



# LISTING APPLICATION

## Initial Public Offering on IEX or Distribution Spin-off

Instructions: Please complete all parts of this form. If an item is not applicable indicate N/A. Attach additional sheets if necessary.

### PART I: CORPORATE INFORMATION

#### GENERAL INFORMATION

Date:

Company Name (the "Company"):

Address of Principal Executive Offices:

Address Line 2:

City/Province:

State:

Zip/Postal Code:

Country:

Phone:

Fax:

Website:

State of Incorporation:

Country of Incorporation:

Date of Incorporation:

Date of Fiscal Year End:

SEC File Number:

Central Index Key (CIK) Code:

Foreign Private Issuer (yes/no):

DRS Eligible (yes/no):



## GENERAL INFORMATION

Company Description:

# PART II: CORPORATE CONTACTS

Please provide information for a primary and an alternate contact and authorized outside legal counsel for the purposes of processing this application.

## PRIMARY COMPANY CONTACT

Name:

Title:

Phone:

Email:

U.S. Business Hours Contact (if located outside of the U.S.):

## ALTERNATE COMPANY CONTACT

Name:

Title:

Phone:

Email:

U.S. Business Hours Contact (if located outside of the U.S.):

## OUTSIDE LEGAL COUNSEL

Firm Name:

Contact Name:

Phone:

Email:

U.S. Business Hours Contact (if located outside of the U.S.):



## PART III: SECURITIES/ACCOUNTING

| INVESTMENT BANKER |                  |               |               |
|-------------------|------------------|---------------|---------------|
|                   | Lead Underwriter | Underwriter 2 | Underwriter 3 |
| Firm Name:        |                  |               |               |
| Primary Contact:  |                  |               |               |
| Phone:            |                  |               |               |
| Email:            |                  |               |               |
| AUDITOR           |                  |               |               |
| Firm Name:        |                  |               |               |
| City:             | State:           | Country:      |               |
| TRANSFER AGENT    |                  |               |               |
| Firm Name:        |                  |               |               |

## PART IV: OFFERING AND SECURITY INFORMATION

| OFFERING AND SECURITY INFORMATION                  |
|--|
| Type of Offering:                                  |
| Expected effective date of registration statement: |
| Expected date of initial trading on IEX:           |
| Expected closing date of offering:                 |



Will delivery of stock certificates (to the members of the underwriting group for distribution) be within three business days of initial inclusion on IEX?

Yes  No

If “No”, please note that this will result in a “when-issued” trading market.

Will the stock certificates contain any restrictive legends?

Yes  No

If “Yes”, please describe:

## PART V: ISSUE-SPECIFIC INFORMATION

|   | PRIMARY ISSUE | ADDITIONAL ISSUE | ADDITIONAL ISSUE |
|---|---------------|------------------|------------------|
| Issue Type:   |               |                  |                  |
| Issue Class:  |               |                  |                  |
| CUSIP:  |               |                  |                  |
| Par Value:  |               |                  |                  |
| Par Value Currency:                                     |               |                  |                  |
| Number of Votes per Share:                              |               |                  |                  |
| Anticipated Shares Outstanding after the Offering:      |               |                  |                  |
| Anticipated Roundlot Shareholders after the Offering:   |               |                  |                  |
| Anticipated Beneficial Shareholders after the Offering: |               |                  |                  |
| Unit Components:  |               |                  |                  |



|                                  |  |  |  |
|----------------------------------|--|--|--|
| Timing of Unit Separation:       |  |  |  |
| Reserved Trading Symbol:         |  |  |  |
| Is the Security Book Entry Only? |  |  |  |

**FOR AMERICAN DEPOSITARY SHARES (ADS):**

Name of Depositary Bank:

Confirm that the ADS have been issued in a sponsored program: Yes  No

Provide the ratio of Underlying Shares:

## PART VI: BOARD MEMBER INFORMATION

Provide each board member's full legal name, committee assignments and indicate whether each director is independent, as defined in IEX Rule 14.400.

| Name | Independent | Audit Committee | Nominating Committee | Compensation Committee | Financially Sophisticated | Financial Expert |
|------|-------------|-----------------|----------------------|------------------------|---------------------------|------------------|
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## PART VII: REGULATORY REVIEW

### REGULATORY PROCEEDINGS/LITIGATION

1. With respect to the Company, its predecessors and its subsidiaries, provide a detailed description of all inquiries, investigations, lawsuits, litigation, arbitration, hearings, or any other legal or administrative proceedings commenced within the past 10 years:
  - a. that are or were initiated or conducted by any regulatory, civil or criminal agency (including but not limited to the SEC, FINRA, PCAOB, state securities, banking and insurance regulators, Commodities Futures Trading Commission, Department of Justice, state bar associations, state boards of accountancy, or any foreign regulatory, civil or criminal authority); or
  - b. in which claims material to the Company are or were asserted under federal and/or state securities, banking, insurance, tax or bankruptcy laws; or
  - c. in which claims material to the Company are or were asserted otherwise alleging fraud, deceit or misrepresentation. To the extent that such items have been disclosed in the Company's SEC filings, the applicant may refer to and/or submit copies of the relevant SEC's filings in which such matters were disclosed in lieu of providing a detailed description.
  - d. in connection with all proceedings that have been concluded, please provide documentation, which reflects the final disposition of each proceeding. The Company should update Staff promptly of any and all material developments related to the matters identified in the response to these questions and should supplement its response if additional matters arise while its application is pending.



2. With respect to current executive officers, directors, and ten percent or greater shareholders, provide a detailed description of all inquiries, investigations, lawsuits, litigation, arbitration, hearings, or any other legal or administrative proceedings:
  - a. that are or were initiated or conducted by any regulatory, civil or criminal agency (including but not limited to the SEC, FINRA, PCAOB, state securities, banking and insurance regulators, Commodities Futures Trading Commission, Department of Justice, state bar associations, state boards of accountancy, or any foreign regulatory, civil or criminal authority); or
  - b. in which claims are or were asserted otherwise alleging fraud, deceit or misrepresentation and seeking damages in excess of \$100,000.

Upon review of the information provided by the applicant, Staff may request additional information, such as copies of all court and administrative filings, and documents, which reflect the substance of the allegations of any proceedings described above, and the sanctions imposed, including but not limited to, complaints, indictments, opinions, orders, final judgments, letters of censure, consents, undertakings and SEC formal orders of investigation.

Note 1: With respect to question 2a and 2b, there is no limit on the time frame covered by the request.

Note 2: Questions 1 and 2 should be interpreted broadly and should include matters that relate to trading in the securities of the Company. Accordingly, responses should include communications of any nature that the Company, its officers, director and affiliates have had with FINRA or any other regulatory, civil or criminal agencies concerning trading in the securities of the Company.

## Other

Has the Company or any of its predecessors previously applied or requested a review of eligibility to have its securities listed or quoted on any marketplace? If so, please provide the name of the marketplace, and the date and outcome of the application or review. In addition, state whether the Company's securities have ever been delisted; the date and reasons for any delisting; whether the issuer is (was) the subject of any inquiries or investigations by a securities exchange; and the outcome or resolution of such inquiries or investigations. Please note that the issuer's obligation to respond to this question is ongoing and the issuer must promptly advise the Exchange of receipt of any relevant inquiry.



Has the Company filed a Form 10 registration statement, or equivalent document, within the past 12 months for purposes of registering a class of securities under Section 12 of the 1934 Act with the Securities and Exchange Commission (SEC) or other regulatory authority?

Yes  No

Date of SEC effectiveness: \_\_\_\_\_

Date cleared all SEC comments: \_\_\_\_\_

Is the applicant now filing or has it at any time in the past filed reports with the SEC pursuant to section 13(a) or 15(d) of the Exchange Act?

Yes  No

If "Yes", please explain:

Please indicate whether or not the Company has or plans to become public by combining with a public shell, whether through a reverse merger, exchange offer, or otherwise.

Yes  No

If "yes", please provide a detailed description of the transaction including the names of all parties to the transaction, the terms of the transaction and the date or expected date of closing.

Provide a list of any equity financings, including any and all bridge financings, shelf registrations, Regulation S offerings, or private placements that are contemplated or have been consummated within the prior six months. Describe the transactions in detail (i.e., date, price per share, discount, terms of conversion, the investors and their relationship to the Company or other participants in the transactions), including the terms and conditions of any resale restrictions.





Please indicate whether or not the issuer conducts any of its operations through a variable interest entity or any similar type of entity where the issuer's control over the entity is based on contractual arrangements rather than equity ownership.

Yes  No

If yes, please describe this structure.

The fact that an applicant may meet IEX's numerical guidelines does not necessarily mean that its application will be approved. In connection with the review of any application, and as set forth in the IEX Listing Rules, IEX reserves the right to request additional information or documentation, public or non-public, deemed necessary to make a determination regarding a security's qualification for initial inclusion, including, but not limited to, any material provided to or received from the Securities and Exchange Commission or other regulatory authority.

## PART VIII: SUPPORTING DOCUMENTATION

In addition to a completed Listing Application, prior to approval, IEX will require additional information and supporting documentation. The table below lists the specific documents IEX will require prior to approval of your application. Required documentation must be provided prior to approval, but is not required at the time of original submission.

### ADDITIONAL DOCUMENTS REQUIRED

Listing Agreement

Logo Submission Form

Corporate Governance Certification Form

Regulatory Correspondence over the past 12 months

Shareholder Confirmation Documents

Symbol Reservation Form



If the Company qualifies as an emerging growth company under The JOBS Act of 2012 and has submitted a confidential draft registration statement to the SEC in connection with its proposed initial public offering, please attach the most recent copy of this draft registration statement and all related SEC correspondence.

Please note that in addition to the documentation above, the Exchange may request additional information or documentation, public or non-public, deemed necessary to make a determination regarding a security's initial listing, including, but not limited to, any material provided to or received from the Securities and Exchange Commission or Other Regulatory Authority. A company's security may be denied listing if the company fails to provide such information within a reasonable period of time or if any communication to the Exchange contains a material misrepresentation or omits material information necessary to make the communication to the Exchange not misleading.

## PART IX: AFFIRMATION

I have been authorized by the Company and have the legal authority to provide information on the Company's behalf; to the best of my knowledge and belief, the information provided is true and correct as of this date; and the Company will promptly notify IEX of any material changes.

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|   |       |      |
|---|-------|------|
| Signature of Duly Authorized Representative | Title | Date |
|---|-------|------|

Applicants have a continuing duty to update responses to each of the questions on this application whenever there is an addition to or change in information previously furnished.



# LISTING APPLICATION

## Initial Public Offering on IEX or Distribution Spin-off

Please use these sheets to provide any additional information necessary to complete Parts I-VIII and, if providing any additional information, sign the additional affirmation at the end.

### PART I: CORPORATE INFORMATION – ADDITIONAL INFORMATION



## **PART II: CORPORATE CONTACTS – ADDITIONAL INFORMATION**

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## **PART III: SECURITIES/ACCOUNTING – ADDITIONAL INFORMATION**

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## **PART IV: OFFERING AND SECURITY INFORMATION – ADDITIONAL INFORMATION**

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## **PART V: ISSUE-SPECIFIC INFORMATION – ADDITIONAL INFORMATION**

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## PART VI: BOARD MEMBER INFORMATION – ADDITIONAL INFORMATION

Provide each board member's full legal name, committee assignments and indicate whether each director is independent, as defined in IEX Rule 14.400.

| Name | Independent | Audit Committee | Nominating Committee | Compensation Committee | Financially Sophisticated | Financial Expert |
|------|-------------|-----------------|----------------------|------------------------|---------------------------|------------------|
|      |             |                 |                      |                        |                           |                  |
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## **PART VII: REGULATORY REVIEW – ADDITIONAL INFORMATION**

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## **PART VIII: SUPPORTING DOCUMENTATION - ADDITIONAL INFORMATION**

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## PART IX: AFFIRMATION – ADDITIONAL INFORMATION

I have been authorized by the Company and have the legal authority to provide information on the Company's behalf; to the best of my knowledge and belief, the information provided is true and correct as of this date; and the Company will promptly notify IEX of any material changes.

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|   |       |      |
|---|-------|------|
| Signature of Duly Authorized Representative | Title | Date |
|---|-------|------|

Applicants have a continuing duty to update responses to each of the questions on this application whenever there is an addition to or change in information previously furnished.