



ALEX PADILLA | SECRETARY OF STATE | STATE OF CALIFORNIA
BUSINESS PROGRAMS DIVISION
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December 16, 2019

[Corporation Name]
[Corporation Address]

Dear Compliance Officer:

Our research and records reflect that this corporation is publicly traded and (i) is a California corporation or foreign corporation registered to do business in California and/or (ii) lists a California address on its annual Form 10-K filing with the U.S. Securities and Exchange Commission (SEC). This letter is intended to inform you of the California Secretary of State filing requirements and the recent change in the law.

Statement of Information Filing Requirement:

California corporations and foreign corporations registered to do business in California are required to file an annual Statement of Information with the California Secretary of State. (Corporations Code sections 1502 (domestic – formed in California) and 2117 (foreign – formed outside of California).) The annual required Statement of Information can be filed online through our **bizfile** California portal at bizfile.sos.ca.gov. If you need to update your previously filed Statement of Information before your next annual filing is due, you may file a new Statement of Information online without a fee.

Please note that all foreign corporations transacting intrastate business in California are required to register with our office and file an annual Statement of Information. (Corporations Code sections 2105 and 2117.)

Corporate Disclosure Statement Filing Requirement:

Publicly traded California corporations and foreign corporations registered to do business in California also are required to file an annual Corporate Disclosure Statement within 150 days after the end of their fiscal year. (Corporations Code sections 1502.1 (domestic) and 2117.1 (foreign).)

By the close of 2019, the existing Corporate Disclosure Statement form will be modified to accommodate new statutory reporting requirements described below. Beginning January 1, 2020, all corporations required to file a Corporate Disclosure Statement must use the new form. Due to the changes in law, prior versions of the form will not be accepted for filing. Note that there is no fee for filing a Corporate Disclosure Statement.

To ensure you are using the correct Corporate Disclosure Statement form, please visit our website. The Corporate Disclosure Statement form, including instructions for completing the form, is available at <https://bpd.cdn.sos.ca.gov/corp/pdf/so/siptsupp.pdf> or through our **bizfile** California portal at bizfile.sos.ca.gov. Eureka, our new award winning online chatbot located on our **bizfile** California portal can direct you quickly to the Corporate Disclosure Statement, as well.

Women on Boards Filing Requirement:

Effective January 1, 2019, California Corporations Code sections [301.3](#) and [2115.5](#) require every **publicly held** corporation with a principal executive office located in California, as listed on the corporation's annual

SEC Form 10-K filing, to have a minimum number of female directors on its board of directors.

Publicly held corporations are a subset of publicly traded corporations. “Publicly held” corporations are corporations with shares listed on the New York Stock Exchange (NYSE), the National Association of Securities Dealers Automated Quotations (NASDAQ) or the NYSE American (formerly known as the American Stock Exchange or AMEX). “Publicly traded” corporations are corporations with securities listed on the NYSE, NASDAQ, NYSE American, OTC Bulletin Board, or on the electronic service operated by OTC Markets Group Inc.

| Market / Exchange | Publicly Held Corporations | Publicly Traded Corporations |
|--------------------------|-----------------------------------|-------------------------------------|
| NYSE | ✓ | ✓ |
| NASDAQ | ✓ | ✓ |
| NYSE American | ✓ | ✓ |
| OTC Markets Group Inc. | | ✓ |
| OTC Bulletin Board | | ✓ |

By December 31, 2019, every publicly held corporation listing a California principal executive office on its SEC Form 10-K must have at least one female director on its board of directors. Additionally, by December 31, 2021, such corporations are required to have minimum numbers of female directors based on the total size of the board of directors, as follows:

| Total Number of Directors | Minimum Female Directors Required by end of 2019 | Minimum Female Directors Required by end of 2021 |
|----------------------------------|---|---|
| 4 or fewer | 1 | 1 |
| 5 | 1 | 2 |
| 6 or more | 1 | 3 |

A publicly held corporation with a principal executive office in California may report compliance with the statutory female director requirements on its annual Corporate Disclosure Statement. The Secretary of State is required to publish an annual compliance report on its website commencing in March of 2020.

Corporations that are publicly traded but not publicly held are not required to meet the statutory female director requirements. However, publicly traded corporations are still required to file an annual Corporate Disclosure Statement and may voluntarily disclose information relating to board composition.

More information is available on the Secretary of State’s website at <https://www.sos.ca.gov/business-programs/women-boards/>.

Sincerely

Legal Review Unit
Business Programs Division