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Revised 10/2020

CERTIFICATE OF RULE 144A QUALIFIED INSTITUTIONAL BUYER AND SECTION 3(C)(7) QUALIFIED PURCHASER

I. In connection with a purchase or purchases of privately offered securities pursuant to Rule 144A under the Securities Act of 1933, the undersigned certifies that it is familiar with the Rule 144A, agrees that persons selling securities to the undersigned in reliance upon Rule 144A may rely on the information contained in this certificate, and represents and warrants that:

i. *It is a Qualified Institution Buyer ("QIB") (as described in Annex A hereto) of the following type:

Entity, all of the equity owners of which are QIBs (*insert type of institution as it appears in bold in Annex A).*

ii. *As of **December 31,**, 20**23** *[insert a specific date on or after the last day of most recently-ended fiscal year]*, the undersigned owner or invested on a discretionary basis $**100** million *[insert specific dollar amount]* of "eligible securities" (as set forth in Annex A);

iii. If the amount specified in clause (ii) above is less than $100,000,000.00 but not less than $10,000,000.00, the undersigned is a dealer registered under Section 15 of the Securities Exchange Act of 1933 (the "Exchange Act");

iv. If the amount specified in clause (ii) above is less than $10,000,000.00 the undersigned is a dealer registered pursuant to Section 15 of the Exchange Act acting in a riskless principle transaction on behalf of a QIB,

v. If the undersigned decides to purchase Rule 144A securities for the accounts of others, it will purchase Rule 144A securities only for accounts that independently qualify as QIBs as defined in Rule 144A ;

vi. **If the undersigned is an investment advisor acting for one or more registered investment companies that are part of a family of investment companies (as defined in Rule 144A) that in the aggregate owns or invests on a discretionary basis at least $100 million of "eligible securities" (as set forth in Annex A), or if the undersigned is itself a registered investment company that is part of such a family of investment companies, as of _____, 20____ *[insert a specific date that is on or after the close of the most recent fiscal year of each such registered investment company]*, the family of investment companies in the aggregate owned or invested on a discretionary basis the following amount of "eligible securities" (as set forth in Annex A) *[check one]* ☐ $100 million or more but under $1 billion, ☐ $1 billion or more but under $10 billion, ☐ $10 billion or more; and

vii. The undersigned's current fiscal year ends on **Devember 31**, 20**24**

**See Annex A*
***See Annex A*

II. The undersigned certifies that it has read and agrees to Annex B – "Restrictions on Sales of Book-Entry Securities Designed QIB/QP or 3(c)(7)" attached hereto, and that it is a "Qualified Purchaser" as defined in Section 2(a)(51) and the related rules of the Investment Company Act of 1940, as amended (the "Investment Company Act"), and further represents and warrants that:

i. It is not a:

(a) "dealer" described in (ii) of Annex A that owns and invests on a discretionary basis less than $25,000,000.00 in "eligible securities" (excluding securities constituting the whole or part of an unsold allotment to or subscription as a participant in a public offering); or

(b) "plan" described in (g) or (h) of Annex A or a "trust fund" described in (i) of Annex A that holds assets for such a plan and not solely by the fiduciary, trustee, or sponsor of the plan;

ii. The undersigned is not an entity that was formed for the specific purpose of investing securities of issuers relying on the Section 3(c)(7) exception from the definition of "investment company" in the Investment Company Act (or if it was formed for such purpose, then each beneficial owner of its securities is a Qualified Purchaser);

iii. If the undersigned was formed prior to April 30, 1996 and is an investment company excepted from the Investment Company Act pursuant to Section 3(c)(1) or Section (c)(7) thereof, then its treatment as a Qualified Purchaser has been consented to (in the manner required by Section 2(a)(51)(C) of the Investment Company Act and rules thereunder) by its beneficial owners who acquired their interest on or before April 30, 1996; and

iv. Each of the accounts and sub-accounts listed can independently make the representations and warranties in this Part II. If the undersigned decides to purchase for the accounts of others securities designated QIB/QP or 3(c)(7), it will purchase such securities only for accounts which can, and each such account will be deemed to, make the representations and warranties in this Part II(i), (ii), and (iii) above. (An insurance company may purchase for one or more of its separate accounts without regard to whether such separate account could independently make those representations and warranties.).

III. The undersigned agrees to promptly advise you if any of the representations or warranties in the certification ceases to be true.

IV. The undersigned certifies that the undersigned is the institution's chief financial officer, a person fulfilling an equivalent function, or other executive office of the purchaser.

Institution Name: **R.W. Pressprich & Co.**	Address, City, State, Zip **445 Park Ave, Ste 16D** **New York, NY 10022**	
Name of Authorized Signatory: **Timothy L. Burns**	Tax ID / EIN / Reg. No: **13-3570685**	Includes affiliates and wholly-owned subsidiaries (check if applicable) ☒
Title of Authorized Signatory (Must be an Executive Officer): **Senior Managing Director/CCO**	Telephone: **212-832-6370** Email Address: **tburns@pressprich.com**	
Signature of Authorized Signatory Timothy L. Burns Digitally signed by Timothy L. Burns Date: 2024.01.03 13:54:42 -05'00'	Date: **January 3, 2024**	

ANNEX A

* Completion of this field required
** If the undersigned is an investment adviser acting for one or more registered investment companies that are part of a family of investment companies (as defined in Rule 144A) that in the aggregate owns or invests on a discretionary basis at least $100 million of "eligible securities" (as set forth in Annex A), or if the undersigned is itself a registered investment company that is a part of such a family of investment companies, then completion of BOTH Part I(ii) AND Part I(vi) (in addition to Part I(i) and Part I(vii)) are required. If the undersigned is an investment adviser acting for more than one such family of investment companies, attach a list identifying each family and the information required by this clause (vi) for each family.

I. Qualified Institutional Buyer ("QIB") means any of the following institutions:

i. An institution referred to in any of the clauses (a) through (q) below that owns or invests on a discretionary basis at least $100 million in "eligible securities" (as defined in (II) below), provided that such institution is buying for its own account or for the accounts of other QIBs

(a)	**Insurance Company**	An insurance company as defined in Section 2(a)(13) of the Securities Act of 1933 (the "Act"). A purchase by an insurance company for one or more of its separate accounts (as defined in Section 2(a)(37) of the Investment Company Act of 1940 (the "Investment Company Act")), which separate accounts are not, and are not required to be, registered under the Investment Company Act, is deemed to be a purchase by the insurance company.
(b)	**Investment Company**	An investment company registered under the Investment Company Act.
(c)	**Investment Adviser**	An investment adviser registered under the Investment Advisers Act of 1940 (the "Investment Advisers Act").
(d)	**Corporation**	A corporation (other than a bank as defined in Section 3(a)(2) of the Act of a savings and loan association or other institution referenced in Section 3(a)(5)(A) of the Act or a foreign bank or savings and loan association equivalent institution).
(e)	**Partnership**	A partnership
(f)	**Business Trust**	Massachusetts or similar business trust
(g)	**Plan**	A plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions for the benefit of its employees.
(h)	**Employee Benefit Plan**	An employee benefit plan within the meaning of Title I of the Employee Retirement Income Security Act of 1974.
(i)	**Trust Fund**	A trust fund whose trustee is a bank or trust company and whose participants are exclusively plans of the types identified in paragraph (g) or (h) above, except trust funds that include as participants individual retirement accounts or H.R. 10 plans.
(j)	**Organization**	An organization described in Section 501(c)(3) of the Internal Revenue Code.
(k)	**Business Development Company, Section 2(a)(48)**	A business development company as defined in Section 2(a)(48) of the Investment Company Act.
(l)	**Business Development Company, Section 202(a)(22)**	A business development company as defined in Section 202(a)(22) of the Investment Advisers Act.
(m)	**Small Business Investment Company**	A Small business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958.
(n)	**Bank**	A bank as defined in Section 3(a)(2) of the Act, a savings and loan association or other institution as referenced in Section 3(a)(5)(A) of the Act or a foreign bank or savings and loan association or equivalent institution that has an audited net worth of at least US$25 million in its latest annual financial statements.

(o)	**Rural Business Investment Company**	A Rural Business Investment Company, as defined in Section 384A of the Consolidated Farm and Rural Development Act.
(p)	**Limited Liability Company**	A limited liability company, along with the other entity types previously listed in Rule 144A(a)(1)(i)(H) and excluding certain entities previously excluded therein.
(q)	**Institutional Accredited Investor**	An institutional accredited investor under Rule 501(a), of an entity type not already included in paragraphs 144A(a)(1)(i)(A) through (I) or 144A(a)(1)(ii) through (vi), qualify as QIBs. Includes Native American tribes, government bodies and bank-maintained collective investment trusts.

ii. **Dealer** – A dealer registered pursuant to section 15 in the Securities Exchange Act of 1934 (the "Exchange Act") acting for its own account or the accounts of other QIBs, that in the aggregate owns or invests on a discretionary basis at least $10 million of securities of issuers that are not affiliated with the dealer, provided that securities constituting the whole or a part of an unsold allotment to or subscription by a dealer as a participant in a public offering shall not be deemed to be owned by such dealer

iii. **Dealer acting in a risk-less principal transaction** – A dealer registered pursuant to Section 15 of the Securities Exchange Act, acting in a risk-less principle transaction on behalf of a QIB

iv. **Investment Company, part of a family** – An investment company registered under the Investment Act, acting for its own account or for the accounts of other QIBs, that is part of a family of investment companies (as defined in Rule 144A) which own in the aggregate at least $100 million in eligible securities

v. **Entity, all of the equity owners of which are QIBs** – Any entity, all of the equity holders are QIBs, acting for its own account or for the accounts of other QIBs

II. Eligible Securities

In determining the aggregate amount of securities owned or invested on a discretionary basis by an entity, the following instruments and interests shall be excluded: securities issued by issuers that are affiliated with the purchaser or, if the purchaser is an investment company seeking to qualify as a QIB pursuant to (I)(iv) above, are part of that purchaser's "family of investment companies"; bank deposit notes and certificates of deposit; loan participations; repurchase agreements; securities owned but subject to a repurchase agreement; and currency, interest rate and commodity swaps.

The value of eligible securities must be calculated based on cost (or on the basis of market if (a) the entity reports its securities holdings in its financial statements on the basis of their market value and (b) no current information with respect to the cost of those securities has been published)

In determining the aggregate amount of securities owned by an entity or invested by the entity on a discretionary basis, securities owned by subsidiaries of the entity that are consolidated with the entity in its financial statement s prepared in accordance with generally accepted accounting principles may be included if the investments of such subsidiaries are managed under the direction of the entity, except that, unless the entity is a reporting company under Section 13 or 15(d) of the Exchange Act, securities owned by such subsidiaries may not be included if the entity itself is a majority-owned subsidiary that would be included in consolidated financial statements of another enterprise.

ANNEX B

Restrictions on Sale of Book-Entry Securities Designated QIB/QP or 3(c)(7)

The Investment Company Act of 1940, as amended (the "Investment Company Act") requires that all holders of the outstanding securities of an issuer relying on Section 3 (c)(7) (or, in the case of a non-U.S. issuer, all holders that are U.S. persons) be "qualified purchasers" ("QPs") as defined in Section 2(a)(51)(A) of the Investment Company Act and related rules. Under the rules, the issuer must have a "reasonable belief" that all holders of its outstanding securities (or, in the case of non-U.S., issuers, all sales and resales in the United States or to U.S. Persons), including transferences, are QPs. Consequently, all sales and resales of the securities (or, in the case of non-U.S. issuers all sales and resales in the United States or to U.S. Persons) must be made pursuant to Rule 144A and are also QPs (QIBs/QPs). Each purchaser of a security designated QP or 3(c)(7) will be deemed to represent at the time of purchase that;(i) the purchaser is a QIB?QP; (ii) the purchaser is not a broker-dealer which owns and invests on a discretionary basis less than $25 million in securities of unaffiliated issuers;(iii) the purchaser is not a participant-directed employee plan such as a 401(K) plan; (iv) the QIB/QP is acting for its own account, or the account of another QIB/QP; (v) the purchaser is not formed for the purpose of investing in the issuer; (vi) the purchaser, and each account for which it is purchasing, will hold and transfer at least the minimum denomination of securities; and (vii) the purchaser will provide notice of the transfer restrictions to any subsequent transferees.

The charter, bylaws, organizational documents or securities issuance documents of an issuer relying on Section 3(c)(7) of the Investment Company Act and Rule 144A of the Securities Act with respect to an offering of securities typically provide that the issuer will have the right to (i) require any holder of securities (or in the case of a non-U.S. issuer, any holder that is a U.S. Person) that is determined not to be both a QIB and a QP to sell the securities to a QIB that is also a QP or (ii) redeem any securities held by such a holder on specified terms. In addition, such an issuer typically has the right to refuse to register or otherwise honor a transfer of securities to a proposed transferee (or, in the case of a non-U.S. issuer, a proposed

transferee that is a U.S. Person) that is not both a QIB and a QP. As used herein, the terms "United States" and "U.S. Person" have the meanings given such terms in Regulation S under the Securities Act.

Restrictions on Sales of Securities Designated "Non-U.S. ETFs"

The securities of exchange-traded funds organized outside of the United States ("non-U.S. ETFs") may be offered and sold in the United States or to U.S. persons only to the extent exemptions are available from registration requirements under the U.S. Securities Act of 1933, as amended (the "Securities Act") and the U.S. Investment Company Act of 1940, as amended (the "Investment Company Act"). Non-U.S. ETFs are not, and will not be, registered under the Securities Act, and an issuer of non-U.S. ETFs (the "Issuer") is not, and will not be, registered under Investment Company Act.

In order to transact in non-U.S. ETFs, the prospective purchaser of a non-U.S. ETF must be BOTH a "qualified institutional buyer" as defined in Rule 144A under the Securities Act AND a "qualified purchaser" as defined in Section 2(a)(51) of the Investment Company Act and the rules thereunder.

Non-U.S. ETFs may not be reoffered, resold, pledged or otherwise transferred except (i) to a prospective purchaser that is not a U.S. person (as defined in Regulation S under the Securities Act) in an offshore transaction complying with Rule 904 of Regulation S and in accordance with an available exemption under the Investment Company Act or (ii) in a transaction with the broker-dealer of the account in which the transferor holds such non-U.S. ETFs. In each case, such offer, sale, pledge or transfer must be made in accordance with any applicable securities laws of any state of the United States.

An offering circular or prospectus will not be provided or prepared in connection with the sale of non-U.S. ETFs, nor will any other material be provided regarding non-U.S. ETFs or the Issuer prepared by the Issuer or any other person relating to any offer or sale of the non-U.S. ETFs. Prospective purchasers of non-U.S. ETFs may not rely on any investigation that any other person may conduct with respect to non-U.S. ETFs or the Issuer. Prospective purchasers of non-U.S. ETFs should make independent investment decisions regarding non-U.S. ETFs based on knowledge (and information it may have or which is publicly available) with respect to the Issuer and the non-U.S. ETFs.

Restrictions on Sales of Non-U.S. Listed Options Designated QIB/QP or 3(c)(7)

Options listed on exchanges outside the United States are sold to U.S. persons in the United States pursuant to no-action relief provided to such exchanges ("Approved Exchanges") by the U.S. Securities and Exchange Commission ("Approved Options"). In order to purchase Approved Options a U.S. person must be, and the undersigned (if the undersigned is a U.S. person) hereby agrees that it will not make any such purchase unless it is, a Qualified Institution acting for its own account or for the account of another Qualified Institution or for the managed account of a non-U.S. person within the meaning of Rule 902(k)(2)(i) of Regulation S under the Securities Act. A "Qualified Institution" is a U.S. entity that is a broker-dealer or other institution that (1) qualifies as a QIB and (2) has had prior actual experience with traded options in the U.S. options market.

The Approved Options are not, and will not be, registered under the Securities Act and may not be reoffered, resold, pledged or otherwise transferred in the United States. The purchaser of an Approved Option may cause the disposition of the Approved Option only outside the United States on an Approved Exchange by instruction to a member of the applicable Approved Exchange with whom the purchaser or its agent (a broker) has a contract in respect of the Approved Option, and the disposition of the Approved Option shall be effected only on the applicable Approved Exchange and, by the action of the member directly or indirectly, there shall be settlement of the Approved Options at the clearinghouse for such Approved Exchange . The undersigned acknowledges that broker is responsible solely for the execution, clearing and/or carrying of Approved Contracts in accordance with this

Annex B and any other applicable agreements between broker and the undersigned, and that broker shall not be liable for any loss, liability, expense, fine or taxes caused directly or indirectly by any event beyond the control of broker, including without limitation any suspension or termination of trading or the failure or delay by any Approved Exchange to enforce its rules or to pay or return any amounts owed to broker with respect to any Approved Options executed and/or cleared for the undersigned's account.

If the undersigned is a Qualified Institution acting on behalf of another Qualified Institution that is not a managed account, it has obtained from the other written representations to the same effect as these representations and will provide it to broker upon demand. The undersigned acknowledges that it will have obtained all information that it considers material with respect to options generally and any transactions in Approved Options entered into by it (including without limitation information regarding any securities or indices underlying such Approved Options) and that it will make any decision to enter into a transaction in Approved Options solely on the basis of such information. The undersigned will enter into a transaction in or exercise any cash-settled Approved Option only in connection with a hedging transaction or otherwise in the ordinary course of its business or investment activities.

The undersigned's acknowledgment of and agreement with the foregoing will be deemed to be repeated upon each transaction in Approved Options with broker.