GIBSON DUNN

WHEN DOES A COMPANY STOP BEING AN EMERGING GROWTH COMPANY?[1]

Upon the earliest of:

- Last day of first fiscal year in which total annual gross revenues are > $1.235 billion
  - If EGC exceeds this limit prior to completion of IPO process, it may retain benefits through IPO completion or up to a year, if earlier
- Last day of fiscal year that is five years after date of first public equity sale (e.g., pricing of the IPO)
- Date on which the company has issued more than $1 billion in nonconvertible debt in the preceding three-year period
- Last day of fiscal year in which the company becomes a Large Accelerated Filer, which requires:
  - Equity held by non-affiliates of $700 million or more (measured as of the last business day of the issuer's most recently completed second fiscal quarter);
  - Subject to reporting requirements for at least 12 calendar months;
  - Filed at least one annual report; and
  - Not a smaller reporting company

DISQUALIFYING CONDITION (DECEMBER 31 FISCAL YEAR END)	DATE ON WHICH THE COMPANY WOULD CEASE TO BE AN EMERGING GROWTH COMPANY	FIRST PERIODIC REPORT THAT MUST COMPLY WITH ALL REQUIREMENTS APPLICABLE TO NON-EGCS
The company had total gross annual revenues of $1.235 billion or more for its fiscal year ended December 31, 2023.	December 31, 2023	Form 10-K for the fiscal year ended December 31, 2023 (which should also include auditor's attestation report pursuant to Item 308(b) of Regulation S-K).
The company first sold its common equity securities in a registered offering in May 2018.	December 31, 2023	Form 10-K for the fiscal year ended December 31, 2023 (which should also include auditor's attestation report pursuant to Item 308(b) of Regulation S-K, unless the company is an accelerated filer).
The company issued more than $1 billion in nonconvertible debt between June 1, 2020 and May 31, 2023.	May 31, 2023	Form 10-Q for the quarter ended June 30, 2023.
The company is deemed to be a Large Accelerated Filer as of December 31, 2023.	December 31, 2023	Form 10-K for the fiscal year ended December 31, 2023 (which should also include auditor's attestation report pursuant to Item 308(b) of Regulation S-K).

(1) See definition of Emerging Growth Company in 15 USC § 77b(a)(19).

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IMPLICATIONS OF LOSS OF EMERGING GROWTH COMPANY STATUS

Following the loss of ESG-status, public companies are required to:

1. Comply with increased executive compensation disclosure obligations, including narrative compensation discussion and analysis (CD&A) section under Item 402 of Regulation S-K;
    - CD&A should address the objectives, policies and elements of a company's executive compensation program as well as how that program is implemented and the Company must tailor the disclosure to its own individual situation.
    - Equity award grant practices for executive officers should also be addressed in the CD&A section.
2. Expand Summary Compensation Table to cover five (rather than three) named executive officers and cover three (rather than two) fiscal years' information;
3. Include, as necessary, additional compensation tables under Item 402 of Regulation S-K regarding:
    - Grants of Plan-Based Awards
    - Outstanding Equity Awards at Fiscal Year-End
    - Option Exercises and Stock Vested
    - Pension Benefits
    - Non-qualified Deferred Compensation
4. Comply with the requirements on (1) "say-on-pay" and "say-on-frequency" shareholder votes in Rule 14a-21(a) and (b); (2) shareholder approval of golden parachute compensation in Rule 14a-21(c); and (3) pay ratio disclosure in Item 402(u) of Regulation S-K;
5. Provide audited financial statements for three fiscal years (rather than two);
6. Provide an auditor attestation of internal control over financial reporting under Sarbanes-Oxley Act Section 404(b); and
7. Comply with new or amended accounting standards adopted by the Public Company Accounting Oversight Board regarding mandatory audit firm rotation or a supplement to the auditor's report providing additional information about the audit and the financial statements.