following is an illustrative example of a questionnaire that current and prospective directors, executive officers and key employees will be asked to complete in order for the Company to obtain the information needed to prepare required disclosures in the Registration Statement and ensure compliance with applicable SEC and stock exchange rules and regulations.

Note: The information required to be obtained from directors and officers in connection with an IPO depends upon facts and circumstances. Your Ropes & Gray team will prepare a bespoke questionnaire tailored to your circumstances. The below illustrative questionnaire should not be distributed in connection with an IPO without first consulting with counsel.

[NAME OF COMPANY]

MEMORANDUM

TO: *[names of directors & officers]*

FROM: *[sender — e.g., general counsel]*

SUBJECT: Questionnaire for Directors and Officers

DATE: _____, 20__

[NAME OF COMPANY] (the “Company”) is preparing for an initial public offering of its common stock. The purpose of this questionnaire is to obtain information the Company needs about its directors, executive officers and key employees for the Company’s Registration Statement on Form S-1 (the “Registration Statement”) and to comply with the listing requirements of [the New York Stock Exchange (NYSE)] [the Nasdaq]. Your signature at the end of this questionnaire will constitute your consent to use the information contained in your answers in the Company’s Securities and Exchange Commission (“SEC”) filings.

Please read this questionnaire carefully and answer all questions completely and accurately. You should understand that the information that you are providing will be used in the preparation of one or more documents to be filed by the Company with the SEC. As a result, please notify the Company promptly of any changes to your answers as a result of any developments occurring during the year.

Certain terms in **bold type marked with an asterisk** are defined in **Exhibit A**. Please refer to these definitions as you answer questions containing such terms.

If there is not enough room for your answer, please use separate sheets and attach them to this questionnaire, indicating the specific items they are intended to supplement.

This questionnaire should be completed, signed, dated and returned to [insert contact person and address] on or before [insert date]. The questionnaire may be returned by fax to [insert fax number] or e-mailed to [insert e-mail address], but please also mail the original signed copy to the address shown above.

If you have any questions regarding any item in this questionnaire, please contact **[insert contact person, telephone number, and e-mail address]** for assistance.

If you leave any answer blank, we will assume that your answer to that question is negative. Accordingly, please try to answer every question, even if the answer is “No,” “None” or “Not Applicable.”

PLEASE NOTE THAT ANY POTENTIAL OFFERING OF SECURITIES OF THE COMPANY IS CONFIDENTIAL AND SHOULD BE TREATED ACCORDINGLY.

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Declaration and Signature

Exhibit A – Definitions

Financial Expert Addendum

Related Parties Addendum

1. PERSONAL INFORMATION

(a) Please provide the following information about yourself:

Name:	
DOB:	
Address:	
Phone:	
Email:	

(b) Are you currently (please check all applicable boxes):

- ☐ **Executive officer***
- ☐ Board member
- ☐ Compensation Committee member
- ☐ Audit Committee member
- ☐ Nominee for any of the foregoing. If so, please specify which.

(c) Your voluntary responses to the following questions help us to understand and report to our stockholders and other stakeholders on the diversity that our directors bring to the Company.

Please indicate all that apply to you:

- ☐ Asian¹
- ☐ Black or African American²
- ☐ Hispanic or Latinx³
- ☐ Native American or Alaska Native⁴
- ☐ Native Hawaiian or Pacific Islander⁵
- ☐ White⁶

¹ **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.

² **Black or African American** (not of Hispanic or Latinx origin) – A person having origins in any of the Black racial groups of Africa.

³ **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.

⁴ **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.

⁵ **Native Hawaiian or Pacific Islander** – A person having origins in any of the peoples of Hawaii, Guam, Samoa, or other Pacific Islands.

⁶ **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 Ethnicities⁷

☐ I do not wish to respond

Do you identify as a member of the LGBTQ+⁸ community?

☐ Yes

☐ No

☐ I do not wish to respond

Do you identify as one of the following?

☐ Female

☐ Male

☐ Non-Binary⁹

☐ I do not wish to respond

Do you consent to the Company publicly disclosing the above information in a board diversity matrix or other aggregated manner (such that you are not individually identified) in documents filed with the SEC and/or published on the Company's website?

☐ Yes

☐ No

2. RELATIONSHIPS; BUSINESS EXPERIENCE; DIRECTORSHIPS; OTHER EXPERTISE

(a) **Family Relationships.** Are you related by blood, adoption or marriage (not more remote than first cousin) to, or do you share a household with (other than a tenant or employee), any other director, **executive officer***, or person nominated or chosen to become a director or **executive officer*** of the Company?

☐ No, or

☐ If yes, please identify the director, **executive officer*** or nominee, and describe the nature of the relationship.

Director/Executive Officer/Nominee	Description of Relationship

(b) **Principal Occupations.** Describe your principal occupations or employment during the past five years, including the name and principal business of the organizations in which each such

⁷ **Two or More Races or Ethnicities** – A person who identifies with more than one of the above categories.

⁸ **LGBTQ+** – A person who identifies as any of the following: lesbian, gay, bisexual, transgender or as a member of the queer community.

⁹ **Non-Binary** – Refers to genders that are not solely man or woman. Someone who is non-binary may have more than one gender, no gender, or their gender may not be in relation to the gender binary.

occupation or employment is or was carried on (including, if applicable, subsidiaries and other **affiliates*** of the Company).

Date Started (MM/YY)	Date Ended (MM/YY)	Name of Employer (and subsidiaries or affiliates)	Principal Business Employer of	Position(s)/Titles Held

(c) **Education.** Please list in the table below any college or university degree you hold.

Name of College or University	Major/Areas of Concentration	Degree Received	Month/Year Degree Received

(d) **[For directors and director nominees] Directorships Currently or Previously Held.** Please indicate below any companies of which you serve as a director and any other directorships previously held during the past five years (including any committee service), indicating (i) with an asterisk each company that has publicly registered securities and each investment company registered under the Investment Company Act of 1940 and (ii) the duration of the directorship if you no longer currently serve as a director of the company identified. If you are a director of two or more registered investment companies that are part of a “fund complex,” you only need to identify the fund complex and provide the number of investment company directorships you hold in the fund complex.

Full Name of Entity	Type of Entity	Dates of Service	Service on Entity Board Committee

(e) **[For directors and director nominees] Other Skills and Expertise.** Please briefly describe any other experience, qualifications, attributes, skills or expertise you have that you believe would be relevant to your service as a director of the Company or otherwise of value to the Company. For any skill or expertise, please briefly state the experience or education through which it was acquired. Please note that this information can extend beyond the past five years and can include a broad spectrum of relevant expertise, including accounting, finance, risk assessment, information security, cybersecurity, artificial intelligence, climate change, environmental, corporate governance and compensation.

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(f) **Other Arrangements.** Is there any arrangement or understanding between you and any other **person*** pursuant to which you have been or are to be selected as a director (including, but not limited to, any arrangement relating to compensation or other payments in connection with your candidacy or service) or **executive officer*** of the Company, other than arrangements with other directors or officers of the Company acting solely in their capacities as such? If so, please describe.

- ☐ No such arrangement, or
- ☐ If yes, please describe.

Name of Other Person	Description of Relationship and the Terms of Any Arrangement

3. LEGAL PROCEEDINGS

(a) Adverse Proceedings. If you or any associate* of yours

- (i) is an adverse party to the Company, or
- (ii) has an interest adverse to the Company,

in any pending legal proceeding, including similar information as to any such proceedings known to be contemplated by governmental authorities, please describe such proceeding, including the name of the court or agency in which the proceeding is pending, the date it was instituted, the principal parties thereof, the factual basis alleged to underlie the proceeding, and the relief sought.

- ☐ No such proceedings, or
- ☐ If yes, please describe.

Name of Court or Agency	Date Instituted	Parties	Description of Factual Basis and Relief Sought

(b) **[California corporations only.]** If any of the following events occurred during the past ten (10) years, please describe.

- (i) You were found to have committed fraud in a civil or criminal proceeding which conviction has not been overturned or expunged.

- ☐ No such event, or
- ☐ If yes, please explain the circumstances associated with any of such events, indicating relevant dates.

Date	Description of Event

(c) If any of the following events occurred during the past ten years, please describe.

Note: For purposes of computing the time periods referred to in this Question 3(c), the date of a reportable event is the date on which the final order, judgment or decree was entered, or the date on which any rights of appeal from preliminary orders, judgments, or decrees have lapsed. With respect to bankruptcy petitions, the computation date is the date of filing for uncontested petitions or the date upon which approval of a contested petition became final. Please also note disclosure is required for comparable legal events in foreign countries.

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

Date	Description of Event

- (ii) You were convicted in a criminal proceeding or are a named subject of a pending criminal proceeding, excluding traffic violations and other minor offenses, but including any felony or misdemeanor (A) in connection with the purchase or sale of any security; (B) involving the making of any false filing with the Securities and Exchange Commission ("SEC"); or (C) arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser or paid solicitor of purchasers of securities;

Date	Description of Event

(iii) You were the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court permanently or temporarily enjoining you from, or otherwise limiting, any of the following activities:

- (A) 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 acting 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;
- (B) engaging in any type of business practice; or
- (C) engaging 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;

Date	Description of Event

(iv) You were the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any federal or state authority barring, revoking, suspending or otherwise limiting (A) your right to engage in any activity described in item (iii) above, (B) your right to be associated with **persons*** engaged in any such activity or regulated by such authority, or (C) your registration as a broker, dealer, municipal securities dealer or investment adviser;

Date	Description of Event

(v) You were found by a court in a civil action or by the SEC to have violated any federal or state securities law, and the judgment in such civil action or finding by the SEC has not been subsequently reversed, suspended or vacated;

Date	Description of Event

(vi) You were found by a court in a civil action or by the Commodity Futures Trading Commission to have violated any federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated;

Date	Description of Event

(vii) You were the subject of, or a party to, any federal or state judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:

(A) Any federal or state securities or commodities law or regulation;

(B) 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

(C) Any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or

Date	Description of Event

(viii) You were the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act (15 U.S.C. 78c(a)(26))), any registered entity (as defined in Section 1a(40) of the Commodity Exchange Act (7 U.S.C. 1a(40))), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member;

Date	Description of Event

(ix) You filed (as a registrant or issuer), or were named as an underwriter in, any registration statement or Regulation A offering statement filed with the SEC that was the subject of a refusal order, stop order, or order suspending the Regulation A exemption;

Date	Description of Event

(x) You were subject to a United States Postal Service false representation order, temporary restraining order or preliminary injunction.

Date	Description of Event

Note: You may provide an explanation of any mitigating circumstances associated with any of the events.

☐ Rider Page is attached.

(d) Do you know of any promoter or control person of the Company who has been involved in any proceeding or subject to any order of any of the types described above in this Question 3? A promoter includes a **person*** who alone or with others participated in founding or organizing the Company or who received 10% or more of the Company's stock in connection with the founding or organizing of the Company for services or property. A control **person*** is one who directly or indirectly controls the Company.

☐ No, or

☐ If yes, please explain the circumstances associated with any of such events, indicating relevant dates.

Date	Description of Events

4. BENEFICIAL OWNERSHIP OF COMPANY SECURITIES

(a) **Stock Ownership.** Please provide the information requested below regarding equity securities of the Company or any of its parents or subsidiaries (**including** director's qualifying shares) that you **beneficially own*** as of **[insert last day of the Company's most recently completed fiscal year]**.

Please refer to the definition of "beneficial ownership" below and in **Exhibit A** for more detailed information.

Title of Class/Number of Shares

Total number of shares **beneficially owned*** by you

Of such shares:

- (i) # of shares as to which you have sole voting power
- (ii) # of shares as to which you have shared voting power
- (iii) # of shares as to which you have sole investment power
- (iv) # of shares as to which you have shared investment power

- (v) # of shares which you have a “right to acquire” within 60 days after **[insert same date as in previous brackets]** (such as exercising stock options, warrants, or conversion or similar rights)

Total number of shares **beneficially owned*** by your **affiliates*** or **immediate family*** members

(i) Name of individual/entity:

(ii) Name of individual/entity:

(iii) Name of individual/entity:

Note: You “**beneficially own**” shares if you have the power (either alone or with some other **person***) to vote such shares (voting power) or the power to sell such shares (investment power). You should also state the number of shares for which you have the right to acquire beneficial ownership within 60 days of **[insert same date as in previous brackets above]**. This includes stock awards, which you have elected not to defer and which you will receive within 60 days of **[insert same date as in previous brackets above]**. For example, if you have stock options which have vested, or will vest, on or prior to **[insert date 60 days after date in previous brackets above]**, and you will **beneficially own*** the underlying stock upon exercise, then you should state the number of shares you would receive if you exercised those options.

Shares of equity securities that might be listed here include:

- (i) Shares that are owned by your spouse, minor children or relatives of yours or of your spouse who live in your home.

(b) **Shared Voting or Investment Power.** If you share voting or investment power over any shares listed in Question 4(a), please identify the **persons*** with whom you share such power and the relationship that gives rise to the sharing of such power.

Number and Identification of Shares	Registered Owner of Shares and Relationship to You	Date Begun

(c) **Rights to Acquire.** Please indicate any rights you have to acquire beneficial ownership of shares of the Company’s equity securities (see Question 4(a)(v) in chart above), such as exercising stock options, warrants, or conversion or similar rights.

Number and Identification of Shares	Registered Owner of Shares and Relationship to You	Date Received

(d) **Beneficial Ownership Disclaimer.** If you disclaim beneficial ownership of any shares listed in Question 4(a), please identify the shares you disclaim, the reason for such disclaimer and the **person*** or **persons*** who should be identified as the **beneficial owners*** of such shares and your relationship to them.

Number and Identification of Shares	Registered Owner of Shares and Relationship to You	Reason for Disclaimer

(e) **Indirect Ownership.** Please indicate whether your ownership of any stocks listed in Question 4(a) is indirect, including those owned by any voting trust or similar agreement or pursuant to any contract providing for the sale or other disposition of such shares.

Number and Identification of Shares	Registered Owner of Shares and Relationship to You	Nature of Agreement

(f) **Pledged Shares.** Please provide the information below relating to any shares of stock that you **beneficially own*** that (1) are pledged (or intended to be pledged in the future) with a lender or other third party as security for any obligations (including any shares subject to any form of pledge, margin loan, margin account, hypothecation, lien or other arrangements with a lender, broker or other third party in which these shares serve as collateral for any of your obligations or for obligations of any other **person***) or (2) are subject to a “negative pledge” (i.e., a promise not to convey the shares to a third party or to otherwise encumber them) and the nature of the related transaction(s).

Number of Shares	Registered Owner of Shares and Relationship to You	Nature of Pledge or Encumbrance

5. 5% BENEFICIAL OWNERS

Other than **persons*** that have publicly filed a Schedule 13D or Schedule 13G, do you know of any **person*** or **group*** that **beneficially owns*** more than 5% of any class of the Company’s voting securities?

- ☐ No such groups or persons, or
- ☐ If yes, please provide the names and, if known, addresses of each of these **persons*** or **groups***.

Name of 5% Beneficial Owner	Address

6. CHANGE IN CONTROL

(a) **Contractual Arrangements.** Are you party to, or do you otherwise have knowledge of, any contractual arrangements, including any pledge of securities of the Company or its parents, the operation of the terms of which may at a subsequent date result in a change in control of the Company?

☐ No such arrangement, or

☐ If yes, please describe.

Parties	Description of Arrangement

(b) **Change in Control Event.** Do you know of any transaction (including transactions in which all or any part of the consideration used is a loan made in the ordinary course of business by a bank) since the beginning of the last fiscal year that resulted in a change in control of the Company? If so, please state the name of the **person*** acquiring the control, the amount and source of the consideration used, the basis of the control, the date and a description of the transaction, the amount of securities now **beneficially owned*** by the **person*** who acquired control and the identity of the **person*** from whom control was acquired.

☐ No such transaction, or

☐ If yes, please describe.

Parties	Description of Arrangement

7. TRANSACTIONS OR RELATIONSHIPS WITH RELATED PERSONS, AUDITORS, COMPENSATION CONSULTANTS, IRAN, SPECIALLY DESIGNATED NATIONALS

(a) Transactions with Related Persons.

(i) Since **[insert the first day of the Company's most recently completed fiscal year]**, have you or, to your knowledge, has any member of your **immediate family*** had any direct or indirect material interest in:

- ☐ any transaction or series of similar transactions, or any currently proposed transaction or series of similar transactions;
- ☐ with the Company or its subsidiaries;
- ☐ in which the entire transaction (not necessarily your interest in the transaction) involved an amount greater than \$120,000?

Please make sure you understand the term **immediate family***; its definition is broad enough to include step-relatives, siblings and in-laws (see Exhibit A for definition). Please also consider the guidance below in assessing whether you or an **immediate family*** member has a material interest in a transaction.

- ☐ No such transaction, or
- ☐ If yes, please answer the following questions.

- (ii) If an **immediate family*** member has the material interest, please indicate the name of your family member and his or her relationship to you and to the Company.

Name of Family Member	Relationship to You	Relationship to Company

- (iii) Please describe your or such **immediate family*** member's interest in the transaction with the Company, including your or such family member's position(s) or relationship(s) with, or ownership in, a firm, corporation, or other entity that is party to, or has an interest in, the transaction.

Name of Family Member	Description of Relationship

- (iv) Please indicate the approximate dollar value of the amount involved in the transaction.

Lease. If the transaction involved a lease or provided for periodic payments or installments, please list (1) the aggregate amount of all periodic payments or installments due on or after the beginning of the Company's last fiscal year, and (2) any required or optional payments due during or at the conclusion of the lease or transaction. Please list such transaction only if the sum of (1) and (2) is greater than \$120,000.

Amount: _____

- (v) Please indicate the approximate dollar value of the amount of your or such family member's interest in the transaction, computed without regard to the amount of profit or loss.

Amount: _____

- (vi) (1) Are you or is any **immediate family*** member indebted, directly or indirectly, to the Company or a subsidiary or (2) has the Company or a subsidiary extended you credit (including through a guarantee) or arranged a personal loan on your or any **immediate family*** member's behalf? *You do not need to include transactions that involve an amount due from you or any **immediate family*** member (A) for purchases of goods and services subject to usual trade terms, (B) for ordinary business travel and expense payments, or (C) for other transactions in the ordinary course of business.*

- ☐ No such transaction, or
- ☐ If yes, please describe.

Date	Circumstances of Loan	Largest Aggregate Amt. of Principal Outstanding	Amt. Outstanding as of Latest Practicable Date	Amt. of Principal and Interest Paid	Rate or Amt. of Interest Payable on Indebtedness

(b) **Assessing Material Interest.** Please consider the following non-exclusive list of questions in assessing whether you or an **immediate family*** member had or has a material interest in any transaction with the Company or its subsidiaries.

- (i) Did you or do you or, to your knowledge, does any member of your **immediate family* beneficially own*** more than a 10% equity interest in any corporation or organization which was or is a participant in such transaction?

- ☐ No, or
- ☐ If yes, please describe.

Stockholder	% Equity Interest

- (ii) Were you or are you or, to your knowledge, was or is any member of your **immediate family*** an **executive officer*** of any corporation or organization which was or is a participant in such transaction?

- ☐ No, or
- ☐ If yes, please describe.

Party	Description of Position

- (iii) Did you or, to your knowledge, does any member of your **immediate family*** derive a special benefit from such transaction, such as a transaction fee or compensation tied to the transaction?

- ☐ No, or
- ☐ If yes, please describe.

Party	Description of Benefit

Note: Please promptly notify the Company of any changes to your answers as a result of potentially new related person transactions entered into during the course of the year.

(c) Relationship with Independent Accountants.

- (i) Since **[insert first day of the Company's most recently completed fiscal year]**, did you, or do you currently have, a direct or material indirect business relationship with the Company's independent accountants or any partner, principal, shareholder, or professional employee of the accounting firm of the independent accountants, or have an ownership interest of 5% or more in, or serve as an officer or director of, any company (public or private) that has any business relationships with the Company's independent public accounting firm (excluding relationships between the Company's independent accounting firm and its clients for the performance of professional services to that client)?

☐ No, or

☐ If yes, please describe.

Nature of Relationship	Total Amount of Relationship	Amount of Interest in the Relationship

- (ii) Do you have any close personal relationships (including, but not limited to, close friendships) with the audit engagement partner or any employee of the Company's independent public accounting firm who worked on the Company's audit at any time during the past three years?

☐ No, or

☐ if yes, please explain.

Name of Person	Description of Relationship

(d) Relationships with Compensation Consultants.

- (i) To your knowledge, did any compensation consultant or firm[, **other than [name of compensation consultant and firm]**], play any role in determining or recommending the amount or form of **executive officer*** and director compensation during the Company's most recently completed fiscal year?

☐ No, or

- ☐ If yes, please identify all such consultants or firms and provide the details indicated below.

Name of Consultant or Firm	Who Engaged the Consultant or Firm (e.g., the Company, the Board or a Committee of the Board)?

- (ii) Has **[name of firm]** or any firm identified in Question 7(d)(i) provided any other services to you, or to your knowledge, the Company or any of its **affiliates***?

- ☐ No, or
- ☐ If yes, please explain.

Name of Firm	Recipient of Services	Description of Services

- (iii) **[For members of the compensation committee]** Do you have any business or personal relationships with **[name of compensation consultant (not firm)]** or the compensation consultant (not the firm) identified in Question 7(d)(i)?

- ☐ No, or
- ☐ If yes, please explain.

Name of Firm	Description of Relationship

- (iv) **[For executive officers]** Do you have any business or personal relationships with **[name of compensation consultant]** or **[name of firm]** or the compensation consultant or firm identified in Question 7(d)(i)?

- ☐ No, or
- ☐ If yes, please explain.

Name of Firm	Description of Relationship

- (e) **Transactions with Iran or Specially Designated Nationals.** During the Company's last fiscal year, have you or, to your knowledge, has the Company or any of its **affiliates*** engaged, directly or indirectly, in any transaction involving (i) Iran, including, but not limited to, transactions with

the **Government of Iran*** or involving Iran's energy or weapons industries; or (ii) any **person*** listed on the Specially Designated Nationals List of the U.S. Department of the Treasury's Office of Foreign Assets Control (OFAC)?

- ☐ No, or
- ☐ If yes, please explain.

Party	Description of Transaction	Date of Transaction

8. COMPENSATION

(a) Compensation of Officers.

- (i) Please provide the following information relating to compensation provided to you by the Company, including bonuses, non-cash compensation, perquisites, option/stock appreciation rights (SAR) grants, restricted stock awards and payouts under long-term incentive plans, pension plans, and/or any contract, agreement, plan, or arrangements, whether written or unwritten, that provides for payment(s) to you at, following, or in connection with any termination of your service, or a change in control of the Company or a change in your responsibilities.

Base Salary	
Bonuses	
Non-cash Compensation	
Perquisites	<i>(Please see Question 8(a)(ii) below in connection with answering.)</i>
Option/Stock Appreciation Rights (SAR) grants	
Restricted stock awards	

Payouts under long-term incentive plans or pension plans	
Any contract, agreement, plan, or arrangement (written or unwritten) that provides for payment(s) to you at, following, or in connection with any termination of your service or change-in control of the Company or a change in your responsibilities	

- (ii) Since **[insert first day of the Company's most recently completed fiscal year]**, did you or any member of your **immediate family*** receive, or are you or any member of your **immediate family*** to receive, directly or indirectly, any perquisite or other benefit which was not (or may not be) integrally and directly related to the performance of your job or the satisfaction of your obligations to the Company, from (A) the Company or any of its parents or subsidiaries or (B) third parties as a result of or in connection with your employment by or relationship or association with the Company or its **affiliates***? Examples of such perquisites or other benefits include the payment of any personal expenses, personal use of the Company's property such as automobiles, yachts or aircraft, commuter transportation services, personal travel otherwise financed by the Company, security provided at a personal residence or during personal travel, housing or other living expenses, contributions to charitable organizations at your request, club memberships not exclusively for business entertainment purposes, personal financial or tax advice, investment management services, discounts on the Company's products or services not generally available to Company employees, access to executive facilities, consulting fees, or use of the Company's staff for personal purposes. Please report responsive items whether or not they were included in your taxable income.

- ☐ No, or
- ☐ If yes, please describe below.

Amount of Perquisite or Benefit	Description of Perquisite or Benefit

(b) **Compensation of Directors.** Were you provided with compensation for your services as a director of the Company for the last fiscal year? Compensation includes any amounts for committee participation or special assignments, meeting fees, equity grants and perquisites, whether such payments were pursuant to standard arrangements applicable to all directors and/or committee members or whether you have any different compensation arrangements. Compensation also includes any arrangement entered into in consideration of your service on the board, including annual retainer fees and consulting contracts.

- ☐ No such payments, or
- ☐ If yes, please describe below.

Amount of Payment	Reason for Payment

For Officers and Directors

(c) **Third Party Payments.** During the Company's last fiscal year, did someone other than the Company pay you or set aside or accrue for your benefit any cash or noncash compensation or other payment in connection with services rendered to the Company (including, but not limited to, health insurance premiums and indemnification) or is any such compensation or other payment proposed to be made, set aside or accrued in the future pursuant to any existing plan or arrangement with someone other than the Company. If so, please state the name of each corporation or **person*** paying, setting aside or accruing such compensation or other payment, the capacities in which the services were rendered and the amount of such compensation or other payment on an accrual basis.

- ☐ No such payments, or
- ☐ If yes, please describe below.

Name of Corporation or Person	Capacities in which Services were Rendered	Amount of Compensation

9. COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION***For Executive Officers only***

(a) Please indicate whether ANY of the following relationships existed during the last completed fiscal year of the Company:

- (i) You served on the compensation committee (or similar committee) of another entity, one of whose **executive officers*** served on the compensation committee (or similar committee) of the Company;
- (ii) You served as a director of another entity, one of whose **executive officers*** served on the compensation committee (or similar committee) of the Company; or
- (iii) You served on the compensation committee (or similar committee) of another entity, one of whose **executive officers*** served as a director of the Company.

☐ No such relationships, or

☐ If yes, please describe below.

(i)	(ii)	(iii)

For Directors only

(b) If you served as a member of the compensation committee of the Company's Board of Directors during the last completed fiscal year, were you:

(i) an officer or employee of the Company during the fiscal year?

☐ Yes ☐ No

(ii) formerly an officer of the Company?

☐ Yes ☐ No

For Directors and Executive Officers Only

(c) ***[For companies without a compensation committee (or similar committee) during the last fiscal year]*** During the last completed fiscal year, did you participate in any consideration of the Company's Board of Directors concerning **executive officer*** and director compensation pursuant to your role as a director, an **executive officer*** with authority delegated by the board or as a compensation consultant?

☐ Yes ☐ No

10. MISCELLANEOUS

Do you or any of your **associates*** have any interest, direct or indirect, by security holdings or otherwise, in any matters to be acted upon at the meeting (other than your election and any interest arising from the ownership of the Common Stock of the Company where you receive no extra or special benefit)?

☐ No such interest, or

☐ If yes, please describe.

Matter	Description of Interest

This questionnaire continues on the next page for Directors and Director nominees; Executive Officers and Directors who are also Executive Officers can now stop, and sign, date and submit this questionnaire.

To be completed by all Directors and Nominees for Director.

11. NASDAQ OR NYSE COMPLIANCE

A. NASDAQ DIRECTORS' INDEPENDENCE STANDARDS

The Nasdaq Marketplace Rules require that listed companies have a majority of independent directors. An "independent director" under the Nasdaq listing standards means a person other than an **executive officer*** or employee of the Company or any other individual having a relationship which, in the opinion of the Board of Directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In order for a director to be considered "independent," the Board of Directors has to affirmatively determine that no material relationship exists between the Company (or a member of senior management) and the director, either directly or indirectly through a family member or an organization of which the director is a partner, shareholder or officer.

For purposes of this Question 12, please note the following:

- (1) A "material relationship" may include a commercial, industrial, banking, consulting, legal, accounting, charitable or familial relationship, as well as any other relationship that might reasonably be expected to affect the director's independence from management.
- (2) You should assume, unless instructed otherwise, that the term "Company" includes any parent or subsidiaries of **[Name of Company]** that **[Name of Company]** controls and consolidates with its financial statements for SEC Reporting purposes, but excludes any entity reflected solely as an investment in the Company's financial statements.

(b) Director as employee, or family member as executive officer*, of the Company. At any time during the past three years,

- (i) Have you been an employee of the Company?

☐ Yes ☐ No

- (ii) If you were an interim employee, did the interim employment last longer than one year?

☐ Yes ☐ No

- (iii) Has any of your family members* (*note that this definition differs, in some respects, from that of immediate family**) been, or is he or she currently, an executive officer* of the Company?

☐ Yes ☐ No

(c) **Director or family member receiving substantial payments.** During any period of twelve (12) consecutive months within the past three years, have you or has any **family member***

accepted compensation of more than \$120,000 from the Company, other than (i) compensation for board or committee service; (ii) compensation paid to any of your **family members*** who is an employee (other than an **executive officer***) of the Company; or (iii) benefits under a tax-qualified retirement plan or non-discretionary compensation?

☐ Yes ☐ No

(d) Company payment or receipt of defined amounts to or from an entity associated with Director or family member. Are you or is any of your family members* a partner in, or a controlling shareholder or an executive officer* of, any organization to which the Company made, or from which the Company received, payments for property or services in the current or any of the past three fiscal years that exceed 5% of the recipient's consolidated gross revenues for that year, or \$200,000, whichever is more, other than (i) payments arising solely from investments in the Company's securities and (ii) payments under non-discretionary charitable contribution matching programs?

☐ Yes ☐ No

(e) Director or family member is officer of another entity where the Company's officer serves on compensation committee. Are you or is any of your family members* employed as an executive officer* of another company the compensation committee of which included at any time during the past three years any of the Company's executive officers*?

☐ Yes ☐ No

(f) **Director or family member receiving substantial payments.** Are you or is any of your **family members*** a current partner of the firm that is the Company's outside auditor?

☐ Yes ☐ No

(g) **Director or family member worked on Company's audit as partner/employee of outside auditor.** Were you or was any of your **family members*** a partner or an employee of the Company's outside auditor at any time during the past three years who worked on the Company audit at any time during such period?

☐ Yes ☐ No

(h) **Relationships with members of senior management.** Do you have any personal business relationships or close personal relationships (including close friendships) with any member(s) of senior management?

- ☐ No such relationship, or
- ☐ If yes, please describe below.

Parties	Description of Relationship

(i) **Other material relationships.** If you know of any other “material relationship” of the nature discussed above which might have a material bearing on your independence from management and the board’s assessment thereof, please provide details for all such relationships.

- ☐ No such relationship, or
- ☐ If yes, please describe below.

Parties	Description of Relationship

B. NYSE DIRECTORS’ INDEPENDENCE STANDARDS

NYSE Rule 303A.01 requires that listed companies have a majority of independent directors. In order for a director to be considered “independent,” the Board of Directors has to affirmatively determine that no material relationship exists between the Company (or a member of senior management) and the director, either directly or indirectly through a family member or an organization of which the director is a partner, shareholder or officer. For purposes of this Question 12, please note the following:

- (1) A “material relationship” may include a commercial, industrial, banking, consulting, legal, accounting, charitable or familial relationship, as well as any other relationship that might reasonably be expected to affect the director’s independence from management.
- (2) You should assume, unless instructed otherwise, that the term “Company” includes any parent or subsidiary in a consolidated group with **[Name of Company]**.

Director Independence Standards

(j) Director as an employee or immediate family member as an executive officer of the Company. At any time during the past three years:

- (i) Have you been an employee of the Company (other than a chairman or an **executive officer*** serving on an interim basis)?

☐ Yes ☐ No
- (ii) Has any member of your **immediate family*** been, or is he or she currently, an **executive officer*** of the Company?

☐ Yes ☐ No
- (iii) **Director or immediate family member receiving substantial payments.** During any consecutive twelve-month period in the last three years, have you or has any member of your **immediate family*** received more than \$120,000 in direct compensation from the Company (other than director and committee

fees and pension or other forms of deferred compensation for prior services which is not contingent on continued service)?

☐ Yes ☐ No

Note: In answering this Question, you may exclude (i) any compensation you received for former service as an interim chairman or chief executive officer or other **executive officer*** of the Company and (ii) any compensation received by any member of your **immediate family*** for service as an employee (other than as an **executive officer***) of the Company.

(k) Director or immediate family member associated with internal or external auditor.

(i) Are you a current partner or employee of the firm that is the Company's internal or external auditor?

☐ Yes ☐ No

(ii) Is any member of your **immediate family*** a current partner of the firm that is the Company's internal or external auditor?

☐ Yes ☐ No

(iii) Is any member of your **immediate family*** an employee of the Company's internal or external auditor who works on the Company's audit? (Note that the tax planning practice of such firm is not considered part of its tax compliance practice).

☐ Yes ☐ No

(iv) Were you or was any member of your **immediate family*** a partner or employee of the Company's internal or external auditor during the past three years but are no longer so employed?

☐ Yes ☐ No

(v) If the answer to paragraph (iv) is yes, did you or such **immediate family*** member or members personally work on the Company's audit during any of the past three years?

☐ Yes ☐ No

(l) Director or immediate family member serving as executive officer of another company at which current executive officer of the Company served or serves on that company's compensation committee. Within the last three years, have you or any member of your immediate family* been employed, or are you or any of them currently employed, as an executive officer* of another company where any of the Company's present executive officers* serve or served at the same time on the compensation committee of that company?

☐ Yes ☐ No

(m) Director or immediate family member as an employee of another company doing business with the Company. Are you a current employee, or is any member of your immediate family*,

a current executive officer*, of another company that, in any of the last three fiscal years, has made payments to, or received payments from, the Company for property or services in excess of the greater of \$1 million or 2% of the other company's consolidated gross revenues for its last completed fiscal year?

☐ Yes ☐ No

(n) Director who is an officer of a tax exempt organization that receives large contributions from the Company.

(i) Do you serve as an **executive officer*** of a tax exempt organization to which the Company's charitable contributions in any of its last three fiscal years have exceeded the greater of \$1 million and 2% of such organization's consolidated gross revenues?

☐ No, or

☐ If yes, please list the tax exempt organization(s) for which you served as an **executive officer*** and all contributions made by the Company to such tax exempt organization(s) during its or their last three fiscal years.

Tax Exempt Organization	Contributions Made

(o) Relationships with members of senior management.

(i) Do you have any personal business relationships or close personal relationships (including close friendships) with any member(s) of senior management?

☐ No such relationship, or

☐ If yes, please describe below.

Parties	Description of Relationship

If you answered "no" to question 12(g)(i), please skip to question 12(h).

(ii) If you answered "yes" to question 12(g)(i), are any of the relationships you listed in question 12(g)(i) "material relationships?"

☐ No "material relationships", or

☐ If yes, please describe below.

Parties	Description of Relationship

(p) **All other direct and indirect relationships.** If you know of any other “material relationship” of the nature discussed above which might have a material bearing on your independence from management and the Board’s assessment thereof, please provide details for all such relationships.

Parties	Description of Transaction or Relationship

Non-Management Directors

The NYSE Rules require that the “non-management directors” schedule regular executive sessions separate from the Company’s management. The following questions relate to the meeting(s) of “non-management directors” held during the fiscal year ended **[insert date]**.

(q) Executive Sessions.

(i) During the Company’s most recently ended fiscal year, were you present at one or more meetings of the Company’s “non-management” directors?

☐ Yes ☐ No

(ii) During the Company’s most recently ended fiscal year, were you present at one or more meetings of the Company’s “independent” directors?

☐ Yes ☐ No

(iii) During the Company’s most recently ended fiscal year, were you chosen to preside over any of the meetings of the Company’s “non-management” directors?

☐ No, or

☐ If yes, please describe the procedure by which you were selected.

Date of Meeting	Procedure for Selection

For Members of and Nominees for the Audit Committee Only

12. AUDIT COMMITTEE MEMBERSHIP

SEC Rules require that the audit committee of listed companies consist of only independent directors.

(a) **Director compensatory fees.** Other than in your capacity as a member of the audit committee, the Board of Directors, or any other board committee, have you during the past three

years, accepted, directly or indirectly, any consulting, advisory or other compensatory fee from the Company (excluding any fixed amounts of compensation paid for past services to the Company under a retirement or deferred compensation plan which is not contingent in any way on continued service)?

- ☐ No, or
- ☐ If yes, please describe the fees and the dates you received them.

Date	Description of Fees

(b) **Family compensatory fees.** Is any member of your **immediate family*** a party to any existing or proposed contract or other written or oral arrangement which provides for the payment to you or such **immediate family*** member by the Company or any of its subsidiaries of any consulting, advisory or other compensatory fee?

- ☐ No, or
- ☐ If yes, please describe such contract or arrangement, and such consulting, advisory or other compensatory fee.

Parties	Description of Arrangement

(c) Director as an Affiliated Person.

(i) Are you an **affiliated person*** of the Company (other than in your capacity as a member of the Company's Board of Directors or any committee of such Board of Directors)?

- ☐ No, or
- ☐ If yes, please describe your affiliation.

Parties	Description of Affiliation

(ii) Are you an **affiliated person*** of any subsidiary of the Company?

- ☐ No, or
- ☐ If yes, please describe your affiliation.

Parties	Description of Affiliation

(d) [NYSE COMPANIES ONLY] Membership in Other Audit Committees.

(i) Do you serve on the audit committees of any other public companies?

☐ No, or

☐ If yes, please describe.

Date Begun	Public Company

(ii) If the number of public companies named (in addition to the Company) is more than two, has the Board of Directors determined that your simultaneous service on all such audit committees will not impair your ability to effectively serve on the Company's audit committee?

☐ No, or

☐ If yes, please describe.

Date	Description of Determination

(e) [NYSE COMPANIES ONLY] Audit Committee Financial Literacy.

To assess whether you may be considered to be "financially literate" under the NYSE listing standards, please indicate whether you satisfy the following criteria:

(i) Do you have accounting or related financial management experience?

☐ No, or

☐ If yes, please describe your experience.

Date	Description of Experience

You may also describe below any additional finance or accounting experience that you might have or attach a resume or other relevant summary in response to this question.

Date	Description of Experience

☐ Resume attached.

(f) [NASDAQ COMPANIES ONLY] Audit Committee Financial Sophistication.

To assess whether you may be considered to have “financial sophistication” under the Nasdaq listing standards, please indicate whether you satisfy the following criteria:

- (i) Are you able to read and understand fundamental financial statements, including a company’s balance sheet, income statement, and cash flow statement?

☐ Yes ☐ No

- (ii) Do you have past employment experience in finance or accounting, professional certification in accounting or any other comparable experience or background which results in your financial sophistication?

☐ No, or
☐ If yes, please describe.

Date	Title

- (iii) Have you been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities?

☐ No, or
☐ If yes, please describe.

Date	Title

You may also describe below any additional finance or accounting experience that you might have or attach a resume or other relevant summary in response to this question.

Date	Description of Additional Experience

☐ Resume attached.

- (g) **[NASDAQ COMPANIES ONLY] Preparation of Financial Statements.** Have you participated in the preparation of the financial statements of the Company or any current subsidiary of the Company any time in the last three years?

☐ No, or
☐ If yes, please describe.

Date	Description of Role in Preparation of Financial Statements

For Members of and Nominees for the Compensation Committee Only

13. COMPENSATION COMMITTEE MEMBERSHIP AND INDEPENDENCE

(a) **Non-Employee Director Status under SEC Rule 16b-3.** Exchange Act Rule 16b-3 also provides exemptive relief from the Section 16(b) short swing profit recovery rule for transactions under equity plans administered by a committee of two or more “non-employee directors.”

- (i) Are you currently an officer of the Company or a parent or subsidiary of the Company or otherwise currently employed by the Company or a parent or subsidiary of the Company?

☐ Yes ☐ No

- (ii) Apart from any payments disclosed in response to Question 8(b), are you now receiving, directly or indirectly, any other remuneration from the Company other than directors’ fees and similar payments for your services rendered as a director?

☐ Yes ☐ No

- (iii) Did you or do you have, or, to your knowledge, has any member of your **immediate family*** had, any direct or indirect material interest in any transaction in which the Company was or is a participant involving an amount more than \$120,000 during the Company’s most recently ended tax year?

☐ No, or

☐ If yes, please describe.

Date	Amount	Description of Transaction

(b) **Compensation Committee Director Independence.** In affirmatively determining the independence of any director who will serve on the compensation committee of the Company’s Board of Directors, the Board of Directors must also consider all factors specifically relevant to the determination of whether any director that will serve on the compensation committee has a relationship with the Company that is material to such director’s ability to be independent from management in connection with such director’s duties as a compensation committee member.

- (i) Have you, in the past fiscal year, accepted or do you plan to, in the current fiscal year, accept directly or indirectly any consulting, advisory, or other compensatory fee from the Company or any of its subsidiaries? For purposes of this question, “indirect” includes acceptance of such a fee by a **family member*** or by an **affiliated person*** and, in each case, which provides

accounting, consulting, legal, investment banking or financial advisory services to the Company or any of its subsidiaries.

- ☐ No, or
- ☐ If yes, please describe.

Date	Description of Compensatory Fee

- (ii) The Board of Directors of the Company must consider your sources of compensation in determining your independence and eligibility to serve as a member of the compensation committee. For this purpose, please identify the sources of any compensation related to the Company or any of its subsidiaries (other than any compensation identified in question (i) above). Please note that this does not require you to identify the amounts paid in compensation.

Date	Source	Description of Compensation

- (iii) Other than in your capacity as a member of the compensation committee, the Board of Directors or any other committee of the Board of Directors, are you an **affiliated person*** of the Company or any of the Company's subsidiaries or any **affiliate*** of any of the Company's subsidiaries?

- ☐ No, or
- ☐ If yes, please describe your affiliation.

Parties	Description of Affiliation

Declaration and Signature

I understand that my answers will be used in the preparation of one or more documents to be filed by the Company with the Securities and Exchange Commission.

Answers to the foregoing questions are true and accurate to the best of my information and belief. If I am a nominee for director, I consent to being named as such and consent to serve as a director of the Company if elected. I agree to notify the Company of any changes in the foregoing answers, including any which should be made as a result of developments occurring after the date hereof.

Date: _____

Signature: _____

Print Name: _____

DEFINITIONS**Affiliate or Affiliated Person**

The term “affiliate” or “affiliated person” of a specified person means a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with the person. The term “control” (including the terms “controlling,” “controlled by” and “under common control with”) means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract or otherwise. However, a person will be deemed not to be in “control” of a specified person if the person (i) is not the **beneficial owner***, directly or indirectly, of more than 10% of any class of voting equity securities of the other person, and (ii) is not an **executive officer*** of the other person.

The following will be deemed to be affiliates: (i) an **executive officer*** of an affiliate, (ii) a director who is also an employee of an affiliate, (iii) a general partner of an affiliate and (iv) a managing member of an affiliate.

Associate

The term “associate,” used to indicate a relationship with any person, means:

1. Any corporation or organization (other than the Company or a majority-owned subsidiary) of which such person is directly or indirectly the **beneficial owner*** of 10% or more of any class of equity securities;
2. Any corporation or organization (other than the Company or a subsidiary) of which such person is an officer or partner;
3. Any trust or other estate in which such person has a substantial beneficial interest or as to which such person serves as a trustee or in a similar fiduciary capacity; and
4. any relative or spouse of such person, or any relative of such spouse, who has the same home as such person or who is a director or officer of the Company or any of its parents or subsidiaries.

Beneficial Owner or To Beneficially Own

A “beneficial owner” of a security includes any person who, directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise, has or shares voting power and/or investment power with respect to such securities. Voting power includes “the power to vote or to direct the voting” of such securities, and investment power includes “the power to dispose or to direct the disposition” of such securities.

A person is also a “beneficial owner” of securities if he has the right to acquire beneficial ownership of such securities, at any time within sixty (60) days, including, but not limited to, any right to acquire through: (a) the exercise of an option, warrant, or right, (b) the conversion of a convertible security, (c) the power to revoke a trust, discretionary account, or similar arrangement, or (d) the automatic termination of a trust, discretionary account, or similar arrangement; provided, however, that if the acquisition of an option, warrant, right, convertible security, or power

described in (a), (b) or (c) is for the purpose of maintaining or obtaining control over the issuer of the shares, the holder of the option, warrant, right, convertible security, or power shall, immediately upon such acquisition, be deemed a “beneficial owner” of the underlying shares.

The possession of the legal power to vote and/or direct the disposition of securities, absent unusual circumstances, is sufficient to confer beneficial ownership whether or not the person with the power is also the record owner. As examples, a trustee who, pursuant to the terms of the trust agreement, has or shares voting and/or investment power with respect to particular securities and a person who has or shares voting or investment power with respect to securities held of record by another person (i.e., his spouse, children, or relatives) will be deemed “beneficial owners” of such securities.

Executive Officer

The term “executive officer” of any person means its president, any vice president in charge of a principal business unit, division, or function (such as sales, administration or finance) and any other person who performs similar policy-making functions. Executive officers of a subsidiary may be deemed to be executive officers of the Company if they perform Company-wide policy making functions.

Family Member or Immediate Family

The term “family member” means a person’s spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares such person’s home.

Such relatives include (i) only those persons who are currently related to the primary reporting person (e.g., a person who is divorced from a director’s daughter would no longer be a son-in-law whose transactions must be reported) and (ii) only those persons who are related by blood or step relationship to the primary reporting person or his spouse (e.g., the sister of a director’s spouse is considered a sister-in-law but the sister’s husband is not considered a brother-in-law).

Government of Iran

The term “Government of Iran” means the state and government of Iran and all political subdivisions, agencies and instrumentalities thereof; entities owned or controlled, directly or indirectly, by the foregoing; **persons*** acting or purporting to act, directly or indirectly, for or on behalf of any of the foregoing; and any other **person*** determined by OFAC to fall within the definition of “Government of Iran.” Entities organized under the laws of Iran, individuals ordinarily resident in Iran, individuals and entities actually in Iran and non-Iranian entities owned or controlled by any of the foregoing fall within the definition of “Government of Iran.”

Group

The term “group” means two or more **persons*** acting as a partnership, limited partnership or syndicate, or who or which have otherwise agreed to act together, for the purpose of acquiring, holding, voting or disposing of securities.

Person

The term “person” means an individual, a corporation, a partnership, an association, a joint stock company, a business trust or an unincorporated organization.

Plan

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

FINANCIAL EXPERT ADDENDUM

(a) **Financial Expert.** To assess whether you may be considered a “financial expert” under the Securities Act please indicate whether you satisfy the following criteria:

- (i) As a general matter, do you have, through education and experience as a public accountant or auditor or a principal financial officer, comptroller, or principal accounting officer of an issuer, or from a position involving the performance of similar functions, an understanding of generally accepted accounting principles (GAAP) and financial statements of comparable companies?

- ☐ No, or
☐ If yes, please describe.

Dates	Description of Experience

- (ii) Do you have experience with the general application of such principles in connection with the accounting for estimates, accruals and reserves?

- ☐ No, or
☐ If yes, please describe.

Dates	Description of Experience

- (iii) Do you have 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?

- ☐ No, or
☐ If yes, please describe.

Dates	Description of Experience

- (iv) Do you have experience with internal controls and financial reporting and accounting procedures and an understanding of audit committee functions?

- ☐ No, or
☐ If yes, please describe.

Dates	Description of Experience

- (v) Did you acquire your financial expertise through one or more of the following experiences outside of and/or prior to serving on the Company's audit committee:

- (A) through 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?

- ☐ No, or
☐ If yes, please describe.

Dates	Description of Experience

- (B) by actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions?

- ☐ No, or
☐ If yes, please describe.

Dates	Description of Experience

- (C) by overseeing or assessing the performance of companies or public accountants with respect to the preparation, auditing or evaluation of financial statements?

- ☐ No, or
☐ If yes, please describe.

Dates	Description of Experience

(D) through other relevant experience that you believe is equivalent to the experience listed in (i)-(iv) above?

- ☐ No, or
- ☐ If yes, please describe.

Dates	Description of Experience

RELATED PARTIES Addendum

(b) Other Related Party Information.

- (i) Other than the transactions, if any, disclosed in response to Question 7(a), since the first day of the Company's most recently completed fiscal year, **[insert first day of most recently completed fiscal year]**, have you or, to your knowledge, has any member of your immediate family or any entity that you may control or exercise significant influence over to the extent that the entity might be prevented from fully pursuing its own separate interests entered into any material transaction with the Company or its subsidiaries?

For purposes of this Question 7(f) only, **"immediate family"** refers to family members who might control or influence a significant stockholder of the Company (i.e., more than 10%) or a member of management, or who might be controlled or influenced by a significant stockholder or a member of management, because of the family relationship.

☐ No such transaction, or

☐ If yes, please describe.

Parties	Description of Transaction

For more information, please contact your usual Ropes & Gray attorney or reach out to a member of our capital markets team below.

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