SIGIS: Special Interest Group for IIAS Standards Certification Policies and Procedures (9th Amendment October 2025)

I. Merchants

- 1. A merchant seeking certification must complete the SIGIS: Special Interest Group for IIAS Standards ("SIGIS") Merchant Certification Self-Assessment. The Self-Assessment must be executed by a duly-authorized representative of the merchant and sent to the merchant's settlement acquirer / acquirer processor.
- 2. The Self-Assessment must be reviewed and approved by the merchant's Acquirer/Acquirer Processor, as appropriate, that is a member of SIGIS in good standing. If the merchant uses more than one settlement Acquirer/Acquirer Processor, it must fill out separate forms for each.
- 3. A subset of the Certification and Compliance Committee will review the Self-Assessment.
 - (a) The review will be undertaken by at least two persons, who may be members of the Certification and Compliance Committee or SIGIS staff or contractors. Persons in the last category must be approved by a majority vote of the Committee.
 - (b) Neither the applicant, any merchant, nor the merchant's Acquirer/Acquirer Processor may be a member of the review team.
 - (c) The review will be completed within five business days. If the submitting merchant or their acquirer are subject to a Compliance Notice, reviews for pending certifications may be held.
 - (d) If the review team determines that any information is incomplete or otherwise deficient, it will notify the Acquirer/Acquirer Processor, and the Acquirer/Acquirer Processor will work with the merchant to revise and resubmit the Self-Assessment.
 - (e) If the Self-Assessment is not approved by a reviewer that is an Acquirer/Acquirer Processor, the Self-Assessment will be sent to another reviewer that is not an Acquirer/Acquirer Processor for review. If that replacement reviewer and the other original member of the review team agree to accept the Self-Assessment, it is approved, otherwise it is rejected. A rejection may be appealed by the merchant pursuant to the Bylaws.
- 4. The merchant will be considered fully certified for the addition/change covered by the Addendum once it has satisfied all of the following conditions:
 - (a) Merchant has executed its Membership Agreement and Merchant has been notified that its membership has been approved by SIGIS; and

- (b) Self-Assessment is approved by SIGIS; and
- (c) Technical testing is conducted and the results are approved by the Acquirer/Acquirer Processor pursuant to Section I.8 below.
- 5. Upon satisfaction of the conditions (a) and (b) above, SIGIS will notify the merchant and its Acquirer/Acquirer Processor.
- 6. Upon satisfaction of condition (c) above, the Acquirer/Acquirer Processor will notify SIGIS that testing is complete.
- 7. Upon satisfaction of all of conditions (a) (c) above, SIGIS will note in its records that the merchant has completed certification. The SIGIS web site will be updated to list the merchant as certified within one business day.
- 8. In order to support proper transaction flow to issuer processors, upon satisfaction of all of conditions (a) (c) above, the Acquirer/Acquirer Processor will follow all procedures published by the card networks required for SIGIS transaction control.
- 9. If a merchant uses an Acquirer/Acquirer Processor that is not a member of SIGIS pursuant to Section I.12, a compliance infraction by the merchant's Acquirer/Acquirer Processor will be attributed to the merchant.
- 10. The Acquirer/Acquirer Processor that performs system testing for certification, participates in transaction control, and through which the merchant sends its SIGIS-standard transactions and its self-assessment must be a member of SIGIS. Notwithstanding the immediately foregoing sentence, the merchant is permitted to temporarily route transactions through a non-SIGIS member Acquirer/Acquirer Processor if necessary due to emergency conditions beyond the merchant's reasonable control. Emergency conditions which would warrant this waiver include, but are not limited to the following conditions:
 - (a) Vendor software issue that requires routing transactions to a different Acquirer/Acquirer Processor
 - (b) Disaster Recovery situation that requires alternate routing of transactions until processing can be restored to the original environment
 - (c) Regulatory, legislative or unavoidable legal requirement necessitating the routing of transactions to an alternate Acquirer/Acquirer Processor
 - (d) Withdrawal or termination of SIGIS membership of the merchant's Acquirer/Acquirer processor other than as a result of a compliance case against the Acquirer/Acquirer processor.

In such cases, the merchant must notify SIGIS within three (3) business days of its temporary use of a non-member as well as when it resumes processing with a member Acquirer/Acquirer Processor. If SIGIS confirms a significant Acquirer / Acquirer

Processor issue that would impact the Acquirer / Acquirer Processor's certification or membership status with SIGIS, SIGIS will provide notice to the merchant of the issue. The merchant must resume processing with a member Acquirer/Acquirer Processor within 90 days, including re-certification if the merchant changes its Acquirer/Acquirer Processor.

11. If the merchant converts processing to a new Acquirer/Acquirer Processor on a long-term basis, the merchant must complete a new SIGIS Merchant Certification Self-Assessment that reflects the new Acquirer/Acquirer Processor. The self-assessment must be approved as provided in this policy, and the new Acquirer/Acquirer Processor must send notice of approval of technical testing to SIGIS as required by this policy.

II. Merchant Addendums

- 1. As standards change, SIGIS may create optional or mandatory Addendums to certifications to cover changes/additions to the standard. The purpose of these Addendum's is to simplify the process so that a certified merchant does not have to complete a full certification form for the sole purpose of being certified for the changes/additions to the standard. Only merchants already certified may use the addendum if there existing certification is the current form. The addendum is acquirer / certification specific and will need to be completed for each existing certification that needs to be amended. To clarify, if a merchant is seeking a new certification / acquirer combination, or their existing certification is on an older version of the form they must use the full form.
- 2. A merchant seeking certification for changes/additions must complete the appropriate SIGIS Merchant Certification Self-Assessment Addendum.
- 3. A subset of the Certification and Compliance Committee will review the Self-Assessment.
 - a. The review will be undertaken by at least two persons, who may be members of the Certification and Compliance Committee or SIGIS staff or contractors. Persons in the last category must be approved by a majority vote of the Committee.
 - b. Neither the applicant, any merchant nor the merchant's Acquirer/Acquirer Processor may be a member of the review team.
 - c. The review will be completed within five business days. If the submitting merchant or their acquirer are subject to a Compliance Notice, reviews for pending certifications may be held.
 - d. If the review team determines that any information is incomplete or otherwise deficient, it will notify the Merchant.
 - e. If the Self-Assessment is not approved by a reviewer that is an Acquirer/Acquirer Processor, the Self-Assessment will be sent to another reviewer that is not an Acquirer/Acquirer Processor for review. If that

replacement reviewer and the other original member of the review team agree to accept the Self-Assessment, it is approved, otherwise it is rejected. A rejection may be appealed by the merchant pursuant to the Bylaws.

- 4. The merchant will be considered fully certified for the addition/change covered by the Addendum once it has satisfied both of the following conditions:
 - a. Self-Assessment is approved by SIGIS;
 - b. Technical testing is conducted and the results are approved by the Acquirer/Acquirer Processor pursuant to Section I.8 below.
- 5. Upon satisfaction of conditions (6a) above, the SIGIS will notify the merchant and its Acquirer/Acquirer Processor.
- 6. Upon satisfaction of condition (6b) above, the Acquirer/Acquirer Processor will notify SIGIS that testing is complete.
- 7. Upon satisfaction of both of conditions (6a) and (6b) above, SIGIS will note in its records that the merchant has completed certification. The SIGIS web site will be updated to list the merchant as certified within five business days.
- 8. In order to support proper transaction flow to issuer processors, upon satisfaction of both of conditions (6a) and (6b) above, the Acquirer/Acquirer Processor will follow all procedures published by the card networks required for SIGIS transaction control.

III. Alternative Process for Qualified Merchants Using a Third-Party Servicer

- 1. Merchants outsourcing the majority of their IIAS processes to a Third-Party Servicer (TPS) may take advantage of an alternative certification process. A TPS is defined under Section IV below and entitled "Third Party Servicers".
- 2. The merchant's TPS must be certified as set forth below by SIGIS for the specific solution used by the merchant in order for the merchant to become certified under this process. If not certified, the merchant may seek certification using the standard Merchant Certification Self-Assessment described in Section I.
- 3. Once the TPS has received notification from SIGIS that it has been certified by SIGIS, the TPS then facilitates submission of the TPS Client Merchant Self-Assessment ("SA") for its client merchants. The process for certification is electronic:
 - a. The client merchant fills in the self-assessment.
 - b. The TPS reviews and approves the merchant SA.
 - c. The Acquirer/Acquirer Processor attests to the merchant SA.
 - d. SIGIS is notified and the SA is fully approved.

No SAs will be accepted by SIGIS until the TPS has been certified by SIGIS pursuant to Section III. If the submitting merchant, the TPS or their acquirer are subject to a Compliance Notice, reviews for pending certifications may be held.

- 4. The merchant is deemed to be certified when its SA has been approved by SIGIS and it is a SIGIS member in good standing, with dues fully paid.
- 5. The provisions of Sections I.5, I.7, and I.9 through I.12 above shall also apply to merchants using this alternative process, with the exception that acquirer testing as described in Section I.6 (c) above is not required, and therefore any reference to such does not apply to merchants using this alternative process.
- 6. Because the merchant is outsourcing a significant amount of its processes to the TPS, and because the merchant's individual certification only covers those processes that it does not outsource to the TPS, the merchant's certification is dependent upon the certification of its TPS. If SIGIS confirms a significant TPS issue that would impact the TPS's certification or membership status with SIGIS, SIGIS will provide notice to the merchant of the issue. If the merchant's TPS has its certification suspended or revoked as the result of a compliance case against the TPS, the merchant's certification may also be suspended for so long as its TPS is not certified. In the case of withdrawal or termination of the TPS's SIGIS membership for reasons other than a compliance case, the merchant will remain certified for 90 days. Prior to the end of this 90 day period, the merchant must complete a new SIGIS certification, either with a different certified TPS or directly through use of the long-form self-assessment process, in order to remain certified by SIGIS.
- 7. If the merchant changes its TPS, the merchant must become certified through its new TPS in order to remain certified by SIGIS.

IV. Third-Party Servicers

1. Third-Party Servicers are entities to which merchants outsource a significant portion of their IIAS processes. A TPS is defined as a company that develops and operates inventory management and point-of-sale (POS) systems for retailer clients. A TPS may be a retailer, a POS software vendor or a company that provides third party services to retailers that sells prescription/Rx and over-the-counter Qualified Medical Products.

The key requirement for a company to qualify as a Third-Party Servicer for purposes of SIGIS Merchant Self-Assessments is that the company provides and operates **all** of the following services/systems on behalf of its retailer clients:

- Inventory management,
- Cash register/POS transaction processing,
- Payment card processing, and

• Data retention/storage (can be supported by TPS systems/services or merchant as long as the SIGIS retention requirements are met).

The TPS must have an established relationship with an acquiring processor for purposes of certifying the POS and payment card processing. A company that develops software for merchant clients that allows the merchant to make changes that will affect IIAS processing after the software is installed will not be eligible to fill out this form. In this case, the merchant must complete a SIGIS Merchant Self-Assessment Form as described in Section I above.

- 2. A TPS seeking certification must complete a SIGIS Third Party Servicer (TPS) Self-Assessment.
- 3. If the TPS's merchant customers use more than one settlement Acquirer/Acquirer Processor and/or provide more than one software solution, it must fill out separate forms for each such Acquirer/Acquirer Processor / software solution. The Acquirer / Acquirer Processors must review and approve each form.
- 4. A subset of the Certification and Compliance Committee will review the Self-Assessment.
 - a. The review will be undertaken by at least two persons, who may be members of the Certification and Compliance Committee or SIGIS staff or contractors. Persons in the last category must be approved by a majority vote of the Committee.
 - b. Neither the applicant, any merchant nor the TPS merchant's Acquirer/Acquirer Processor may be a member of the review team.
 - c. The review will be completed within five business days. If the submitting TPS or the associated acquirer are subject to a Compliance Notice, reviews for pending certifications may be held.
 - d. If the review team determines that any information is incomplete or otherwise deficient, it will notify the TPS, and the TPS will revise and resubmit the Self-Assessment.
 - e. If the Self-Assessment is not approved by a reviewer that is an Acquirer/Acquirer Processor, the Self-Assessment will be sent to another reviewer that is not an Acquirer/Acquirer Processor for review. If that replacement reviewer and the other original member of the review team agree to accept the Self-Assessment, it is approved, otherwise it is rejected. A rejection may be appealed by the TPS pursuant to the Bylaws.
- 5. The TPS will be considered fully certified once it has satisfied all of the following conditions:
 - a. TPS has executed its Membership Agreement and has been notified that its membership has been approved by SIGIS, and has paid its membership fees; and

- b. Self-Assessment is approved by SIGIS; and
- c. Technical testing is conducted and results are approved by the Acquirer/Acquirer Processor pursuant to Section III.8 below.
- 6. Upon satisfaction of the conditions (a) and (b) above, SIGIS will notify the TPS and the Acquirer/Acquirer Processor.
- 7. Upon satisfaction of condition (c) above, the Acquirer/Acquirer Processor will notify SIGIS that testing is complete

V. Integrated Payment Provider

1. Integrated Payment Providers (IPP) are entities to which merchants outsource a portion of their IIAS processes. An IPP is defined as a company that develops and operates the payment component of the IIAS transactions. They do not support the merchant's ecommerce site including inventory management and checkout cart. They do not support the merchant's pharmacy / inventory management system. This differentiates them from a TPS.

The key requirements for a company to qualify as an IPP for the purpose of SIGIS Merchant Self-Assessments are that the company provide and operate **all** of the following services/systems on behalf of its retailer clients:

- Completes the item product eligibility lookup (if supporting OTC products)
- Prescription Identification (if supporting Prescription Drug)
- Completes the BIN lookup
- Generates the IIAS fields in the authorization message and completes the payment processing with the acquirer
- Generates the receipt with required information. (including RX info as needed).

Data retention/storage (can be supported by IPP systems/services or the merchant as long as the SIGIS retention requirements are met).

Merchants will need to incorporate the item inventory flagging in their ecommerce site so consumers know what products are eligible when making selections to the cart.

The IPP must have an established relationship with an acquiring processor for purposes of certifying payment card processing. A company that develops software for merchant clients that allows the merchant to make changes that will affect IIAS processing after the software is installed will not be eligible to fill out this form. Merchants using an IPP must complete a SIGIS Merchant Self-Assessment Form as described in Section I above.

2. An IPP seeking certification must complete a SIGIS Integrated Payment Provider (IPP) Self-Assessment.

- 3. If the IPP's merchant customers use more than one settlement Acquirer/Acquirer Processor and/or provide more than one software solution, it must fill out separate forms for each such Acquirer/Acquirer Processor / software solution. The Acquirer / Acquirer Processors must review and approve each form. Additionally, IPP's that integrate to pharmacy systems, must complete a form for each one to ensure api's are tested for each solution integration.
- 4. A subset of the Certification and Compliance Committee will review the Self-Assessment.
 - a. The review will be undertaken by at least two persons, who may be members of the Certification and Compliance Committee or SIGIS staff or contractors. Persons in the last category must be approved by a majority vote of the Committee.
 - b. Neither the applicant, any merchant nor the IPP merchant's Acquirer/Acquirer Processor may be a member of the review team.
 - c. The review will be completed within five business days. If the submitting IPP or the associated acquirer are subject to a Compliance Notice, reviews for pending certifications may be held.
 - d. If the review team determines that any information is incomplete or otherwise deficient, it will notify the IPP, and the IPP will revise and resubmit the Self-Assessment.
 - e. If the Self-Assessment is not approved by a reviewer that is an Acquirer/Acquirer Processor, the Self-Assessment will be sent to another reviewer that is not an Acquirer/Acquirer Processor for review. If that replacement reviewer and the other original member of the review team agree to accept the Self-Assessment, it is approved, otherwise it is rejected. A rejection may be appealed by the TPS pursuant to the Bylaws.
- 5. The IPP will be considered fully certified once it has satisfied all of the following conditions:
 - a. IPP has executed its Membership Agreement and has been notified that its membership has been approved by SIGIS, and has paid its membership fees; and
 - b. Self-Assessment is approved by SIGIS; and
 - c. Technical testing is conducted and results are approved by the Acquirer/Acquirer Processor pursuant to Section III.8 below.
- 6. Upon satisfaction of the conditions (a) and (b) above, SIGIS will notify the IPP and the Acquirer/Acquirer Processor.
- 7. Upon satisfaction of condition (c) above, the Acquirer/Acquirer Processor will notify SIGIS that testing is complete

VI. Gateways

- 1. The Gateway must have an established relationship with an Acquiring Processor for purposes of certifying the payment card processing.
- 2. A Gateway seeking certification must complete a SIGIS Gateway Self-Assessment. The Acquirer / Acquirer Processors must review and approve each form.
- 3. A subset of the Certification and Compliance Committee will review the Self-Assessment.
 - a. The review will be undertaken by at least two persons, who may be members of the Certification and Compliance Committee or SIGIS staff or contractors. Persons in the last category must be approved by a majority vote of the Committee.
 - b. Neither the applicant, nor the Gateway's Acquirer/Acquirer Processor may be a member of the review team.
 - c. The review will be completed within five business days.
 - d. If the review team determines that any information is incomplete or otherwise deficient, it will notify the Gateway, and the Gateway will revise and resubmit the Self-Assessment.
 - e. If the Self-Assessment is not approved by a reviewer that is an Acquirer/Acquirer Processor, the Self-Assessment will be sent to another reviewer that is not an Acquirer/Acquirer Processor for review. If that replacement reviewer and the other original member of the review team agree to accept the Self-Assessment, it is approved, otherwise it is rejected. A rejection may be appealed by the Gateway pursuant to the Bylaws.
- 4. The Gateway will be considered fully certified once it has satisfied all of the following conditions:
 - a. Gateway has executed its Membership Agreement and has been notified that its membership has been approved by SIGIS, and has paid its membership fees; and
 - b. Self-Assessment is approved by SIGIS; and
 - c. Technical testing is conducted and results are approved by the Acquirer/Acquirer Processor pursuant to Section III.8 below.
- 5. Upon satisfaction of the conditions (a) and (b) above, SIGIS will notify the Gateway and the Acquirer/Acquirer Processor.

- 6. Upon satisfaction of condition (c) above, the Acquirer/Acquirer Processor will notify SIGIS that testing is complete.
- 7. This provision is effective upon full ratification of the 6th Revision of this policy. Existing member Gateways will have 90 days to complete the certification process.

VII. Acquirer

- 1. An Acquirer seeking certification must complete a SIGIS Acquirer Self-Assessment.
- 2. A subset of the Certification and Compliance Committee will review the Self-Assessment.
 - a. The review will be undertaken by at least two persons, who may be members of the Certification and Compliance Committee or SIGIS staff or contractors. Persons in the last category must be approved by a majority vote of the Committee.
 - b. Neither the applicant nor a competing Acquirer may be a member of the review team.
 - c. The review will be completed within five business days. If the submitting acquirer is subject to a Compliance Notice, reviews for pending certifications may be held.
 - d. If the review team determines that any information is incomplete or otherwise deficient, it will notify the Acquirer, and the Acquirer will revise and resubmit the Self-Assessment.
 - e. A rejection may be appealed by the Acquirer pursuant to the Bylaws.
- 3. The Acquirer will be considered fully certified once it has satisfied all of the following conditions:
 - a. Acquirer has executed its Membership Agreement and has been notified that its membership has been approved by SIGIS, and has paid its membership fees
 - b. Self-Assessment is approved by SIGIS;
- 4. Upon satisfaction of the conditions (a) and (b) above, SIGIS will list the Acquirer as certified.
- 5. This provision is effective upon full ratification of the 6th Revision of this policy. Existing member Acquirers will have 90 days to complete the certification process.

VIII. Networks

1. A Network seeking certification must complete a SIGIS Network Self-Assessment.

- 2. If the Member Company supports more than one type of network, it must fill out separate forms for each such network (i.e. one for signature, one for PIN).
- 3. A subset of the Certification and Compliance Committee will review the Self-Assessment.
 - a. The review will be undertaken by at least two persons, who may be members of the Certification and Compliance Committee or SIGIS staff or contractors. Persons in the last category must be approved by a majority vote of the Committee.
 - b. Neither the applicant nor a competing network may be a member of the review team.
 - c. The review will be completed within five business days. If the submitting network is subject to a Compliance Notice, reviews for pending certifications may be held.
 - d. If the review team determines that any information is incomplete or otherwise deficient, it will notify the Network, and the Network will revise and resubmit the Self-Assessment.
 - e. A rejection may be appealed by the Network pursuant to the Bylaws.
- 4. The Network will be considered fully certified once it has satisfied all of the following conditions:
 - a. Network has executed its Membership Agreement and has been notified that its membership has been approved by SIGIS, and has paid its membership fees.
 - b. Self-Assessment is approved by SIGIS;
- 5. Upon satisfaction of the conditions (a) and (b) above, SIGIS will list the Network as certified.

IX. Issuer Processors

- 1. An Issuer Processor seeking certification must complete a SIGIS Issuer Processor Self-Assessment.
- 2. A subset of the Certification and Compliance Committee will review the Self-Assessment.
 - a. The review will be undertaken by at least two persons, who may be members of the Certification and Compliance Committee or SIGIS staff or contractors. Persons in the last category must be approved by a majority vote of the Committee.
 - b. Neither the applicant nor a competing Issuer Processor may be a member of the review team.

- c. The review will be completed within five business days. If the submitting Issuer Processor is subject to a Compliance Notice, reviews for pending certifications may be held.
- d. If the review team determines that any information is incomplete or otherwise deficient, it will notify the Issuer Processor, and the Issuer Processor will revise and resubmit the Self-Assessment.
- e. A rejection may be appealed by the Issuer Processor pursuant to the Bylaws.
- 3. The Issuer Processor will be considered fully certified once it has satisfied all of the following conditions:
 - a. Issuer Processor has executed its Membership Agreement and has been notified that its membership has been approved by SIGIS, and has paid its membership fees.
 - b. Self-Assessment is approved by SIGIS;
- 4. Upon satisfaction of the conditions (a) and (b) above, SIGIS will list the Issuer Processor as certified.
- 5. This provision is effective upon full ratification of the 6th Revision of this policy. Existing member Issuer Processors will have 90 days to complete the certification process.

X. Plan Administrator / Third Party Vendor

- 1. A Plan Administrator / Third Party Vendor seeking to use the Manual Claims Standard must complete a SIGIS Plan Administrator / Third Party Vendor Manual Claims Self-Assessment.
- 2. A subset of the Certification and Compliance Committee will review the Self-Assessment.
 - a. The review will be undertaken by at least two persons, who may be members of the Certification and Compliance Committee or SIGIS staff or contractors. Persons in the last category must be approved by a majority vote of the Committee.
 - b. Neither the applicant nor a competing Plan Administrator / Third Party Vendor may be a member of the review team.
 - c. The review will be completed within five business days. If the submitting Plan Administrator / Third Party Vendor is subject to a Compliance Notice, reviews for pending certifications may be held.
 - d. If the review team determines that any information is incomplete or otherwise deficient, it will notify the Plan Administrator / Third Party Vendor, and the Plan Administrator / Third Party Vendor will revise and resubmit the Self-Assessment.

- e. A rejection may be appealed by the Administrator pursuant to the Bylaws.
- 3. The Plan Administrator / Third Party Vendor will be considered fully certified once it has satisfied all of the following conditions:
 - a. Plan Administrator / Third Party Vendor has executed its Membership Agreement and has been notified that its membership has been approved by SIGIS, and has paid its membership fees.
 - b. Self-Assessment is approved by SIGIS;
- 4. Upon satisfaction of the conditions (a) and (b) above, SIGIS will list the Plan Administrator / Third Party Vendor as certified for use of the Manual Claims Standard.

XI. Certification of Members Engaged in Other Lines of Business

- 1. SIGIS may develop additional certification programs for members engaged in lines of business for which a certification program does not currently exist. Such programs may include requirements such as self-assessment questionnaires and system testing programs. The applicant may be required to sign an agreement containing undertakings with respect to compliance with the SIGIS requirements for certification that relate to the applicant's business as well as a license to use certain SIGIS marks.
- 2. The Certification and Compliance Committee will be responsible for any additional certification programs.
- 3. SIGIS may establish an annual fee schedule for certified entities.
- 4. SIGIS will maintain a public database of members that have been certified pursuant to a formal certification program. This does not apply to members deemed certified under Section IX.
- 5. A member who is not engaged in lines of business that are subject to a formal certification program will be deemed certified provided that such Member (i) is a Member in good standing under the Bylaws, (ii) uses SIGIS Deliverables solely in accordance with Section 1 of the Membership Agreement, (iii) complies with any other certification requirements set forth in this Policy, as may be amended from time-to-time, applicable to such Member's business, and (iv) has not opted out of certification by notifying the SIGIS Secretary within five (5) business days of the Member's Effective Date of Membership or within five (5) business days of notice that these Certification Procedures, or amendments thereof, were adopted by the SIGIS Board of Directors, whichever is later.