

YEAR-END TOOL KIT

DIRECTOR   
AND OFFICER QUESTIONNAIRE

2022-2023

**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**](https://pcaobus.org/oversight/standards/archived-standards/pre-reorganized-auditing-standards-interpretations/details/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.

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 2023 ANNUAL STOCKHOLDERS MEETING AND

FORM 10-K ANNUAL REPORT FOR FISCAL 2022

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

In preparation of the **[Company Name]** (the “Company”) Proxy Statement for the 2023 Annual Stockholders Meeting (the “Meeting”) and its Annual Report for its fiscal year ended **[fiscal year end]**, 2022 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 periodic reports (for example, Form 10‑K, Form 10‑Q or Form 20-F) 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) During the past ten years, has any petition under any federal or state bankruptcy or insolvency law been filed by or against, or a receiver, fiscal agent or similar officer been 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) Have you been convicted in a criminal proceeding during the past ten years, or are you currently a named subject in a pending criminal proceeding? You may exclude traffic violations and other minor offenses.

Yes  No

(c) During the past ten years, have you been 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 activities listed below?

(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) engaging in or continuing any conduct or practices in connection with any of the activities described in subparagraphs (i) or (ii) above;

(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) During the past ten years, have you been the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any federal or state authority barring, suspending or otherwise limiting for more than 60 days your right or ability to engage in any of the activities described in subparagraphs (c)(i), (ii) or (iii) above, or to be associated with any person engaged in any such activity?

Yes  No

(e) During the past ten years, have you been found by a court in a civil action, or by the Securities and Exchange Commission or Commodity Futures Trading Commission, to have violated any federal or state securities law or any federal commodities law, unless the judgment in the civil action or the finding by the Securities and Exchange Commission or the Commodity Futures Trading Commission has been subsequently reversed, suspend or vacated?

Yes  No

(f) During the past ten years, have you been 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 any 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?

Yes  No

(g) During the past ten years, have you 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 subparagraphs (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 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 of 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[[1]](#footnote-1)**

**[The questions below may be modified to reflect Company policies and any revisions suggested by the Company’s independent audit firm]**

The questions in this section are intended to assist the Company in evaluating potential relationships and transactions that could affect the independence of the Company’s independent auditor under Auditing Standard No. 18, *Related Parties*, as adopted by the Public Company Accounting Oversight Board. Although some of the questions below are similar to other questions in this questionnaire, we request that you answer each of the questions below.

1. 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

2. **Entities under your direct or indirect control or ownership.** Please list all entities over which you have direct or indirect control. If you do not have direct or indirect control over any entities, please confirm this by checking the box below. If an entity over which you have control has direct or indirect control over another entity, both entities would be considered controlled by you and therefore should be included in the listing below.

|  |  |  |
| --- | --- | --- |
| **Controlled Entities** |  | **Position or percentage of ownership interest, if applicable** |

I do not directly or indirectly control any entities.

3. **Entities subject to potentially significant influence.**  Please list all entities over which you can exercise significant influence, directly or indirectly. This includes, for example and without limitation, the ability to influence the management or operating policies of an entity to an extent that it might not fully pursue its own separate interests. If you can exercise direct or indirect control over an entity that can significantly influence another entity, both the entity you control and the entity over which that entity has significant influence should be included in the listing below. Similarly, if you can exercise significant influence over an entity, and that entity directly or indirectly controls another entity or can significantly influence another entity, all of those entities should be included in the listing below.

Although not exhaustive, examples of positions that may give someone significant influence over an entity include being a member of the Board of Directors of an entity or holding an executive position in the management of an entity. Note that a relationship that meets this level of influence should be identified even if there are currently no transactions between the entity and the Company (and even if none are anticipated).

|  |  |  |
| --- | --- | --- |
| **Entities Subject to Potentially Significant Influence** |  | **Nature of Influence** |

I do not have the power to exercise significant influence over any entities directly or indirectly.

4. **Immediate family relationships.** Please list any of your immediate family members who could, directly or indirectly, exercise control or significant influence, as a result of ownership or otherwise, as described in questions 2 and 3 above. For purposes of this question, “immediate family member” means any person who might have control or significant influence over you, or you might have control or significant influence over this person, because of a family relationship. As non-exclusive examples, this would in most cases include your spouse or domestic partner, children (including stepchildren) and other family members living in the same household as you. Depending on the relevant facts, this may also include family members not living in your household, such as a parent, sibling, mother-, father-, son- or daughter-in-law, or other relatives. If none of your immediate family members could directly or indirectly exercise control or significant influence over an entity, please confirm this by checking the box below.

|  |  |  |
| --- | --- | --- |
| **Nature of Relationship** |  | **Affiliations** |

None of my immediate family members exercises direct or indirect control or significant influence over any entity.

5. **Direct or indirect ownership.** Unless identified in response to 1. above, please list any entity in which you have direct or indirect ownership of 10% or more of any class or series of the entity’s voting interests. If you do not have any such ownership interest, please confirm by checking the box below.

|  |  |  |
| --- | --- | --- |
| **Name of Entity** |  | **Nature and Percentage of Voting Interests; Description of Voting Interest** |

I do not directly or indirectly control 10% or more of the voting interests in any entity.

6. **Transactions.** Please list below any transactions or payments, or contemplated transactions or payments, of any kind known to you that involved the Company and any of the entities or persons listed in response to questions 2-5 above. If you do not know of any such transactions or payments, please confirm by checking the box below.

|  |  |  |
| --- | --- | --- |
| **Entity/Entities or Person(s)** |  | **Nature of Transaction(s) and/or Amount of Payment(s)** |

I do not know of any transactions or payments of the type(s) described above.

**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, COMPETITIVE/COMPENSATION INTERLOCKS AND COMPANY CODE OF CONDUCT AND ETHICS**

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$41,034,000 as of the end of that business’s most recent completed fiscal year and (b) revenues of $4,103,400 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.[[2]](#footnote-2)

Yes  No

4. No person with whom I am affiliated, and no person affiliated with any entity with which I am affiliated, serves as an officer or director for any company that directly or indirectly competes with any company for which I serve as an officer or director.  Without limiting the scope of this question and in order to avoid uncertainty, this question includes situations in which you have a relationship with or act as a representative of an entity, and another person that also has a relationship with or acts as a representative of the same entity or person serves as an officer or director of another company.  For purposes of this question, “compete” includes situations in which products or services (1) may be considered by customers or by the relevant industry to be interchangeable or similar in terms of the market for such products or services, (2) share similar production techniques or methods and are sold in similar geographic markets or to similar customers or (3) could be subject to potential action under U.S. antitrust laws.  If your response is “no,” please briefly identify any affiliation, capacity and/or relationship below.

Yes  No

5. 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 2023 or thereafter.

1. Since the beginning of the company’s most recent completed fiscal year, have you or any of 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

**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%] [10%] 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.

ACTIVE/96753462.18

11/14/22

1. [Auditing Standard No. 18, Related Parties](https://pcaobus.org/oversight/standards/archived-standards/pre-reorganized-auditing-standards-interpretations/details/Auditing_Standard_18). [↑](#footnote-ref-1)
2. Clayton Antitrust Act, 15 U.S.C. Sec. 8(a). The FTC updates these amounts annually. The most recent updates were effective January 24, 2022. [↑](#footnote-ref-2)