

GOODWIN YEAR-END TOOL KIT

DIRECTOR   
AND OFFICER QUESTIONNAIRE

2021-2022

*updated May 15, 2022*

**PREPARER NOTES:**

**Please note that this Director and Officer Questionnaire may require revisions depending on the extent to which companies intend to rely on this Questionnaire as part of their controls relating to Auditing Standard 18.**

This document is provided with the understanding that it does not constitute the rendering of legal or other professional advice by Goodwin Procter LLP or its attorneys. This document (which is in Microsoft Word® format) may be saved and edited so that it can be modified for a specific company (for example, name of the company, name of the contact person, etc.). This document may also require other revisions to render it suitable for a specific company’s circumstances. In the event this document is substantively modified (for example, to shorten or simplify it), the preparer should verify that the questionnaire, as modified, will still gather the information necessary in connection with preparation of the company’s Annual Report on Form 10-K and proxy statement.

Please note that this questionnaire does not address matters related to director independence or certain other disclosure matters. Additional separate questionnaires addressing the following matters are available in our Year‑End Tool Kit to supplement this questionnaire:

(1) director and committee member independence requirements under SEC and stock exchange rules;

(2) independence standards of Institutional Shareholder Services Inc. and the Council of Institutional Investors;

(3) Iran Threat Reduction and Syria Human Rights Act matters;

(4) Foreign Corrupt Practices Act matters;

(5) annual Form 5 reporting and disclosure under Section 16; and

(6) Rule 506(d) and Rule 506(e) “bad actor” events.

This document has been prepared for use by domestic public companies with common stock listed on a U.S. stock exchange, and is not appropriate for companies subject to different SEC or stock exchange requirements, including but not limited to asset backed issuers, foreign private issuers or investment companies, nor does it reflect SEC rules applicable to smaller reporting companies or emerging growth companies.

**Please note especially that the questions in Section I, “Director Diversity,” are not suitable for (1) foreign private issuers, (2) any company that has its principal executive offices located outside the United States or (3) any other company if the company or any of its directors may be subject to or protected by any legal or regulatory requirements related to the privacy or confidentiality of any personal information of any of the company’s directors in any jurisdiction outside the United States, and should not be used by any of these companies without prior review by qualified legal counsel in each such jurisdiction. If there are questions about the company’s use of any of the questions in Section I, the company should obtain the advice of qualified legal counsel. Please review both of the additional cautionary notes under “Director Diversity – General Instructions” in Section I.**

This questionnaire is intended to be used in connection with preparation of the company’s Annual Report on Form 10-K and proxy statement and should not be used in connection with preparation of registration statements without further review and revision. This document is not a substitute for advice of qualified attorneys. We recommend that you consult with your regular Goodwin Procter LLP attorney prior to using this document.

**The terms below require replacement before use of this questionnaire. Please also note the instructions on the following pages: 2, 3, 11, 12, 23, 25, 26, 27, 28 and 29.**

|  |  |  |
| --- | --- | --- |
| [Company Name] | [fiscal year end] | [Goodwin contact name] |
| [Goodwin contact email] | [Goodwin contact telephone number] | [Goodwin contact name] |
| [due date] | [Company contact] | [date approximately 30 days after fiscal year end]. |
| [beginning of prior fiscal year] | [latest practicable date] |  |

NAME:

# [Company Name]

**Questionnaire for Directors, Officers**

**and Controlling Persons**

IN CONNECTION WITH THE

PROXY STATEMENT FOR THE 2022 ANNUAL STOCKHOLDERS MEETING AND

FORM 10-K ANNUAL REPORT FOR FISCAL 2021

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

In preparation of the **[Company Name]** (the “Company”) Proxy Statement for the 2022 Annual Stockholders Meeting (the “Meeting”) and its Annual Report for its fiscal year ended **[fiscal year end]** on Form 10‑K to be filed with the Securities and Exchange Commission, this questionnaire is being sent to all directors, persons nominated or chosen to become directors, officers and persons chosen to become officers to obtain or verify the accuracy and completeness of information required to be included in the Proxy Statement and Form 10‑K.

All statements and information provided in response to this questionnaire will remain confidential, except for matters that are required to be disclosed by federal or state law.

You should be aware that a director, officer or **controlling person** of a company that files proxy materials or reports that contain an untrue statement of a material fact or omit to state a material fact required to be stated in the document, or necessary to make the statements in the document not misleading, may be personally liable to stockholders who have been damaged by the statement or omission, among other liabilities. You should therefore exercise due care in connection with your review and approval of the Company’s proxy materials and reports and answer completely and accurately each part of this questionnaire. The Company will rely on your answers in the preparation of its proxy materials and reports.

*Please answer every question.* If the answer to any question is “None” or “Not Applicable,” please so state. If the space provided for answers is inadequate, please indicate this in the proper space on the questionnaire and state your answer on an attached sheet indicating the corresponding question. Please type or print your answers. Unless otherwise stated, answers should be given as of the date on which you complete this questionnaire.Terms in **bold** are defined in the attached Appendix.

If you require any clarification concerning the meaning or implication of any of the questions or are in doubt as to the significance of any information you have, please contact **[Goodwin contact name]** of Goodwin Procter LLP by email at **[Goodwin contact email]** or by telephone at **[Goodwin contact telephone number]** for assistance. In the event you learn of any information that would affect the accuracy or completeness of the information reported in the questionnaire prior to the scheduled date of the Meeting, please contact **[Goodwin contact name]** immediately.

Please complete, sign and return the questionnaire on or before **[due date]** to **[Company contact]**.

When you have completed this questionnaire, please sign it to indicate: (i) your consent for the Company to use the information provided in its Annual Report on Form 10‑K and proxy statement; (ii) your acknowledgment that material misstatements or omissions in the Annual Report may give rise to civil and criminal liabilities to the Company, each officer and director of the Company signing the Annual Report, the officers providing certifications pursuant to Sections 302 and 906 of the Sarbanes-Oxley Act, and other persons associated with the preparation and filing of the Annual Report; (iii) your agreement to notify the Company of any misstatement of a material fact in the Annual Report, and of the omission of any material fact necessary to make the statements contained in the Annual Report not misleading, promptly after you become aware of any such misstatement or omission; (iv) your agreement to promptly notify the Company of any changes in information provided in the questionnaire occurring after the date you sign this questionnaire; and (v) your confirmation that the information contained in this questionnaire is true and correct, to the best of your knowledge and belief after a reasonable investigation, as of the date you signed the questionnaire.

**[INSTRUCTION – Please see next page for note concerning attachment of biographical information from last year’s proxy statement.]**

**A. DIRECTOR AND OFFICER INFORMATION**

**[Attach biographical information from last year’s proxy statement]**

Attached are copies of pages from the Company’s proxy statement for last year with your biographical information. If the information about you included in these pages from last year’s proxy statement is still correct and complete with respect to the information requested by this questionnaire, you may refer to those pages in your answer to applicable questions. If additional information is available or corrections are needed to make the attached pages accurate and correct, please provide the necessary information below or make appropriate corrections and return the corrected pages with this questionnaire.

1. (a) Please state your full name..

(b) Please state the name by which you would like to be identified in the Proxy Statement and/or Form 10‑K, if different.

(c) Please state your date of birth..

2. Please state your home and business addresses and telephone numbers.

HOME:

Telephone:

BUSINESS:

Telephone:

3. Please list all positions and offices which you hold or have held in the Company, or any subsidiary or controlled entity in which the Company directly or indirectly owns 50% or more of the voting interests (a “Subsidiary”), and your term of office and the periods of your service with the Company or any Subsidiary..

4. Please list any other material relationship(s) you have or have had with the Company or any Subsidiary..

5. 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 officer (or person nominated as a director or officer) of the Company or any Subsidiary. The disclosure, if any, should state (for each relationship) the identity and position of such person and the nature of the relationship..

6. 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, and the name and a description of the principal business of any corporation or other organization in which such occupations and employment were conducted and the location of its principal office (officers of the Company may refer to their answer to Question A.3 above unless you have been an employee of the Company or a Subsidiary for less than five years);.

(c) state whether such corporation or organization is a Parent, Subsidiary or other **affiliate** of the Company; and.

(d) *for directors and director nominees only:*  to the extent you feel that the information above does not do so, please briefly describe any of your 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 wish, you may attach (1) a copy of a biographical summary or *curriculum vitae* or (2) if relevant, a copy of a biographical section from another public company’s proxy statement that you believe would serve as a supplemental or full response to question 6(d) above. Please feel free to note or otherwise highlight any specific information, either in the space provided below or on any attachment.

I have attached a bio/c.v.

7. 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 or was required to file reports (for example, Form 10‑Ks, Form 10‑Qs, etc.) with the Securities and Exchange Commission or any company registered as an investment company under the Investment Company Act of 1940 and provide the other information below:.

Company Name and Location Date(s) Served as Director

8. (a) 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? (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)..

(b) Are you or have you been in the past a party to any arrangement or understanding 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?

Yes  No

If yes, please describe that arrangement or understanding..

9. To your best knowledge, are you, or is any **associate** of yours, an adverse party to the Company or any of its Subsidiaries in any pending legal proceeding?.

Yes  No

If yes, please briefly describe such proceedings.

10. To your best knowledge, do you, or does any **associate** of yours, have an interest adverse to the Company or any of its Subsidiaries in any pending legal proceeding?.

Yes  No

If yes, please briefly describe such interests.

11. Are you aware of any pending, threatened or contemplated litigation against the Company, any of its Subsidiaries, or circumstances that could form the basis for any such action, other than matters which you know have been disclosed to the President or Chief Financial Officer of the Company?.

Yes  No

If yes, please describe.

12. Please state whether, to your best knowledge, any of the following events occurred within the past ten years:

(a) 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

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

Yes  No

(c) You were the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court or federal or state authority permanently or temporarily enjoining you from, or otherwise limiting your ability to engage in or be associated with persons engaged in, any of the following activities:

(i) 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;

(ii) 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;

(iii) associating with persons engaged in any of the foregoing activities;

(iv) engaging in any type of business practice; or

(v) 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;.

Yes  No

(d) You were found by a court or by the Securities and Exchange Commission or Commodities Futures Trading Commission to have violated any federal or state securities or commodities law or regulation, 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

(e) 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:

(i) any federal or state securities or commodities law or regulation;

(ii) 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

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

Yes  No

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

(i) any national securities exchange, registered securities association, or registered clearing agency;

(ii) the Municipal Securities Rulemaking Board;

(iii) a board of trade designated as a contract market under the Commodity Exchange Act;

(iv) a derivatives transaction execution facility registered under Section 7a of the Commodity Exchange Act;

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

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

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

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

Yes  No

If you answered yes to any of the items (a)‑(f) above, please describe such events in detail and indicate the relevant date(s). Include in your explanation any mitigating circumstances the Company might explain in its Proxy Statement. Please use additional sheets to answer if necessary.

**B. DIRECTOR COMPENSATION (Directors only)**

Instruction: Only directors and director nominees need to complete this Part B. Please answer each of the questions below with respect to the Company’s most recently completed fiscal year and any subsequent period through the date on which you completed this questionnaire.

**[Question 5 is required only for directors and director nominees of Nasdaq-listed companies. NYSE-listed companies can delete Question 5. For additional information related to director compensation disclosure, refer to “The Director Compensation Table” in the *Executive Officer and Director Worksheet* in the Goodwin Year‑End Tool Kit.]**

1. Please describe any compensation paid to you by a third party pursuant to any arrangement between the Company or any of its Subsidiaries and any such third party..

2. Please describe any compensation paid to you by a third party directly or indirectly related to or resulting from your service to the Company or any of its Subsidiaries..

3. Please describe any consulting fees earned from, or paid or payable by the Company and/or its Subsidiaries to you, including through joint ventures.

4. 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, charter provision, by-law, or provision of any agreement to which the Company is a party..

5. **[*Required for directors and nominees of Nasdaq-listed companies only*]**Please describe any agreement or arrangement between you and any person or entity other than the Company under which you may receive compensation or any other payment in connection with your service or candidacy as a director of the Company.

The Company intends that these terms should be interpreted broadly. These terms include both cash and non-cash compensation or payments, such as health insurance premiums or indemnification, that may be made in connection with your service or candidacy as a director of the Company. You do not need to describe agreements or arrangements that relate only to reimbursement of expense in connection with your service or candidacy as a director.

For each such arrangement, in the space below please (a) identify the parties to the agreement or arrangement and (b) describe the terms of the agreement or arrangement. If you believe that the Company has disclosed this agreement or arrangement in the Company’s most recent proxy statement for its annual meeting of shareholders or in a Form 8-K relating to your election or appointment as a director during the Company’s current fiscal year, please note that in your response..

**C. STOCK OWNERSHIP IN THE COMPANY**

1. Please provide all information as of **[date approximately 30 days after fiscal year end]**.

(a) How many shares of the Company’s equity securities do you **beneficially** **own**? Include any shares held in any retirement, stock purchase or dividend reinvestment or other plan. Include also any shares that are subject to any buy-sell arrangement with the Company and any securities that you must hold to satisfy minimum stock ownership requirements or guidelines for directors or executive officers (such as “director qualifying shares”). The number of shares provided in response to this question will be included in the Proxy Statement reflecting your total beneficial ownership. If you disclaim beneficial ownership of any shares that you have included in this amount (see Question C‑11 below), such disclaimer may be set forth in a footnote to the stock ownership table in the proxy statement..

(b) With respect to the equity securities set forth in the preceding question, please indicate the number of equity securities as to which you possess the sole power to vote (or to direct the vote), sole power to dispose (or to direct the disposition) or shared power to so vote or dispose..

(i) Sole power to vote:

(ii) Shared power to vote:

(iii) Sole power to dispose:

(iv) Shared power to dispose:

(v) With respect to equity securities held in any retirement, stock purchase, stock dividend or other Company-sponsored plan; please indicate:

|  |  |  |
| --- | --- | --- |
| The number of equity securities,  separately for each plan | Whether or not these equity securities are included in one of the four categories immediately above | The nature of your beneficial ownership if other than as  a direct participant in the plan |

2. If you answered yes to either items (b)(ii) or (b)(iv) above, please specify the person(s) or entities with whom the power is shared, and describe the arrangement by which you share the power to vote or dispose of the shares..

3. Do you have the right to acquire **beneficial ownership** of any shares of the Company’s equity securities within 60 days after **[date approximately 30 days after fiscal year end]** pursuant to:.

(a) The exercise of any option, warrant or right?

Yes  No

(b) The conversion of any security?

Yes  No

(c) The power to revoke a trust, discretionary account or similar arrangement?

Yes  No

(d) The automatic termination of a trust, discretionary account or similar arrangement?

Yes  No

If you answered yes to any of the above, please briefly describe the details, including the number of shares that may be so acquired and whether you have included the shares in your response to Question C‑1(a) above.

4. How many shares of the Company’s equity securities are **beneficially owned** by your spouse?.

Are these shares included in your response to Question C‑1(a) above?

Yes  No

5. How many shares of the Company’s equity securities are **beneficially owned** by any relative (of yours or your spouse) who lives with you?.

Are these shares included in your response to Question C‑1(a) above?

Yes  No

6. Do you or your spouse or any relative (of yours or your spouse) who lives with you have a power of attorney or similar authorization to act on behalf of any person who **beneficially owns** any shares of the Company’s equity securities? If yes, please indicate the number of shares and briefly describe the nature of the power of attorney or other authorization..

Yes  No

Number of shares: \_\_\_\_\_\_\_\_\_

Brief description of arrangement:

7. How many shares of the Company’s equity securities are **beneficially owned** by any corporation or organization with which you are **affiliated** as a director, officer, partner or the **beneficial owner** (directly or indirectly) of 10% or more of its equity securities?.

Are these shares included in your response to Question C‑1(a) above?

Yes  No

8. How many shares of the Company’s equity securities are **beneficially owned** by any trust or estate in which you have a beneficial interest?.

Are these shares included in your response to Question C‑1(a) above?

Yes  No

9. How many shares of the Company’s equity securities are **beneficially owned** by any trust or estate (not covered in Question C‑8 above) for which you serve as trustee or in a similar fiduciary capacity?

Are these shares included in your response to Question C‑1(a) above?.

Yes  No

10. Do any of the persons or entities described in questions C‑4 through C‑9 above have the right to acquire **beneficial ownership** of any shares of the Company’s equity securities within 60 days after **[date approximately 30 days after fiscal year end]** pursuant to:.

(a) The exercise of any option, warrant or right?

Yes  No

(b) The conversion of any security?

Yes  No

(c) The power to revoke a trust, discretionary account or similar arrangement?

Yes  No

(d) The automatic termination of a trust, discretionary account or similar arrangement?

Yes  No

If you answered yes to any of the above, please briefly describe the details, including the number of shares that may be so acquired. Please also indicate whether such shares are included in your response to Question C‑1(a) above.

11. Do you disclaim **beneficial ownership** of any or all of the shares mentioned in questions C‑4 through C‑10 above?.

Yes  No

If yes, please state those shares over which you wish to disclaim **beneficial ownership**.

12. Are you a party to or do you know of any agreements or arrangements, including any pledge of the stock of the Company or any Subsidiary, or any trust or other plan, the effect of which may be to result in a change in control of the Company or any Subsidiary or which is designed to control or direct the voting of any shares of the Company’s capital stock?.

Yes  No

If yes, please describe each such arrangement.

13. Do you or any **associate** of yours hold more than 5% of any class of voting securities of the Company pursuant to any voting trust or similar agreement or arrangement, or do you know of any such voting trust of similar agreement or arrangement?.

Yes  No

If yes, please state (1) the title of such securities, (2) the amount held or to be held pursuant to the trust or agreement, and (3) the duration of the agreement.

Please give the names and addresses of the voting trustees and briefly describe their voting rights and other powers under the trust or agreement.

14. (a)Are you a member of a group that **beneficially owns** more than 5% of any class of the Company’s voting securities? If so, briefly describe the details below..

(b) Do you know of any individual, entity or group that **beneficially owns** more than 5% of any class of the Company’s voting securities? If so, briefly describe the details below.

15. At any time since the beginning of the Company’s most recent completed fiscal year, have any of the shares **beneficially owned** by you or described in C-4 through C-10 above been, for any present or future obligation or borrowing:.

(a) held in a margin account by a brokerage firm, bank or other party;

(b) held in a brokerage, cash management or other account which has a cash borrowing or similar feature;

(c) pledged or otherwise made available in any manner as security or collateral (whether or not title and/or possession of such shares has been transferred);

(d) subject to a negative pledge or similar arrangement under which you have agreed with a lender not to convey such shares to a third party or otherwise to encumber such shares; or

(e) subject to any other kind of present or potential future lien, security interest or similar arrangement?

*Please provide the following information even if no amounts are currently borrowed or otherwise outstanding, and even if there are other assets available to the brokerage firm, bank or other party to serve as collateral for any obligation or borrowing.*

*Please include information with respect to such shares even if any such arrangements would benefit another person but would not benefit you directly or indirectly.*

If the answer to any of the questions in (a)-(e) above is yes, please indicate the number of such shares that are subject to any such arrangement and briefly describe the details below.

16. Have you transferred any option awards or stock awards since **[beginning of prior fiscal year]**? If yes, briefly describe the option award or stock award and the details of the transfer below:.

(a) If an option award was transferred other than for value, how many shares underlying the option award were transferred? Briefly describe the nature of the transfer..

(b) If an option award was transferred for value, how many shares underlying the option award were transferred?.

(c) If an option award was transferred for value, what was the dollar value realized upon the transfer (less the exercise price of such options)?.

(d) If a stock award was transferred for value, how many shares underlying the stock award were transferred?.

(e) If a stock award was transferred for value, what was the dollar value realized upon the transfer?.

**D. TRANSACTIONS WITH THE COMPANY OR ANY SUBSIDIARY**

1. Since the beginning of the Company’s most recent completed fiscal year, have you, any **associate** of yours or any member of your **immediate family** had, or propose to have, any interest, directly or indirectly, in any transaction (or series of similar transactions), arrangement or relationship to which the Company, any of its Subsidiaries or any of its pension, retirement or similar plans was or is to be a participant? Please note you are deemed to have an indirect interest in a transaction between the Company and any entity with which you are **affiliated** as described in Question C‑7 above. Please note also that employment relationships should also be considered a “transaction” for purposes of responding to this question. If you answer “yes” to this question or the following question, please note that additional follow-up may be necessary..

Yes  No

If yes, for each such transaction, please provide the following information:

* the name of such person;
* a description of the relationship to you and the Company;
* the nature of such person’s interest in the transaction(s) (including such person’s position(s) or relationships(s) with, or ownership in, a firm, corporation, or other entity that is party to, or has an interest in, such transaction);
* when such transaction(s) occurred or will occur;
* the amount of such transaction(s); and
* the amount of such person’s interest in the transaction(s) (without regard to profit or loss).

In the case of In the case of any lease or other transaction providing for periodic payments or installments other than financial transactions covered in the next question, please provide the following additional information:

* the aggregate amount of all periodic payments or installments due on or after the beginning of the company’s last fiscal year, including any required or optional payments due during or at the conclusion of the lease or other transaction providing for periodic payments or installments.

2. If you, any **associate** of yours or any member of your **immediate family** is or was at any time since the beginning of the Company’s most recent completed fiscal year, or proposes to be, engaged, directly or indirectly, in any financial transaction (or series of similar transactions), arrangement or relationship (including any indebtedness or guarantee of indebtedness) in any amount involving the Company, any of its Subsidiaries or any of their pension, retirement or similar plans as a participant, please indicate below the name such person and indicate such person’s relationship to you and the Company, the nature of the debt, the largest aggregate amount outstanding during the Company’s most recent completed fiscal year, the amount outstanding at **[insert latest practicable date]**, the amount of principal paid during the Company’s most recent completed fiscal year, the amount of interest paid during the Company’s most recent completed fiscal year, the rate of interest paid or charged thereon, the other material terms of the indebtedness, and a description of any collateral securing the indebtedness..

3. 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 elections to office or interests under option or retirement plans disclosed elsewhere in this questionnaire)?.

Yes  No

If yes, please describe such interest.

**E. RELATIONSHIPS WITH INDEPENDENT AUDITORS**

Do you have or are you aware of any relationships with partners or employees of the Company’s independent auditor that might be viewed as affecting the independence of the Company’s independent auditor or any partner or employee of the auditor who is involved in auditing the Company’s financial statements or internal control over financial reporting? For purposes of this question, the term “relationship” includes but is not limited to social and other personal relationships.

Yes  No

**F. COMPENSATION ADVISER RELATIONSHIPS**

**[List each person or entity that is providing or has provided any compensation advice or consulting services during the Company’s most recent completed fiscal year in the table below]**

The Compensation Committee may retain or receive advice from one or more of the persons identified below (the “Advisers”) who are employed by, or are partners or members of, the companies or firms (the “Firms”) identified below.

|  |  |
| --- | --- |
| Adviser/Consultant Name  (Advisers) | Company/Firm Name  (Firms) |
|  |  |
|  |  |
|  |  |
|  |  |
|  |  |

1. Do you have any business or personal relationship with any of the Advisers or Firms or any **affiliate** of any of the Advisers or Firms, or have you had such a relationship with any of the Advisers or Firms or any **affiliate** of any of the Advisers or Firms since the beginning of the Company’s most recent completed fiscal year? If “yes,” please provide the information in the table below..

Yes  No

|  |  |  |
| --- | --- | --- |
| Relationship Period  (Start-End Month/Year) | Name and Title of Adviser/Firm | Nature of Business or Personal Relationship |
|  |  |  |
|  |  |  |
|  |  |  |

**G. BOARD CONFLICTS OF INTEREST AND COMPETITIVE/COMPENSATION INTERLOCKS**

1. Does the Board of Directors of the Company have a Compensation Committee (or other board committee performing equivalent functions)?

Yes  No

If yes, have you served as a member of such committee at any time on or after the beginning of the company’s most recent completed fiscal year? If yes, please name the committee.

If no, have you participated in deliberations of the Company’s Board of Directors concerning executive officer compensation at any time on or after the beginning of the company’s most recent completed fiscal year?.

2. At any time on or after the beginning of the company’s most recent completed fiscal year, have you served as either a director, executive officer, or member of the Compensation Committee (or other board committee performing equivalent functions) of any entity other than the Company, including non‑public entities (but excluding entities exempt from taxation under Section 501(c)(3) of the Internal Revenue Code)? If so, please provide the relevant information below..

Director of following entities:

Executive officer of following entities:

Member of Compensation Committee (or equivalent body, or Board of Directors if it determines executive compensation) of following entities:

3. Do you, or have you at any time on or after the beginning of the company’s most recent completed fiscal year, served as either a director or an officer of any business other than the Company, including non-public businesses, that had (a) total liabilities and stockholders’ equity (*i.e.*, net worth as shown on its balance sheet) in excess of$ 37,382,000 as of the end of that business’s most recent completed fiscal year and (b) revenues of $ 3,738,200 or more attributable to business operations that could be viewed as competing with the Company because of the nature of the other business’s business operations and the geographical markets in which the other business operates? If so, please provide the name of the business in the space below.[[1]](#footnote-1)\*.

Yes  No

4. Based on your review of your business and personal employment, investments and activities since the beginning of the company’s most recent completed fiscal year, are you currently in compliance with the Company’s **[revise document names as appropriate]** Code of Business Conduct and Corporate Governance Guidelines? If you check “no,” please explain briefly in the space below.

Yes  No

**H. IRAN-RELATED ACTIVITIES**

**[Section H should be deleted if the separate supplemental questionnaire relating to Iran-related activities is circulated with this questionnaire]**

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 2022 or thereafter.

1. Since the beginning of the company’s most recent completed fiscal year, 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

2. Since the beginning of the company’s most recent completed fiscal year, 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

**I. DIRECTOR DIVERSITY.**

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| **[Delete this box and the instructions in this box before distributing this questionnaire. Nasdaq-listed companies should also review “Nasdaq Board Diversity Matrix – Instructions for Nasdaq-Listed Companies” in the box below before distributing this questionnaire.]**  **Director Diversity**  **General Instructions**  **Which Version of the Board Diversity Matrix Questions to Use**  **Nasdaq-listed companies that are *not* California-based** should use Version 1 of the Board Diversity Matrix below unless the Company is “California-based” under applicable California law. “California based” includes any public company that has outstanding shares listed on a “major United States stock exchange” and shows a California address as the address of its principal executive offices on the cover page of its Annual Report on Form 10-K for that year. Nasdaq-listed companies must publish the Board Diversity Matrix in exactly the format required by Nasdaq rules.  **Nasdaq-listed companies that are California-based** should use Version 2 of the Board Diversity Matrix but should consult with counsel beforehand to confirm compliance with California law. Nasdaq-listed companies must publish the Board Diversity Matrix in exactly the format required by Nasdaq rules.  **California-based companies that are *not* Nasdaq-listed** should use Version 3 of the Board Diversity Matrix but should consult with counsel beforehand to confirm compliance with California law. California law does not require companies to publicly disclose a director diversity matrix in any form.  **Companies that are *not* Nasdaq-listed and are *not* California-based** can optionally use Version 1 of the Board Diversity Matrix, and may modify both the question below and the format in which these companies publicly disclose director diversity information on a voluntary basis.  **Companies that are “foreign private issuers” or “foreign issuers” under Nasdaq rules should not use the Board Diversity Matrix questions unless these questions have been reviewed by qualified legal counsel to determine how the legal or regulatory requirements of any jurisdiction outside the United States may apply to the company and its directors. You should also review the cautionary note at the end of this section and in the “Preparer Notes” section at the beginning of this document.**  **\* \* \***  **Discussion of Director Diversity Versions for Nasdaq-Listed Companies, California-Based Publicly Traded Companies, and NYSE-Listed and Other Companies**  **Nasdaq 2021 Amendments.** On August 6, 2021, the SEC approved amendments to Nasdaq rules that will require companies listed on the Nasdaq U.S. stock exchanges (1) to publicly disclose board-level diversity statistics each year using a standardized template (the “Board Diversity Matrix”); and (2) to have or explain why they do not have at least two diverse directors. This section of this questionnaire relates to the Board Diversity Matrix, including Nasdaq requirements and guidance. **Nasdaq-listed companies should review “Nasdaq Board Diversity Matrix – Instructions for Nasdaq-Listed Companies” below. Failure to do so may result in a violation of Nasdaq rules.**  **Compliance dates for Nasdaq-listed companies.** Nasdaq-listed companies that were listed before August 6, 2021 must initially disclose the Board Diversity Matrix in 2022 by the later of: (1) August 8, 2022 or (2) the date the Company files its proxy statement or its information statement for its annual meeting of shareholders (or, if the Company does not file a proxy or information statement, the date it files its Form 10-K or 20-F) during the calendar year of the 2022. For greater clarity, Nasdaq has published the following deadlines:   1. if the company files its 2022 proxy statement before August 8, 2022 and does not include the Board Diversity Matrix, the company has until August 8, 2022 to provide the Board Diversity Matrix either (a) on the company’s website or (b) in an amended annual report (such as on Form 10-K or 20-F); 2. if the company files its 2022 proxy statement on or after August 8, 2022, it must either include the Board Diversity Matrix in its proxy company statement or post the Board Diversity Matrix on its website within one business day of filing its proxy statement; and 3. if the company does not intend to file a proxy statement in 2022, the company has until August 8, 2022 to provide the Board Diversity Matrix on its website.   Nasdaq-listed companies that were listed on or after August 6, 2021 must initially disclose the Board Diversity Matrix one year from the date on which the company was listed.  **Nasdaq Instructions for Website Posting.** Nasdaq has published instructions for website posting of the Board Diversity Matrix that apply when a company posts the Board Diversity Matrix on its website rather than in its proxy or information statement or Form 10-K or 20-F annual report. Nasdaq requires that companies notify Nasdaq in the manner provided in the instructions below within one business day after the company posts the Board Diversity Matrix on its website. These instructions are reproduced below:  If your company elects to provide the Board Diversity Matrix on its website, the company will need to:   * **Complete a Board Diversity Matrix.** Nasdaq provides a fillable PDF of the Board Diversity Matrix for U.S. companies and a fillable PDF for Foreign Issuers . In lieu of utilizing the fillable PDF, your company may create its own template if the format is substantially similar to the standardized template. * **Clearly label the disclosure as Board Diversity Matrix on your company’s website.** While your company can provide the Board Diversity Matrix anywhere on its website, Nasdaq recommends posting it on your company’s Investor Relations webpage or other webpage where Governance documents are housed. * **Complete Section 10 (Board Diversity Disclosure) of the Company Event Form.** Log in to the Listing Center and complete Section 10 [titled “Board Diversity Disclosure”] of the [Company Event Form], which requires your company to provide the Disclosure Date and URL Location of its Matrix.   **Note that the Nasdaq rules and the California laws that require disclosure of the gender and demographic diversity of a company’s directors are subject to legal challenges that could affect the effective dates or validity of these requirements. Companies should confirm the current status of these challenges before distributing a questionnaire that includes this section of the questionnaire. *Update (May 15, 2022): California trial courts have ruled that S.B. 826, relating to directors who self-identify as female, and A.B. 979, relating to directors who self-identify as a member of specified under-represented minorities, violate the California constitution and issued orders that prohibit any use of taxpayer funds to administer or enforce the law. As of mid-May 2022, a decision by the state whether to appeal the order was pending. Until the state has decided whether or not to appeal the trial court decisions and/or an appellate court has ruled on the decisions of the trial courts, we recommend that companies consult with counsel regarding compliance with S.B. 826 and A.B. 979.***  **Version 1 and Version 2 for Nasdaq-listed companies.** Nasdaq-listed companies that are ***not*** California-based publicly traded companies should use Version 1 of the Board Diversity Matrix below. Nasdaq-listed companies that ***are*** California-based public companies should use Version 2. The purpose of the questions in Version 1 and Version 2 is to permit Nasdaq-listed companies to comply with Nasdaq (and California, if applicable) requirements in 2022. The information in the Board Diversity Matrix is based solely on how each director chooses to self-identify. Although the company’s directors are asked to identify the gender and demographic category or categories in which they choose to identify themselves, Nasdaq rules also permit directors to decline to disclose this information.  **Version 3 for California-based publicly traded companies that are not Nasdaq-listed.** Companies with their principal executive office in California that are listed on a major U.S. stock exchange, including the NYSE and the NYSE American stock exchange, are subject to the gender diversity requirements of Senate Bill 826 and the demographic diversity requirements of Assembly Bill 979. These companies can use Version 3 of the Board Diversity Matrix below to assist in complying with applicable California laws. Companies may wish to note that the gender and demographic diversity categories in the Nasdaq Board Diversity Matrix as required by Nasdaq rules are different in some respects from those required by California law. For example, Assembly Bill 979 refers to “gay, lesbian, bisexual, or transgender,” while the Nasdaq rule refers to “LGBTQ+”; Assembly Bill 979 does not include a director identifying with two or more races; and neither Senate Bill 826 nor Assembly Bill 979 provides for a “prefer not to answer” option.  **NYSE-listed and other companies that are not California-based publicly traded companies.** NYSE rules do not impose any requirements with respect to the diversity of a listed company’s directors. NYSE-listed companies may choose to ask directors to respond to the questions below for other reasons, such as compliance with state laws, or responding to information requests from proxy advisory services such as ISS or from institutional investors. NYSE-listed companies that are California-based should use Version 3 of the Board Diversity Matrix below to assist in gathering information required by California law. If a NYSE-listed company that is not California-based does not want to solicit this information from directors, Section I of this questionnaire should be deleted in its entirety.  **Supplemental Director Self-Identification, Skills and Other Information.** Part III of each version of the Board Diversity Matrix includes examples of optional supplemental director self-identification information. Part III is optional, and companies can (1) delete Part III completely or (2) revise the self-identification information in Part III as desired. In February 2022, Nasdaq revised its original position that prohibited modification of the Board Diversity Matrix and required any supplemental information to be presented separately. Nasdaq now permits companies to add supplemental director self-identification information in the Nasdaq Board Diversity Matrix. As a result, companies have a third option: to include any additional information in the main portion of the Board Diversity Matrix . A non-exhaustive list of examples would include “Asian other than South Asian,” “South Asian,” “Persons with Disabilities” and “Military Veteran.” Nasdaq continues to permit presentation of additional information below the Board Diversity Matrix or in a separate table.  **Note that smaller reporting companies, emerging growth companies, listed companies with their principal executive offices outside the U.S., and “foreign private issuers” (as defined under the rules of the Securities and Exchange Commission) that are Nasdaq-listed are subject to modified versions of the Nasdaq disclosure requirement, and companies newly listed on Nasdaq may be subject to transitional relief that permits deferred compliance. In these cases, companies should consult with their Goodwin contact.**  **Companies that are “foreign private issuers” or “foreign issuers” under Nasdaq rules may be subject to legal restrictions or prohibitions that apply to solicitation and/or disclosure of information about the self-identification of directors, especially self-identification as a member of an underrepresented minority or LGBTQ+. These companies should not use the diversity questions in this section or disclose information about director self-identification without first obtaining legal advice concerning compliance with all laws, rules and regulations that may apply to solicitation and disclosure of information about director self-identification. Please review the cautionary notes at the beginning of this section and under “Preparer Notes” at the beginning of this document.** |

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| **[Delete this box and the instructions in this box before distributing this questionnaire. The Board Diversity Matrix below should be used only by Nasdaq-listed companies with principal executive offices in the U.S. Nasdaq “foreign issuers” (companies with principal executive offices outside the U.S.) and Foreign Private Issuers (as defined under SEC rules) should request an alternative version of the Board Diversity Matrix and the related instructions.]**  **Nasdaq Board Diversity Matrix**  **Instructions for Nasdaq-Listed Companies**  ***Updated February 2022***  Nasdaq has published [instructions](https://listingcenter.nasdaq.com/assets/Board%20Diversity%20Disclosure%20Matrix.pdf) that apply to all Nasdaq-listed companies unless the company is exempt under Nasdaq Listing Rule 5605(f)(4). As revised by Nasdaq in February 2022, the instructions include the following:   1. The disclosure must be titled “**Board Diversity Matrix**.” 2. The Board Diversity Matrix must include “**As of [date].**” Nasdaq instructions for the Board Diversity Matrix now state that the “As of Date” line that is required at the top of the Board Diversity Matrix should reflect the date as of which the information is ***reported*** rather than the date of collection, which in many cases was presumably the date of the company’s director and officer questionnaires. The Nasdaq instructions indicate that the “reported” date is the filing date of the company’s proxy materials or the date on which the company posts the Board Diversity Matrix on its website. 3. **Supplemental Director Demographic, Skills and Other Information.** Nasdaq now permits companies include additional information as part of the Board Diversity Matrix. Nasdaq previously required that companies publish the Board Diversity Matrix without substantial modification and provide supplemental information either below the Board Diversity Matrix or in a separate table. A non-exhaustive list of examples would include “Asian other than South Asian,” “South Asian,” “Persons with Disabilities” and “Military Veteran.” Nasdaq continues to permit presentation of additional information below the Board Diversity Matrix or in a separate table. 4. **Categories Not Applicable to Directors.** Nasdaq now permits companies to delete categories that are not applicable to its directors. This applies to both the gender categories (for example, “Non-Binary” or “Did Not Disclose Gender”) and demographic categories (for example, LGBTQ+, “Two or More Races or Ethnicities” or “Native Hawaiian or Pacific Islander”). 5. **Self-Identification is Voluntary.** The information in the Board Diversity Matrix must be based on the **voluntary self-identification** of each member of the Company’s board of directors. For a company organized in the U.S., any director who chooses not to disclose a gender should be included under “Did Not Disclose Gender” and any director who chooses not to identify as any race or not to identify as LGBTQ+ should be included in the “Did Not Disclose Demographic Background” category in the Board Diversity Matrix. 6. **Directors Decline to Disclose Gender and/or Demographic Information.** Nasdaq has clarified its prior guidance on cases where directors do not provide gender and/or demographic information to indicate that companies must still provide the Board Diversity Matrix if the company’s directors do not disclose gender and/or demographic information. Note that the example provided by Nasdaq illustrates a case where none of the company’s directors provided any gender or demographic information. In this case, the example includes the entire Board Diversity Matrix template, showing the number of directors on the company’s board in the “Did Not Disclose” cell for both the gender and the demographic sections of the Board Diversity Matrix and showing a dash for every other cell in the Board Diversity Matrix. Potentially conflicting Nasdaq guidance states that “if none of the specified categories of diversity (e.g., gender or race/ethnicity) are disclosed within a company’s [Board Diversity]Matrix, such Matrix will not meet the substantially similar threshold.” 7. **Foreign Issuers and Privacy Obligations.** Nasdaq has clarified its prior guidance on publication of the Board Diversity Matrix by Foreign Issuers (as defined in Nasdaq rules) to indicate that if the company is prohibited from soliciting and/or publicizing some of the information that would be required in the Board Diversity Matrix, these companies must provide the portion of the Board Diversity Matrix that is not prohibited. For example, if the company is prohibited from publicizing demographic information, the company must still provide the gender information portion of the Board Diversity Matrix. 8. When completing the Board Diversity Matrix, the Company should enter the number of directors who self-identify in each category. **If a director self-identifies in the “Two or More Races or Ethnicities” category, the director must also self-identify in each individual category, as appropriate.** For more details on the categories, refer to the definitions below. 9. Nasdaq rules require companies to publicly disclose the Board Diversity Matrix at least once per calendar year. If, within the same year, the Company changes its board composition after it publishes its Board Diversity Matrix, the Company may publish its updated information, but Nasdaq rules do not require it to do so. 10. **Text-Searchable Format.** In February 2022, Nasdaq changed its previous requirement that companies include a text-searchable version of the Board Diversity matrix if the company presented it in a graphic or image format. Nasdaq now “encourages,” rather than requires, companies to provide the Board Diversity Matrix in a text-searchable format. Nasdaq previously required that the company must provide the Board Diversity Matrix information in a searchable text or table format if the company published the Board Diversity Matrix in a graphic or image format. 11. Following the first year of disclosure of the Board Diversity Matrix, all Nasdaq-listed companies must **include the current year and immediately prior year diversity information** in its disclosure. If the Company publishes the Board Diversity Matrix on its website**, the disclosure must remain accessible on the Company’s website**. |

**[Version 1]**

**[Required for Nasdaq-listed companies that are not California-based]**

**[Optional for other companies that are not California-based – use alternate introductory text below]**

The purpose of the questions below is to permit the Company to disclose, on an aggregated basis, the gender and demographic diversity of its directors in 2022, as required by Nasdaq rules. All directors and nominees for director should answer the questions below by checking the appropriate boxes in each part of the table. Your responses below should be based solely on how you choose to identify yourself.

The Company is required to publicly disclose information about the gender and demographic self-identification of directors on an aggregated basis under Nasdaq rules. However, the Company is not required to disclose how individual directors self-identify, **[the Company should review and confirm that the following statement is correct or revise as necessary]** and will not disclose information about how individual directors self-identify except to the extent that you have consented to disclosure of gender and/or demographic information in connection with your biography that is included in the Company’s proxy statement and/or on the Company’s website**.** The Company requests that each director identify the gender and demographic category or categories in which you identify yourself below. Nasdaq rules, however, permit you to indicate that you prefer not to disclose the information in any or all of these questions, and you can check the appropriate box(es) if you prefer.

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| **[Alternate introduction for companies that are *not* Nasdaq-listed and are *not* California-based publicly traded companies that will voluntarily disclose director self-identification]**  The purpose of the questions below is to permit the Company to disclose, on an aggregated basis, the gender and demographic diversity of its directors in 2022. The Company requests that each director identify the gender and demographic category or categories in which you identify yourself below by checking the appropriate boxes in each part of the table below. **[The Company should review and confirm that the following statement is correct or revise as necessary]** The Company does not intend to disclose how individual directors self-identify, and will not disclose information about how individual directors self-identify except to the extent that you have consented to disclosure of gender and/or demographic information in connection with your biography that is included in the Company’s proxy statement and/or on the Company’s website**.** Your responses below should be based solely on how you choose to identify yourself. |

**[Preparer note: As of February 2022, Nasdaq permits companies to include other information in the Board Diversity Matrix. As a result, the information in Part III or other information is no longer required to be presented separately from the Board Diversity Matrix.]**

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| **Director Self-Identification**  **Nasdaq Board Diversity Matrix** | |
| **Part I: Gender Self-Identification**  ***Check one*** | |
| Female | ☐ |
| Male | ☐ |
| Non-Binary | ☐ |
| Prefer not to disclose gender | ☐ |
| **Part II: Demographic Self-Identification**  ***Check each that applies***  ***Refer to definitions following these questions*** | |
| African American or Black | ☐ |
| Alaskan Native or Native American | ☐ |
| Asian | ☐ |
| Hispanic or Latinx | ☐ |
| Native Hawaiian or Pacific Islander | ☐ |
| White | ☐ |
| Two or More Races or Ethnicities  *Please check this box if you checked more than one box for race/ethnicity above* | ☐  *Note: if you self-identify in the “Two or More Races or Ethnicities” category, you must also check the appropriate boxes to indicate your self-identification in each individual category* |
| LGBTQ+ | ☐ |
| Prefer not to disclose demographic background | ☐ |
| **Part III: Supplemental Self-Identification (Optional)**  ***Check each that applies*** | |
| Military Veteran | ☐ |
| Person with Disability/Disabilities | ☐ |
| Middle Eastern | ☐ |
| North African | ☐ |

**Definitions**

**for**

**Director Self-Identification Board Diversity Matrix**

The following definitions apply to the diversity self-identification questions above:

**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.

**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.[[2]](#footnote-2)\*

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

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

**[End of Version 1]**

**[Version 2]**

**[Required for Nasdaq-listed companies that are California-based]**

The purpose of the questions below is to permit the Company to disclose, on an aggregated basis, the gender and demographic diversity of its directors in 2022, as required by Nasdaq rules and applicable California laws that require the company to have at least a specified number of directors who satisfy gender and demographic diversity requirements and to report that information to the California Secretary of State. All directors and nominees for director should answer the questions below by checking the appropriate boxes in each part of the table. Your responses below should be based solely on how you choose to identify yourself.

The Company is required to report information about the gender and demographic self-identification of directors on an aggregated basis under Nasdaq rules and California laws. However, the Company is not required to disclose how individual directors self-identify, **[the Company should review and confirm that the following statement is correct or revise as necessary]** and will not disclose information about how individual directors self-identify except to the extent that you have consented to disclosure of gender and/or demographic information in connection with your biography that is included in the Company’s proxy statement and/or on the Company’s website**.** The Company requests that each director identify the gender and demographic category or categories in which you identify yourself below. Nasdaq rules permit you to indicate that you prefer not to disclose the information in all or any of these questions. Although California law does not provide a “prefer not to disclose” option, it does not require you to respond. Please note that not responding may affect the Company’s ability to satisfy the California requirement that the Company have a specified minimum number of directors who satisfy California gender and demographic diversity requirements. For this reason, the Company would appreciate your willingness to indicate how you self-identify in the gender and demographic categories below, instead of checking the “prefer not to disclose” responses.

**[Preparer note: As of February 2022, Nasdaq permits companies to include other information in the Board Diversity Matrix. As a result, the information in Part III or other information is no longer required to be presented separately from the Board Diversity Matrix.]**

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| **Director Self-Identification**  **Board Diversity Matrix**  **Nasdaq-Listed Companies that are California-Based** | |
| **Part I: Gender Self-Identification**  ***Check one*** | |
| Female | ☐ |
| Male | ☐ |
| Non-Binary | ☐ |
| Prefer not to disclose gender | ☐ |
| **Part II: Demographic Self-Identification**  ***Check each that applies***  ***Refer to definitions following these questions*** | |
| African American | ☐  *As required by Nasdaq rules, the Company will combine African American and Black responses as “African American or Black” when it discloses the Nasdaq Board Diversity Matrix* |
| Alaskan Native | ☐  *As required by Nasdaq rules, the Company will combine Alaskan Native and Native American responses as “Alaskan Native or Native American” when it discloses the Nasdaq Board Diversity Matrix* |
| Asian | ☐ |
| Black | ☐  *As required by Nasdaq rules, the Company will combine African American and Black responses as “African American or Black” when it discloses the Nasdaq Board Diversity Matrix* |
| Hispanic | ☐  *As required by Nasdaq rules, the Company will combine Hispanic and Latinx/Latino responses as “Hispanic or Latinx” when it discloses the Nasdaq Board Diversity Matrix* |
| Latinx/Latino | ☐  *As required by Nasdaq rules, the Company will combine Hispanic and Latinx/Latino responses as “Hispanic or Latinx” when it discloses the Nasdaq Board Diversity Matrix* |
| Native American | ☐  *As required by Nasdaq rules, the Company will combine Alaskan Native and Native American responses as “Alaskan Native or Native American” when it discloses the Nasdaq Board Diversity Matrix* |
| Native Hawaiian | ☐  *As required by Nasdaq rules, the Company will combine Hawaiian Native and Pacific Islander responses as “Hawaiian Native or Pacific Islander” when it discloses the Nasdaq Board Diversity Matrix* |
| Pacific Islander | ☐  *As required by Nasdaq rules, the Company will combine Hawaiian Native and Pacific Islander responses as “Hawaiian Native or Pacific Islander” when it discloses the Nasdaq Board Diversity Matrix* |
| White | ☐ |
| Two or More Races or Ethnicities  *Please check this box if you checked more than one box for race/ethnicity above* | ☐  *Note: if you self-identify in the “Two or More Races or Ethnicities” category, you must also check the appropriate boxes to indicate your self-identification in each individual category* |
| LGBTQ+ | ☐ |
| Prefer not to disclose demographic background | ☐ |
| **Part III: Supplemental Self-Identification (Optional)**  ***Check each that applies*** | |
| Military Veteran | ☐ |
| Person with Disability/Disabilities | ☐ |
| Middle Eastern | ☐ |
| North African | ☐ |

**Definitions**

**for**

**Director Self-Identification Board Diversity Matrix**

The following definitions apply to the diversity self-identification questions above:

**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.

**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.

**Female –** means an individual who self-identifies her gender as a woman, without regard to the individual’s designated sex at birth. (*source: CA Corporations Code Section 301.3(f)(1), as amended by SB 826)*

**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.[[3]](#footnote-3)\*

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

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

**[End of Version 2]**

**[Version 3]**

**[Required for California-based companies that are not Nasdaq-Listed]**

The purpose of the questions below is to permit the Company to disclose, on an aggregated basis, the gender and demographic diversity of its directors in 2022, as required by Nasdaq rules and applicable California laws that require the company to have at least a specified number of directors who satisfy gender and demographic diversity requirements and to report that information to the California Secretary of State. All directors and nominees for director should answer the questions below by checking the appropriate boxes in each part of the table. Your responses below should be based solely on how you choose to identify yourself.

Although California law requires the Company to report information about the gender and demographic self-identification of directors on an aggregated basis,the Company is not required to disclose how individual directors self-identify, **[the Company should review and confirm that the following statement is correct or revise as necessary]** and will not disclose information about how individual directors self-identify except to the extent that you have consented to disclosure of gender and/or demographic information in connection with your biography that is included in the Company’s proxy statement and/or on the Company’s website**.** The Company requests that each director identify the gender and demographic category or categories in which you identify yourself below. California law does not provide a “prefer not to disclose” option, but the Company has included this option for clarity if you do not wish to respond. Please note that not responding may affect the Company’s ability to satisfy the California requirement that the Company have a specified minimum number of directors who satisfy California gender and demographic diversity requirements. For this reason, the Company would appreciate your willingness to indicate how you self-identify in the gender and demographic categories below instead of checking the “prefer not to disclose” responses.

**[Preparer note: As of February 2022, Nasdaq permits companies to include other information in the Board Diversity Matrix. As a result, the information in Part III or other information is no longer required to be presented separately from the Board Diversity Matrix.]**

|  |  |
| --- | --- |
| **Director Self-Identification**  **California Board Diversity Matrix** | |
| **Part I: Gender Self-Identification**  ***Check one*** | |
| Female | ☐ |
| Male | ☐ |
| Non-Binary | ☐ |
| Prefer not to disclose gender | ☐ |
| **Part II: Demographic Self-Identification**  ***Check each that applies***  ***Refer to definitions following these questions*** | |
| African American | ☐ |
| Alaskan Native | ☐ |
| Asian | ☐ |
| Black | ☐ |
| Hispanic | ☐ |
| Latino | ☐ |
| Native American | ☐ |
| Native Hawaiian | ☐ |
| Pacific Islander | ☐ |
| White | ☐ |
| Please check this box if you checked more than one box for race/ethnicity above | ☐  *Note: if you self-identify in the “Two or More Races or Ethnicities” category, you must also check the appropriate boxes to indicate your self-identification in each individual category* |
| LGBTQ+ | ☐ |
| Prefer not to disclose demographic background | ☐ |
| **Part III: Supplemental Self-Identification (Optional)**  ***Check each that applies*** | |
| Military Veteran | ☐ |
| Person with Disability/Disabilities | ☐ |
| Middle Eastern | ☐ |
| North African | ☐ |

**Definitions**

**for**

**Director Self-Identification Board Diversity Matrix**

The following definitions apply to the diversity self-identification questions above:

**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.

**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.

**Female –** means an individual who self-identifies her gender as a woman, without regard to the individual’s designated sex at birth. (*source: CA Corporations Code Section 301.3(f)(1), as amended by SB 826)*

**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.[[4]](#footnote-4)\*

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

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

**[End of Version 3]**

**End of questionnaire – please sign and date on the following page**

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

The information set forth in this questionnaire is true and correct to the best of my knowledge. I will notify the Company immediately if any of this information becomes inaccurate, incomplete or otherwise changes as the result of any developments, including the passage of time and any new relationships that may develop. I hereby consent to being named as a Director or Executive Officer of the Company in the Form 10-K, the Proxy Statement and the related annual report to stockholders.

Dated:

Signature

Name: Please print or type

**APPENDIX**

Definition of Beneficial Owner

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, 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 (1) through the exercise of any option, warrant or right; (2) through the conversion of a security; (3) pursuant to the power to revoke a trust, discretionary account or similar arrangement; or (4) 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**. “**Control**” and “**controlling person**” are defined below.

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 or she 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.

Definition of Affiliate

Except as otherwise indicated in this questionnaire, an “**affiliate**” of, or a person “**affiliated**” with, a specified person, is 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.

Definition of Arrangement

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

Definition of 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 of its parents or Subsidiaries.

Definitions of Control and Controlling Person

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. A “**controlling person**” is a person who has the ability, directly or indirectly, to exercise **control** with respect to the Company or its management or policies. Please note that the Company presumes that holders of 5% or more of the outstanding voting securities of the Company are **controlling persons** unless the facts and circumstances indicate otherwise.

Definition of 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 Subsidiaries may be deemed executive officers of the Company if they perform such policy-making functions for the Company.

Definition of a 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.

Definition of Immediate Family

A person’s “**immediate family**” includes such person’s spouse, parents, stepparents, children, stepchildren, siblings, mothers and fathers‑in‑law, sons and daughters‑in‑law, and brothers and sisters‑in‑law and any person sharing the household of such person (other than a tenant or employee).

Definition of Plan

The term “**plan**” includes without limitation the following: any plan, contract, authorization or arrangement, whether or not set forth in any formal documents, pursuant to which any of 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 or performance shares. A plan may be applicable to one person.

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1. \* Clayton Antitrust Act, 15 U.S.C. Sec. 8(a). The FTC updates these amounts annually. The most recent updates were effective January 21, 2021. [↑](#footnote-ref-1)
2. If you self-identify as White but are of Middle Eastern or North African descent, and if the Company has included “Middle Eastern” and/or “North African” in a supplemental section of the Board Diversity Matrix question above, you can supplementally indicate that you self-identify as Middle Eastern or North African, but you should also indicate either that you self-identify as White or that you prefer not to disclose this information. [↑](#footnote-ref-2)
3. If you self-identify as White but are of Middle Eastern or North African descent, and if the Company has included “Middle Eastern” and/or “North African” in a supplemental section of the Board Diversity Matrix question above, you can supplementally indicate that you self-identify as Middle Eastern or North African, but you should also indicate either that you self-identify as White or that you prefer not to disclose this information. [↑](#footnote-ref-3)
4. If you self-identify as White but are of Middle Eastern or North African descent, and if the Company has included “Middle Eastern” and/or “North African” in a supplemental section of the Board Diversity Matrix question above, you can supplementally indicate that you self-identify as Middle Eastern or North African, but you should also indicate either that you self-identify as White or that you prefer not to disclose this information. [↑](#footnote-ref-4)