

Corporate Governance Certification Form For Foreign Private Issuers¹

Company Name: _____ (the "Company")

Symbol: _____

Deadline: The Certification Form must be filed no later than July 31, 2005.

Re: Compliance with the new Audit Committee composition, Audit Committee charter, Nominating Committee charter, Executive Sessions and Code of Conduct requirements

1. Audit Committee Composition – Rule 4350(d)(2)(A)

I hereby certify that the Company has, and will continue to have, an Audit Committee of at least three members, comprised solely of directors each of whom: (1) meets NASDAQ's definition of independence contained in Rule 4200(a)(15) (subject to the exception provided in Rule 4350(d)(2)(B) and the cure period provided in Rule 4350(d)(4)); (2) meets the requirements of SEC Rule 10A-3(b)(1) (subject to exceptions provided in Rule 10A-3(c) and the cure period provided in Rule 4350(d)(4)); (3) has not participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years; and (4) is able to read and understand fundamental financial statements, including a company's balance sheet, income statement, and cash flow statement, as required by Rule 4350(d)(2).

In addition, I hereby certify that the Company has, and will continue to have, at least one member of the Audit Committee who has past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

Please check here and the appropriate box below if the Company is a foreign private issuer and is following home country practice in lieu of this requirement. A company checking this box must still have an audit committee that satisfies Rule 4350(d)(3) and ensure that such audit committee members meet the independence requirement in Rule 4350(d)(2)(A)(ii). The Company must disclose in its annual reports filed with the SEC that it does not comply with this requirement (as well as each other requirement of Rule 4350 that it does not follow) and describe the home country practice followed by the Company in lieu of such requirement.

The Company has previously received an exemption from NASDAQ for this Rule. No further documentation is required.

¹ As defined in SEC Rule 3b-4(c).

- The Company previously provided NASDAQ with a written statement from an independent home country counsel certifying that the Company's practices are not prohibited by the home country's laws. No further documentation is required.
- The Company has attached a written statement from an independent counsel in the Company's home country certifying that the Company's practices are not prohibited by the home country's laws.

2. Audit Committee Charter – Rule 4350(d)(1)

I hereby certify that the Company has adopted a formal written Audit Committee charter specifying the items enumerated in Rule 4350(d)(1), and that the Audit Committee will review and assess the adequacy of the charter on an annual basis.

- Please check here and the appropriate box below if the Company is a foreign private issuer and is following home country practice in lieu of this requirement. The Company must disclose in its annual reports filed with the SEC that it does not comply with this requirement (as well as each other requirement of Rule 4350 that it does not follow) and describe the home country practice followed by the Company in lieu of such requirement.
- The Company has previously received an exemption from NASDAQ for this Rule. No further documentation is required.
- The Company previously provided NASDAQ with a written statement from an independent home country counsel certifying that the Company's practices are not prohibited by the home country's laws. No further documentation is required.
- The Company has attached a written statement from an independent counsel in the Company's home country certifying that the Company's practices are not prohibited by the home country's laws.

3. Nominating Committee Charter – Rule 4350(c)(4)(B)

I hereby certify that the Company has adopted a formal written charter or board resolution, as applicable, addressing the nominations process and such related matters as may be required under the federal securities laws, as required by Rule 4350(c)(4)(B).

- A company that is a "Controlled Company", as defined in Rule 4350(c)(5), may check this box to certify that more than 50% of its voting power is held by an individual, a group or another company and, therefore, that it is exempt from this Rule. A Controlled Company relying upon this exemption must disclose in its annual meeting proxy statement (or, if the Company does not file a proxy, in its Form 10-K or 20-F) that it is a Controlled Company and the basis for that determination. In the event the Company ceases to be a Controlled Company, a new certification will be required.
- Please check here and the appropriate box below if the Company is a foreign private issuer and is following home country practice in lieu of this requirement. The Company must disclose in its annual reports filed with the SEC that it does not comply with this requirement (as well as each other requirement of Rule 4350 that it does not follow) and describe the home country practice followed by the Company in lieu of such requirement.
- The Company has previously received an exemption from NASDAQ for this Rule. No further documentation is required.

- The Company previously provided NASDAQ with a written statement from an independent home country counsel certifying that the Company's practices are not prohibited by the home country's laws. No further documentation is required.
- The Company has attached a written statement from an independent counsel in the Company's home country certifying that the Company's practices are not prohibited by the home country's laws.

4. Executive Sessions - Rule 4350(c)(2)

I hereby certify that the Company will have regularly scheduled meetings at which only independent directors are present ("executive sessions"), as required by Rule 4350(c)(2).

- Please check here and the appropriate box below if the Company is a foreign private issuer and is following home country practice in lieu of this requirement. The Company must disclose in its annual reports filed with the SEC that it does not comply with this requirement (as well as each other requirement of Rule 4350 that it does not follow) and describe the home country practice followed by the Company in lieu of such requirement.
- The Company has previously received an exemption from NASDAQ for this Rule. No further documentation is required.
- The Company previously provided NASDAQ with a written statement from an independent home country counsel certifying that the Company's practices are not prohibited by the home country's laws. No further documentation is required.
- The Company has attached a written statement from an independent counsel in the Company's home country certifying that the Company's practices are not prohibited by the home country's laws.

5. Code of Conduct – Rule 4350(n)

I hereby certify that the Company has adopted one or more codes of conduct applicable to all directors, officers and employees, and that such codes are, or will be, publicly available by July 31, 2005, as required by Rule 4350(n).

- Please check here and the appropriate box below if the Company is a foreign private issuer and is following home country practice in lieu of this requirement. The Company must disclose in its annual reports filed with the SEC that it does not comply with this requirement (as well as each other requirement of Rule 4350 that it does not follow) and describe the home country practice followed by the Company in lieu of such requirement.
- The Company has previously received an exemption from NASDAQ for this Rule. No further documentation is required.
- The Company previously provided NASDAQ with a written statement from an independent home country counsel certifying that the Company's practices are not prohibited by the home country's laws. No further documentation is required.
- The Company has attached a written statement from an independent counsel in the Company's home country certifying that the Company's practices are not prohibited by the home country's laws.

A duly authorized officer of the Company must sign this certification.

Signature: _____

Print Name: _____

Title: _____

Company Name: _____

Date: _____

Please return this form to:

Listing Qualifications Department
The NASDAQ Stock Market
9600 Blackwell Road
Fifth Floor
Rockville, MD 20850

or by facsimile to: 301.978.4028.

If you have any questions regarding the completion of this certification form, please contact the Listing Qualifications Department at 301.978.8008.