

**SEC Officer Definitions: A Quick Reference**

This table provides a comprehensive comparison of key regulatory definitions that determine officer classification and associated individual-specific disclosure obligations under federal securities laws. It analyzes how Rule 3b-7 defines “executive officers” for general corporate governance purposes, how Regulation S-K Item 402 defines “named executive officers” for compensation disclosure, how Exchange Act Rule 16a-1(f) defines “officers” for Section 16 reporting and liability, how Form 8-K Item 5.02 specifies which officer positions trigger mandatory event reporting, and how Form 20-F defines directors and senior management of Foreign Private Issuers. For each, the table summarizes the key criteria and identifies principal disclosure obligations requiring information about the individual officers themselves, providing a practical reference tool for companies and counsel when preparing SEC filings and assessing officer classification requirements, as well as for prospective “officers” themselves to understand the scope of personal information that will become publicly available in connection with assuming their roles.

	<p align="center">“Executive Officer” Rule 3b-7 (<a href="#">Linked Here</a>)</p>	<p align="center">“Named Executive Officer” Reg. S-K Item 402(a)(3) (<a href="#">Linked Here</a>)</p>	<p align="center">“Section 16 Officer” Exchange Act Rule 16a-1(f) (<a href="#">Linked Here</a>)</p>	<p align="center">Disclosable events about certain officers pursuant to Form 8-K, Item 5.02 (<a href="#">Linked Here</a>)</p>	<p align="center">“Senior Management” of Foreign Private Issuers pursuant to Form 20-F (<a href="#">Linked Here</a>)</p>
<p><b>Official Definition or Relevant Disclosure Rule Text</b></p>	<p>The term <b>executive officer</b>, when used with reference to a registrant, means its president, any vice president of the registrant in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy making function, or any other person who performs similar policy making functions for the registrant. Executive officers of subsidiaries may be deemed executive officers of the registrant if they perform such policy making functions for the registrant.</p>	<p>Disclosure shall be provided pursuant to this Item for each of the following (the “<b>named executive officers</b>”):</p> <p>(i) All individuals serving as the registrant’s principal executive officer or acting in a similar capacity during the last completed fiscal year (“<b>PEO</b>”), regardless of compensation level;</p> <p>(ii) All individuals serving as the registrant’s principal financial officer or acting in a similar capacity during the last completed fiscal year (“<b>PFO</b>”), regardless of compensation level;</p> <p>(iii) The registrant’s three most highly compensated executive officers other than the PEO and PFO who were serving as executive officers at the end of the last completed fiscal year; and</p> <p>(iv) Up to two additional individuals for whom disclosure would have been provided pursuant to paragraph (a)(3)(iii) of this Item but for the fact that the individual was not serving as an executive officer of the registrant at the end of the last completed fiscal year.</p> <p>Instructions to Item 402(a)(3).</p> <p>1. <i>Determination of Most Highly Compensated Executive Officers.</i></p> <p>The determination as to which executive officers are most highly compensated shall be made by reference to total compensation for the last completed fiscal year (as required to be disclosed pursuant to paragraph (c)(2)(x) of this Item) reduced by the amount required to be disclosed pursuant to paragraph (c)(2)(viii) of this Item, provided, however, that no disclosure need be provided for any executive officer, other than the PEO and PFO, whose total compensation, as so reduced, does not exceed \$100,000.</p> <p>2. <i>Inclusion of Executive Officer of Subsidiary.</i></p> <p>It may be appropriate for a registrant to include, as named executive officers, one or more executive officers or other employees of subsidiaries in the disclosure required by this Item. See Rule 3b-7 under the Exchange Act (17 CFR 240.3b-7).</p> <p>3. <i>Exclusion of Executive Officer Due to Overseas Compensation.</i> It may be appropriate in limited circumstances for a registrant not to include in the disclosure required by this Item an individual, other than its PEO or PFO, who is one of the registrant’s most highly compensated executive officers due to the payment of amounts of cash compensation relating to overseas assignments attributed predominantly to such assignments.</p>	<p>(f) The term “<b>officer</b>” shall mean an issuer’s president, principal financial officer, principal accounting officer (or, if there is no such accounting officer, the controller), any vice-president of the issuer in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy-making function or any other person who performs similar policy-making functions for the issuer. Officers of the issuer’s parent(s) or subsidiaries shall be deemed officers of the issuer if they perform such policy-making functions for the issuer. In addition, when the issuer is a limited partnership, officers or employees of the general partner(s) who perform policy-making functions for the limited partnership are deemed officers of the limited partnership. When the issuer is a trust, officers or employees of the trustee(s) who perform policy-making functions for the trust are deemed officers of the trust.</p> <p><b>Note:</b> “Policy-making function” is not intended to include policy-making functions that are not significant. If pursuant to Item 401(b) of Regulation S-K (§ 229.401(b)) the issuer identifies a person as an “executive officer,” it is presumed that the Board of Directors has made that judgment and that the persons so identified are the officers for purposes of Section 16 of the Act, as are such other persons enumerated in this paragraph (f), but not in Item 401(b).</p>	<p>(b) If the registrant’s <b>principal executive officer, president, principal financial officer, principal accounting officer, principal operating officer or any person performing similar functions, or any named executive officer</b>, retires, resigns or is terminated from that position, or if a director retires, resigns, is removed or refuses to stand for re-election (except in circumstances described in paragraph (a) of this Item 5.02), disclose the fact that the event has occurred and the date of the event.</p> <p>For purposes of this Item, the term “<b>named executive officer</b>” shall refer to those executive officers for whom disclosure was required in the registrant’s most recent filing with the Commission under the Securities Act (15 U.S.C. 77a et seq.) or Exchange Act (15 U.S.C. 78a et seq.) that required disclosure pursuant to Item 402(c) of Regulation S-K (17 CFR 229.402(c)).</p> <p>(c) If the registrant appoints a new <b>principal executive officer, president, principal financial officer, principal accounting officer, principal operating officer or person performing similar functions</b>, disclose the following information with respect to the newly appointed officer:</p>	<p><b>Directors and Senior Management</b>—This term includes (a) the company’s directors, (b) members of its administrative, supervisory or management bodies, (c) partners with unlimited liability, in the case of a limited partnership with share capital, (d) nominees to serve in any of the aforementioned positions and (e) founders, if the company has been established for fewer than five years.</p> <p>The persons covered by the term “administrative, supervisory or management bodies” vary in different countries and, for purposes of complying with the disclosure standards, will be determined by the host country.</p>
	<p align="center">“Executive Officer” Rule 3b-7 (<a href="#">Linked Here</a>)</p>	<p align="center">“Named Executive Officer” Reg. S-K Item 402(a)(3) (<a href="#">Linked Here</a>)</p>	<p align="center">“Section 16 Officer” Exchange Act Rule 16a-1(f) (<a href="#">Linked Here</a>)</p>	<p align="center">Disclosable events about certain officers pursuant to Form 8-K, Item 5.02 (<a href="#">Linked Here</a>)</p>	<p align="center">“Senior Management” of Foreign Private Issuers pursuant to Form 20-F (<a href="#">Linked Here</a>)</p>
<p><b>Summary</b></p>	<p><b>Executive officers include:</b></p> <ul style="list-style-type: none"> <li>• President</li> <li>• Any vice president in charge of a major business unit, division or function (such as sales, administration or finance)</li> <li>• Any officer performing a policy-making function</li> <li>• Any other person performing similar policy-making functions.</li> </ul> <p><b>Key point:</b> Executive officers of subsidiary companies may also be considered executive officers of the parent registrant if they perform policy-making functions for the parent company.</p> <p>The definition focuses on <b>policy-making authority</b> rather than just job titles, casting a broad net to capture anyone who shapes company policy at a senior level, whether in the parent company or its subsidiaries.</p> <p><b>Note:</b> See “Policy-making function determination” points in the Section 16 Officer column for additional information</p> <p><b>Note:</b> Does NOT specifically include the company’s principal financial officer and accounting officer (or controller) BUT most principal financial officers are nonetheless classified as Rule 3b-7 officers because they fit within one or both of the following criteria under that rule:</p> <ul style="list-style-type: none"> <li>• A vice president in charge of a principal business unit (finance)</li> <li>• An officer performing policy-making functions for the company.</li> </ul>	<p><b>Named Executive Officers (“NEOs”) include:</b></p> <ol style="list-style-type: none"> <li>1. <b>Principal Executive Officer (PEO)</b> - Anyone serving as or acting as the company’s chief executive during the last fiscal year, regardless of compensation level</li> <li>2. <b>Principal Financial Officer (PFO)</b> - Anyone serving as or acting as the company’s chief financial officer during the last fiscal year, regardless of compensation level</li> <li>3. <b>Three Most Highly Compensated Executive Officers</b> - The top three highest-paid executive officers (other than PEO and PFO) who were serving at the end of the fiscal year</li> <li>4. <b>Up to Two Additional Former Executive Officers</b> - Up to two individuals who would have qualified as top three most highly compensated, but were no longer serving as executive officers at fiscal year-end</li> </ol> <p><b>Compensation Calculation:</b> The “most highly compensated” determination uses total compensation minus certain pension/deferred compensation amounts. Officers (except PEO/PFO) with adjusted compensation under \$100,000 need not be disclosed.</p> <p><b>Subsidiary Officers:</b> Companies may include executive officers from subsidiaries if appropriate.</p> <p><b>Overseas Compensation Exception:</b> In limited cases, companies may exclude a highly compensated officer (not PEO/PFO) if their high compensation is predominantly due to overseas assignment payments.</p> <p><b>IRC Section 162(m) Officers:</b> There is some overlap between the definition of named executive officers and officers for purposes of IRC Section 162(m), however they are not the same:</p> <p>(1) Internal Revenue Code (IRC) Section 162(m) limits a publicly held corporation’s deduction to \$1 million per year for compensation paid to each of its covered employees. (2) The \$1 million annual deduction limit under section 162(m) is only applicable for corporations that are publicly held on the last day of their taxable year. “Covered employees” are the corporation’s principal executive officer (PEO) and principal financial officer (PFO), its three highest paid executive officers other than the PEO or PFO and a covered employee of the taxpayer (or any predecessor) for any preceding taxable year beginning after December 31, 2016 (even if they lose NEO status). As such, this can apply to NEOs who have subsequently lost such status.</p> <p><b>Note:</b> Compensation above \$1 million for any covered employee is permanently nondeductible, and starting in tax years after December 31, 2026, five additional highest-paid employees will also be treated as covered employees</p>	<p><b>Officers (often referred to as “Section 16 Officers” in this context) include:</b></p> <ul style="list-style-type: none"> <li>• President</li> <li>• Principal financial officer</li> <li>• Principal accounting officer (or controller, if no accounting officer exists)</li> <li>• Any vice president in charge of a major business unit, division or function (such as sales, administration or finance)</li> <li>• Any officer performing a policy-making function</li> <li>• Any other person performing similar policy-making functions.</li> </ul> <p><b>Note:</b> (1) Principal financial officer and (2) Principal Accounting officers are covered under Section 16 but NOT under Rule 3b-7.</p> <p><b>Policy-making function determination:</b></p> <p>In <i>SEC v. Blackburn</i>, the court held that a consultant qualified as a Section 16 officer, observing that the consultant, among other factors:</p> <ul style="list-style-type: none"> <li>• (1) hired or appointed the company’s officers and directors,</li> <li>• (2) oversaw the issuer’s investor relations activities, including control over the substance and timing of press releases,</li> <li>• (3) led the issuer’s acquisitions and fundraising efforts,</li> <li>• (4) engaged in multiple meetings with a foreign government to advance the company’s interests in that jurisdiction, and</li> <li>• (5) maintained an office situated adjacent to the chief executive officer’s office.</li> </ul> <p>In <i>SEC v. Wagenhals, Wiley, and Larson</i>, the SEC alleged in its complaint that a former undisclosed key business leader qualified as an “executive officer” (therefore qualifying as a Section 16 officer), observing that the former key business leader among other factors:</p> <ul style="list-style-type: none"> <li>• (1) shared an office suite with the CEO and the two were in almost daily contact</li> <li>• (2) received more compensation than any named executive officer besides the CEO in several fiscal years</li> <li>• (3) helped develop the strategy for and executing corporate finance and fundraising activities</li> <li>• (4) identified and lead negotiations for corporate acquisitions</li> <li>• (5) solicited individuals to join the company’s board of directors</li> <li>• (6) participated in hiring and terminating senior employees</li> <li>• (7) directed the content of and review of financial statements and filings</li> <li>• (8) led the company’s investor relations activities, including by meeting with investors and responding to analysts</li> </ul> <p><b>Extended Coverage:</b></p> <ul style="list-style-type: none"> <li>• <b>Parent/Subsidiary Officers:</b> Officers of the issuer’s parent companies or subsidiaries are deemed officers of the issuer if they perform policy-making functions for the issuer.</li> <li>• <b>Limited Partnerships:</b> When the issuer is a limited partnership, officers or employees of the general partner(s) who perform policy-making functions for the partnership are considered officers.</li> <li>• <b>Trusts:</b> When the issuer is a trust, officers or employees of the trustee(s) who perform policy-making functions for the trust are considered officers.</li> </ul>	<p><b>For all of Item 5.02, Officers include:</b></p> <ul style="list-style-type: none"> <li>• Principal executive officer,</li> <li>• President</li> <li>• Principal financial officer</li> <li>• Principal accounting officer</li> <li>• Principal operating officer, or</li> <li>• Any person performing similar functions to any of the above roles, or</li> <li>• Any named executive officer</li> </ul> <p><b>Note:</b> Every Rule 3b-7 executive officer role is not implicated by Item 5.02.</p> <p><b>Note:</b> NEOs for purposes of Item 5.02 are based on whoever was listed as such in the company’s latest proxy statement. For example, someone who was an NEO in last year’s proxy is covered by Item 5.02 of Form 8-K until the new list of NEOs is published in the next proxy statement (even if the company knows that person will no longer be an NEO going forward).</p>	<p><b>Directors and Senior Management includes the company’s:</b></p> <ul style="list-style-type: none"> <li>• Directors,</li> <li>• Members of its administrative, supervisory or management bodies,</li> <li>• Partners with unlimited liability, in the case of a limited partnership with share capital,</li> <li>• Nominees to serve in any of the aforementioned positions, and</li> <li>• Founders, if the company has been established for fewer than five years.</li> </ul> <p>Form 20-F originally stated that the reference to “administrative, supervisory or management bodies” was intended to correspond to the term “executive officers” in the United States. The SEC later removed this clarification, recognizing it could create confusion because members of these bodies may not perform the same functions as U.S. executive officers in all countries. The SEC replaced it with the following instruction:</p> <ul style="list-style-type: none"> <li>• “The persons covered by the term “administrative, supervisory or management bodies” vary in different countries and, for purposes of complying with the disclosure standards, will be determined by the host country.”</li> </ul> <p>Regardless, much of the individual-specific information required by Form 20-F for directors and senior management generally, and members of the administrative, supervisory or management bodies more specifically, roughly correspond to the type of disclosures required by U.S. issuers for executive officers, as summarized below.</p>

<sup>1</sup> Please see Item 402(a)(m)(2) for the definition of “named executive officers” for smaller reporting companies.

	<b>“Executive Officer” Rule 3b-7 (<a href="#">Linked Here</a>)</b>	<b>“Named Executive Officer” Reg. S-K Item 402(a)(3) (<a href="#">Linked Here</a>)</b>	<b>“Section 16 Officer” Exchange Act Rule 16a-1(f) (<a href="#">Linked Here</a>)</b>	<b>Disclosable events about certain officers pursuant to Form 8-K, Item 5.02 (<a href="#">Linked Here</a>)</b>	<b>“Senior Management” of Foreign Private Issuers pursuant to Form 20-F (<a href="#">Linked Here</a>)</b>
<b>Primary Disclosure Implications</b>	<p>Item 401 of Regulation S-K requires detailed disclosure about a company’s <b>executive officers</b>. Specifically, Item 401 requires a company to disclose in registration statements on Form S-1, as well as in their Form 10-K and annual meeting proxy statements, among other information:</p> <ul style="list-style-type: none"> <li>The names and ages of all its executive officers and all persons nominated or chosen to become executive officers</li> <li>All positions and offices with the company held by each executive officer and their term of office as officer and the period during which they served</li> <li>Any arrangement or understanding between any executive officer and any other person(s) (naming such person(s)) pursuant to which the executive officer was or is to be selected as a director or nominee</li> <li>Each executive officer’s business experience during the past five years, including: <ul style="list-style-type: none"> <li>the executive officer’s principal occupations and employment;</li> <li>the name and principal business of any corporation or other organization in which such occupations and employment were carried on; and</li> <li>whether such corporations or organizations is a parent, subsidiary or other affiliate of the company.</li> </ul> </li> <li>Any involvement in certain legal proceedings</li> <li>For Item 401, see also: <ul style="list-style-type: none"> <li>Form S-1, Part I, Item 11(k)</li> <li>Form 10-K, Part III, Item 10</li> <li>Schedule 14a, Item 7</li> </ul> </li> </ul>	<p>Item 402 of Regulation S-K mandates comprehensive executive compensation disclosure for a company’s NEOs. For companies that do not qualify as smaller reporting companies (“SRCs”), Item 402 requires the following disclosures about NEOs in registration statements on Form S-1, as well as in their Form 10-K and annual meeting proxy statements, among other information:</p> <ul style="list-style-type: none"> <li>A discussion of compensation awarded to, earned by or paid to the NEOs (Item 402(b))</li> <li>A summary compensation table disclosing the compensation of each NEO for the three most recently completed fiscal years (Item 402(c))</li> <li>A table disclosing grants of awards made to any NEO in the last completed fiscal year under any plan, including awards that subsequently have been transferred (Item 402(d))</li> <li>A narrative description of any material factors necessary to understand the information disclosed in the two tables described above (Item 402(e))</li> <li>A table disclosing unexercised options, stock that has not vested and equity incentive plan awards for each NEO outstanding as of the end of the registrant’s last completed fiscal year (Item 402(f))</li> <li>A table disclosing each exercise of stock options, stock appreciation rights and similar instruments and each vesting of stock, including restricted stock, restricted stock units and similar instruments, during the last completed fiscal year for each of the NEOs on an aggregated basis (Item 402(g))</li> <li>A table disclosing pension benefits (Item 402(h))</li> <li>A table disclosing nonqualified defined contribution and other nonqualified deferred compensation plans of the NEOs (Item 402(i))</li> <li>Disclosure of any potential payments to the NEOs upon termination or change-in-control (Item 402(j))</li> <li>A table disclosing the compensation of directors for the registrant’s last completed fiscal year (Item 402(k))</li> <li>A narrative disclosure of the registrant’s compensation policies and practices as they relate to registrant’s risk management (Item 402(s))</li> <li>A table disclosing golden parachute compensation (Item 402(t))</li> <li>Disclosure and analysis of the pay ratio between CEO and average employee pay (Item 402(u))</li> <li>A table disclosing specified executive compensation “actually paid” and financial performance measures for the five most recent fiscal years, alongside a brief description of the pay-performance relationship (addressing compensation “actually paid” and each performance measure) and listing the 3-5 most important financial measures linking NEO compensation to company performance (Item 402(v))</li> <li>Disclosure of a registrant’s action to recover erroneously awarded compensation (Item 402(w))</li> <li>Disclosure of a registrant’s policies and practices related to the grant of certain equity awards close in time to the release of material nonpublic information (Item 402(x))</li> </ul> <p>For Item 402, see also:</p> <ul style="list-style-type: none"> <li>Form S-1, Part I, Item 11(l)</li> <li>Form 10-K, Part III, Item 11</li> <li>Schedule 14a, Item 5, Item 8, Item 10, Item 25</li> </ul> <p><b>Note:</b> SRCs and emerging growth companies (EGCs) are not required to disclose all of the information described above. Instead, they need only comply with the scaled-back executive compensation disclosure requirements set out in Regulation S-K, Item 402(i).</p>	<p>Persons classified as Section 16 officers are subject to Section 16 of the Exchange Act and must periodically file reports disclosing their beneficial ownership of the company’s equity securities on <b>Forms 3, 4 and 5</b>, irrespective of the number of shares held.</p> <p>Section 16 officers are also subject to potential liability under Section 16(b) for realizing <b>short-swing profits</b>.</p>	<p>Certain events involving officers under <b>Item 5.02</b> must be reported on Form 8-K.</p> <p><b>Item 5.02(b)</b> requires companies to disclose the <b>termination, retirement or resignation</b> of a company’s</p> <ul style="list-style-type: none"> <li>Principal executive officer</li> <li>President</li> <li>Principal financial officer</li> <li>Principal accounting officer</li> <li>Principal operating officer</li> <li>or any person performing similar functions,</li> <li>or any named executive officer</li> </ul> <p><b>Item 5.02(c)</b> requires disclosure of the appointment of a new:</p> <ul style="list-style-type: none"> <li>Principal executive officer</li> <li>President</li> <li>Principal financial officer</li> <li>Principal accounting officer; or</li> <li>Principal operating officer</li> <li>Any person performing similar functions</li> </ul> <p><b>Additional Item 5.02 disclosure triggering events specific to NEOs</b></p> <p><b>Item 5.02(e)</b> requires disclosure of a material compensatory plan, contract or arrangement (whether or not written) if the following are a party to it:</p> <ul style="list-style-type: none"> <li>Principal executive officer</li> <li>Principal financial officer</li> <li>Named executive officer</li> </ul> <p><b>Item 5.02(f)</b> requires disclosure if the salary or bonus of the following cannot be calculated as of the most recent practicable date and is omitted from the Summary Compensation Table as specified in Instruction 1 to Item 402(c)(2)(iii) and (iv) of Regulation S-K.</p> <ul style="list-style-type: none"> <li>Named executive officer</li> </ul> <p><b>Key Points:</b></p> <ul style="list-style-type: none"> <li>The retirement, resignation or termination 8-K requirement does not include death as a triggering event, but companies often voluntarily disclose that event under Item 5.02, while some others elect to disclose that event under Item 7.01 or 8.01.</li> </ul>	<p>Part I, Item 1 of Form 20-F requires Foreign Private Issuers (“FPIs”) to disclose the following about directors and members of senior management:</p> <ul style="list-style-type: none"> <li>Names, business addresses and functions</li> </ul> <p>Part I, Item 6 A of Form 20-F requires FPIs to disclose the following additional information about those directors and members of senior management, and any employees such as scientists or designers upon whose work the company is dependent:</p> <ul style="list-style-type: none"> <li>Business experience and areas of experience in the company</li> <li>Principal business activities performed outside the company</li> <li>Date of birth or age (if required to be reported in the home country or otherwise publicly disclosed by the company)</li> <li>The nature of any family relationship between any of the directors and members of senior management</li> <li>Any arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any person was selected as a member of senior management</li> </ul> <p>Part I, Item 6 B, C and E of Form 20-F requires FPIs to disclose the following additional information for the last full financial year about just the company’s directors and members of its administrative, supervisory or management bodies:</p> <ul style="list-style-type: none"> <li>Compensation paid and benefits in kind granted for services in all capacities (disclosed individually unless not required in the home country or otherwise publicly disclosed), including contingent or deferred compensation accrued</li> <li>For compensation paid under bonus or profit-sharing plans: a brief description of the plan and participation basis</li> <li>For stock option compensation: title and amount of securities covered, exercise price, purchase price and expiration date</li> <li>Total amounts set aside or accrued for pension, retirement or similar benefits</li> <li>Date of expiration of current term of office (if applicable) and period of service in that office</li> <li>Details of service contracts providing for benefits upon termination of employment, or statement that no such contracts exist (for directors only)</li> <li>Details relating to the audit committee and remuneration committee, including member names</li> <li>Share ownership in the company as of the most recent practicable date (disclosed individually, including number and percentage of shares outstanding, class of shares and any different voting rights), and options granted to such persons (including title and amount of securities, exercise price, purchase price and expiration date)</li> </ul> <p>Part I, Item 7 B of Form 20-F requires FPIs to disclose, for the period since the beginning of the company’s preceding three financial years up to the date of the document, certain transactions between the company and key management personnel (directors and senior management), individuals with significant influence over the company (shareholders beneficially owning a 10% interest in the voting power of the company are presumed to have significant influence), and their close family members, including the nature and extent of material or unusual transactions and details of outstanding loans with any such individuals.</p> <p>Part I, Item 8.A.7 of Form 20-F requires FPIs to disclose information about any material legal or arbitration proceeding in which any director, member of senior management, or affiliate is a party adverse to the company or its subsidiaries or has a material interest adverse to the company or its subsidiaries.</p> <p>The instructions to Form 20-F require FPIs to file as exhibits any material contracts to which directors or officers are a party, as well as management or compensatory plans, contracts, or arrangements in which directors or members of administrative, supervisory or management bodies participate, unless an exception applies (such as where the plan is available to employees generally or public filing is not required in the company’s home country and is not otherwise public).</p>
<b>Topic</b>	<b>“Executive Officer” Rule 3b-7 (<a href="#">Linked Here</a>)</b>	<b>“Named Executive Officer” Reg. S-K Item 402(a)(3) (<a href="#">Linked Here</a>)</b>	<b>“Section 16 Officer” Exchange Act Rule 16a-1(f) (<a href="#">Linked Here</a>)</b>	<b>Disclosable events about certain officers pursuant to Form 8-K, Item 5.02 (<a href="#">Linked Here</a>)</b>	<b>“Senior Management” of Foreign Private Issuers pursuant to Form 20-F (<a href="#">Linked Here</a>)</b>
<b>Secondary Disclosure</b>	<p>Additional disclosures requiring individual-specific information about the company’s <b>executive officers</b> are also found:</p> <p>In Form S-1 by:</p> <ul style="list-style-type: none"> <li>Regulation S-K, Item 103(c)(2) – Legal Proceedings<sup>2</sup></li> <li>Regulation S-K, Item 402(b)(2)(xv) – CD&amp;A discussion re: role of executive officers in determining executive compensation</li> <li>Regulation S-K, Item 403(b) – Security Ownership of Management</li> <li>Regulation S-K, Item 407(e)(4) – Corporate Governance</li> <li>Regulation S-K, Item 404(a) – Transactions With Related Persons</li> <li>Regulation S-K, Item 601(b)(10) – Exhibits</li> </ul> <p>In Form 10-K by:</p> <ul style="list-style-type: none"> <li>Regulation S-K, Item 103(c)(2) – Legal Proceedings<sup>3</sup></li> <li>Regulation S-K, Item 402(b)(2)(xv) – CD&amp;A discussion re: role of executive officers in determining executive compensation</li> <li>Regulation S-K, Item 402(w) – Clawbacks</li> <li>Regulation S-K, Item 403(b) - Security Ownership of Management</li> <li>Regulation S-K, Item 404(a) – Transactions With Related Persons</li> <li>Regulation S-K, Item 407(e)(4) – Corporate Governance</li> <li>Regulation S-K, Item 601(b)(10) – Exhibits</li> </ul> <p>In annual meeting proxy statements by:</p> <ul style="list-style-type: none"> <li>Schedule 14A, Item 5 – Interest of Certain Persons in Matters to Be Acted Upon</li> <li>Schedule 14A, Item 6 – Voting Securities and Principal Holders Thereof</li> <li>Schedule 14A, Item 7 – Directors and Executive Officers</li> <li>Schedule 14A, Item 8 – Compensation of Directors and Executive Officers</li> <li>Schedule 14A, Item 10 – Compensation Plans</li> </ul> <p>In annual reports to shareholders on Form ARS (in addition to the Form 10-K and proxy requirements) by:</p> <ul style="list-style-type: none"> <li>Exchange Act Rule 14a-3(b)(8) – Information to Be Furnished to Security Holders</li> </ul>	<p>Additional disclosures requiring individual-specific information about the company’s <b>named executive officers</b> are also found:</p> <p>In Form S-1 and Form 10-K by:</p> <ul style="list-style-type: none"> <li>Regulation S-K, Item 403(b) – Security Ownership of Management</li> <li>Regulation S-K, Item 601(b)(10) – Exhibits</li> </ul>	<p>Additional disclosures requiring individual-specific information about the company’s <b>Section 16 officers</b> are also found:</p> <p>In Form 10-K by:</p> <ul style="list-style-type: none"> <li>Regulation S-K, Item 405 – Compliance with Section 16(a)</li> <li>Regulation S-K, Item 408 – Insider Trading Arrangements and Policies<sup>4</sup></li> </ul> <p>In annual meeting proxy statements by:</p> <ul style="list-style-type: none"> <li>Schedule 14A, Item 7 – Directors and Executive Officers</li> </ul>	<p>Additional disclosures requiring individual-specific information about certain of the company’s officers are also found in Form 8-K at:</p> <ul style="list-style-type: none"> <li>Item 1.03(a)(4) – Bankruptcy or Receivership</li> <li>Item 2.01(c) – Completion of Acquisition or Disposition of Assets</li> <li>Item 5.05(b) – Waiver of a Provision of the Code of Ethics</li> </ul>	<p>Although most Form 20-F disclosures requiring individual-specific information are driven by classification as ‘Directors and Senior Management,’ certain provisions instead use the term ‘<b>executive officer</b>,’ ‘<b>named executive officer</b>,’ or otherwise reference specific U.S.-style officer titles (such as <b>principal executive officer</b>, <b>principal financial officer</b>, and <b>principal accounting officer</b>). This can create confusion for FPIs whose organizational structures, titles, and distribution of management responsibilities may differ from U.S. corporate conventions. FPIs must determine which individuals perform functions comparable to these U.S. officer roles, even when no direct title equivalence exists. These disclosure obligations include:</p> <ul style="list-style-type: none"> <li>Part I, Item 6.F of Form 20-F requires FPIs to disclose information regarding erroneously awarded compensation subject to recovery under the registrant’s compensation recovery policy, including the amount of any recovery forgone from current and former <b>named executive officers</b> and other <b>executive officers</b> (with reasons why recovery was not pursued) and the dollar amount of outstanding compensation due from any current or former <b>named executive officer</b> where such compensation has been outstanding for 180 days or longer.</li> <li>Part II, Item 16 B of Form 20-F requires FPIs to disclose any waiver granted during the most recently completed fiscal year from a provision of the code of ethics to the <b>principal executive officer</b>, <b>principal financial officer</b>, <b>principal accounting officer</b> or <b>controller</b>, or <b>persons performing similar functions</b>, including the nature of the waiver, the name of the person to whom it was granted, and the date of the waiver.</li> <li>FPIs must also identify individuals who qualify as <b>officers under Exchange Act Rule 16a-1(f)</b>, as these individuals are subject, as of March 18, 2026, to Section 16 beneficial ownership reporting requirements on Forms 3, 4 and 5, but not to the short-swing profit liability provisions of Section 16(b) (see Section 16 Officer column for additional detail).</li> </ul>

<sup>2</sup> This obligation applies to a broader set of officers than just Executive Officers, specifically adding any “secretary, treasurer or principal financial officer, comptroller or principal accounting officer, and any person routinely performing corresponding functions.”

<sup>3</sup> This obligation applies to a broader set of officers than just Executive Officers, specifically adding any “secretary, treasurer or principal financial officer, comptroller or principal accounting officer, and any person routinely performing corresponding functions.”

<sup>4</sup> This obligation also applies to Form 10-Q.