

Proposed Share Repurchase Rules

- Rules were proposed by the SEC on December 15, 2021
 - The SEC approved the proposed amendments on a typical 3-2 vote along party lines
- Comments are due 45 days after the proposed rules are published in the Federal Register
- The proposed rule would require the following:
 - Company would be required to furnish (not file) a Form SR by the end of the first business day after any share repurchase, disclosing:
 - Date of repurchase
 - Class of securities repurchased
 - Total number of shares repurchased
 - Average price paid per share
 - Number of shares repurchased
 - Number of shares repurchased in reliance on Rule 10b-18
 - Number of shares repurchased pursuant to a 10b5-1 plan
- The quarterly reporting about share repurchases in Form 10-Ks and Form 10-Qs would be enhanced to include the following:
 - Objectives and rationale for share repurchases and determining amounts of repurchases
 - Policies and procedures relating to purchases and sales by officers and directors during a repurchase program
 - Whether repurchases were made pursuant a 10b5-1 plan
 - Whether repurchases were made in reliance on Rule 10b-18
 - Check box indicating whether any Section 16 officers or directors purchased or sold shares within 10 days before or after the announcement of an issuer repurchase plan