

Sponsor’s Declaration – International Equities Restricted Marketing – Mezzanine Market

To be completed by a Listing Sponsor in support of an Issuer’s application to list a security/securities on the Bermuda Stock Exchange

To:	The Bermuda Stock Exchange (the Exchange)
From:	
Being Listing Sponsor to:	
Relating to the Issuer’s application to list securities under the following Listing Regulations:	<i>Section IIIA – International Issuers – Equity Securities – Mezzanine Market</i>
Nature of Offering	
Placings and Introductions	<i>Please provide separately details of placees/holders and the number of securities held separately.</i>

RESTRICTED MARKETING

We confirm to the best of our knowledge and belief the Issuer’s securities are only held/will only be marketed to Qualified Investors and may only be traded on the Exchange between Qualified Investors. We agree to obtain copies of any such declarations for the Exchange if requested to do so by the Exchange.

GENERAL UNDERTAKING

We confirm:

- (1) To the best of our knowledge and belief, having made due and careful enquiry of the issuer and its advisers, the issuer has satisfied all relevant conditions for listing and other relevant requirements of the Listing Regulations;
- (2) To the best of our knowledge and belief, having made due and careful enquiry of the issuer and its advisers:
 - i. all the documents required by the Listing Regulations to be included in the application for listing have been supplied to the Exchange;
 - ii. all other relevant requirements of the Listing Regulations have been complied with; and
 - iii. there are no matters other than those disclosed in the prospectus or otherwise in writing to the Exchange which should be taken into account by the Exchange in considering the suitability for listing of the securities for which application is being made;

- (3) The directors of the issuer:
- i. have had explained to them by us or other appropriate professional advisers the nature of their responsibilities and obligations as directors of a listed company under the Listing Regulations; and
 - ii. in particular, understand what is required of them to enable holders of the issuer's listed securities and the public to appraise the position of the issuer and avoid the creation of a false market in its securities once they are listed.
- (4) We are satisfied that any profit forecast or estimate in the prospectus has been made after due and careful enquiry by the issuer.

ACKNOWLEDGEMENT

We acknowledge that, if the Exchange considers that we have been in breach of our responsibilities under the Listing Regulations or this declaration, then the Exchange may:

- censure us and/or refuse to allow us to sponsor further issues by removing our firm from the list of approved sponsors, and/or
- suspend our membership under the Trading Membership or Listing Sponsor Regulations,
- publicise the fact that it has done so and the reasons for its actions.

Signed for and on behalf of the Listing Sponsor

Name:

Title:

Signature

Date: