

**Bold, Underlined** text indicates additions

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Exhibit 5

## Distributions Service Guide

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### ABOUT DISTRIBUTION SERVICES

#### Introduction

##### Overview

This guide describes DTC's income processing services which collectively fall under the Distributions event group in the Corporate Actions product. Each section includes a description of the service and how it works. All Distribution services concerning income processing can be accessed on the Corporate Actions Web browser referred to as "CA Web".

**Note:** Although DTC makes every effort to provide you with timely information regarding income payments, you are primarily responsible for obtaining such information without reliance on DTC. We recommend that you reconcile your records with DTC's in advance of dividend or interest payable dates.

##### About the Distribution Service

DTC's Distribution service includes announcing, collecting, allocating and reporting dividend, interest and certain principal payments on behalf of its participants holding DTC-eligible securities serviced by the depository. This centralized processing spares participants the burden of dealing with thousands of paying agents.

DTC accepts instructions on Distribution events when applicable. Participants may submit instructions via ISO 20022 messaging or via the CA Web.

The Distribution service also includes several optional features, such as Dividend Reinvestment, Foreign Currency Payments, Domestic Tax Reporting (DTAX), DTC TaxInfo<sup>SM</sup>, DTC TaxRelief<sup>SM</sup> and U.S. Tax Withholding.

DTC employs a harmonized, single-event data model. It includes event/sub event type combinations which differ from the function code model used in the PTS/PBS platforms. As part of the data model, DTC manages a distribution events lifecycle through one holistic corporate action event identifier (CA ID).

## Preparing to Use the Service

In order to use the Distribution services, you must have access to one of the following:

- The Participant Terminal System (PTS)
- The Corporate Actions Web (CA Web)
- Participant Browser Service (PBS)
- ISO 20022 Messages via MQ, NDM/FTP or SWIFT
- CCF (Computer-to-Computer Facility) format files

DTC offers a comprehensive overview of distribution activity comprised of Announcements, Instructions, Allocations, Adjustments and applicable alerts via CA Web's Distributions dashboard which "pushes" data to users.

Understanding the Distributions lifecycle and data model are important prerequisites for successful use of the Distributions service. DTC offers robust training resources available at its Asset Services Learning Center — <https://dtclearning.com/learning/assetservices/>

Contact your Relationship Manager for more information.

**Note:** DTC also provides various reports on SMART/Search and the ability to export data from CA Web to spreadsheets, for manipulation and analysis.

## ANNOUNCEMENTS

### How Announcements Work

- DTC retrieves information on dividend and interest payments from various sources (see [Information Sources](#))
- DTC distributes information electronically in advance of the dividend or interest payable date. This helps you reconcile your records with DTC before the payable date. Event information includes but is not limited to:
  - Corporate Action Event ID (CA ID)
  - CUSIP number
  - Record date
  - Ex date
  - Payable date
  - Due bill redemption date
  - DTC position capture date
  - Security rate
  - Cash rate
- Under the CA ID you will see event level information. Every event has at least one option. Options indicate what is available as an entitlement to eligible holders. Examples of option types include cash, securities or a mix of both. For events offering multiple options, elections can be made. In the case of Distribution events where elections can be made, there will be both a default option and one or more choice options. Within every option there will be at least one payout. A payout should be considered the actual entitlement. Entitlements can include:
  - Cash
  - Interest
  - Securities
  - Dividend reinvestment
  - Long and short term capital gains
- DTC provides its participants with information pertaining to their event record-date positions through the following delivery mechanisms:
  - Corporate Actions Web
  - Participant Terminal System (PTS) functions
  - Participant Browser Services (PBS)
  - Computer to Computer Facilities (CCF) file transmissions
  - ISO 20022 Messaging
  - SMART/Search
  - Important Notices, as necessary (available on our Web site at <http://www.dtcc.com/legal/important-notices.aspx>)

## Security Types

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DTC announces corporate action events for security types including but not limited to the following:

- American depositary receipts (ADRs)
- Asset-backed securities (ABS)/Mortgage-backed securities (MBS)
- Collateralized mortgage obligations (CMOs)
- Corporate bonds
- Equity issues
- Equity derivatives
- Exchange-traded funds (ETFs)
- Money market instruments (MMIs)
- Municipal bonds
- Municipal variable-rate demand obligations (VRDOs)
- Private placements
- REITS/Partnerships
- Sovereign debt
- Unit investment trusts (UITs)

The following distribution events are covered in the functionality described below:

- Cash dividends (including foreign tax relief, tax reclaim, special dividends, voluntary dividend reinvestment including opt out and increase on shares)
- Interest (corporate, municipal and sovereign debt including tax relief)
- Principal
- Capital gains (short term, long term)
- Sale of rights on ADR securities
- Return of capital
- Dividend with option
- Stock splits
- Stock dividends
- Automatic dividend reinvestments
- Spinoffs
- Rights distributions
- Pay in kind
- Liquidation based on record date holdings
- **Tax Events**

## Information Sources

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DTC receives Announcement information, both electronically and in hard-copy format, from the following:

- Issuers
- Exchanges
- Paying, transfer or remarketing agents
- Internal sources
- Trustees
- Depository banks
- Participants
- Industry vendors
- Municipal Market Data

## Tax Event Announcements

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### Description

**Tax Event announcements are information only announcements regarding taxable events that may give rise to information and/or withholding obligations which occur even in the absence of an actual distribution of dividend and interest payments (“Tax Events”).**

### How Tax Event Announcements Work

**As the registered holder of a security, DTC often receives tax information directly from issuers, issuer’s agents, and trustees (“Tax Event Announcement”). A Tax Event Announcement leverages the announcement process to provide this information in a standardized format to help participants meet their tax withholding and reporting obligations. The announcement includes event/sub event type combinations to differentiate between different tax event types.**

### The Tax Event Announcement Feature

**The Tax Event announcement feature leverages the following data fields from other event types to provide relevant information to participants:**

- **Event Type = Tax Event**
- **Sub Event Type = field used to classify the type of Tax Event**
- **Payable Date = field used for the date of the deemed distribution**
- **Record Date = field used for position capture**
- **Cash Rate = field used for the amount of the deemed distribution or dividend equivalent payment**
- **Comments = field used to provide any other pertinent information regarding the event**

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## ADJUSTMENTS

### Overview

Adjustments are all entitlement/allocation activity that is outside the traditional pay date allocations. This includes all post allocation rate adjustments, and any activity tracking for stock loans, repos and due bill fail tracking.

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### Due Bill Fail Tracking System

#### About Due Bill Fail Tracking

The Due Bill Fail Tracking system relieves you of the time-consuming process of issuing and redeeming due bills by facilitating the settlement of due bills on failed deliver orders (DOs).

A failed DO is one which was originally scheduled to settle on or before the record date, but instead settled after the record date. Fails sometimes result in buyers not receiving a dividend or interest payment to which they are entitled. Previously such deliveries were made with a due bill attached, and handled outside of DTC between the delivering and contra parties. A due bill is an agreement that the seller will pay the dividend or interest to the bearer (the buyer) upon the actual settlement of the transaction.

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### Adjustments Processing

You will receive adjustments on the payable date or on the day following the failed delivery, whichever is later. You can view settled fail adjustments via CA Web, PTS/PBS for historical purposes, CCF file formats, using ISO 20022 and SMART/Search ("Miscellaneous Payments/Charges"). Both credit and debit adjustments that are attributable to non-US sourced distributions may be processed at a rate other than the gross distribution rate.

#### Tax Treatment

DTC performs the appropriate U.S. tax withholding and information reporting for credit adjustments that are settled with non-US participants **and for Tax Events if a non-U.S. participant is failing to receive a DO over a position capture date.** See **the U.S. Tax Withholding and Tax Events Announcements** sections for more information ~~on U.S. Tax withholding.~~

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## Stock Loan Income Tracking System

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### About Stock Loan Income Tracking

In a stock loan agreement, the lender of the security is entitled to recover from the borrower any income distributions paid on the loaned security. The Stock Loan Income Tracking System allows DTC to track the lender's (deliverer's) position on these securities.

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### Tax Treatment

DTC performs **only the appropriate** U.S. tax withholding and information reporting for credit adjustments that are settled with non-U.S. participants **and for Tax Events if a non-U.S. participant has a stock loan long position on position capture date**. See the U.S. Tax Withholding ~~Error!~~ ~~Reference source not found.~~ **section for more information on U.S. Tax Withholding and Tax Event Announcements sections for more information**. As stated above, DTC is not acting as an agent or on behalf of, either the borrower or lender. Accordingly, any non-U.S. tax withholding, remittance, or information reporting obligations in respect of payments that are tracked through the Stock Loan Income Tracking service or any subsequent adjustments are the responsibility of the DTC participants that are privy to the terms of the stock loan agreements.

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## Repurchase Agreement (REPO) Tracking System

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### About the Product

A repurchase agreement (REPO) is an agreement between two parties that allows the seller of securities to later repurchase them at an agreed-upon price. The seller usually retains the right to periodic income distributions. However, since the securities won't reside in the seller's account on record date, the seller would not be credited the periodic principal and income distributions paid on the securities. To recover these entitlements, the seller has to claim the REPO buyer. DTC's REPO Tracking System (RTS) automates claims of these entitlements by tracking the REPO transactions (deliveries) and adjusting the entitlement payments accordingly on payable date.

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### Tax Treatment

DTC performs **only the appropriate** U.S. tax withholding and information reporting for credit adjustments that are settled with non-U.S. participants **and for Tax Events if a non-U.S. participant has a long REPO position on position capture date**. **See the U.S. Tax Withholding and Tax Event Announcements sections for more information**. As stated above, DTC is not acting as an agent or on behalf of, either the buyer or the seller. Accordingly, any non-U.S. tax withholding, remittance, or information reporting obligations in respect of payments that are tracked through the REPO Tracking System are the responsibility of the DTC participants that are privy to the terms of the REPO agreements.



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DTC Fee Schedule

US Tax Withholding Service

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| Fee Name                 | Amount(\$)  | Conditions   |
|--------------------------|-------------|--|
| <b><u>Tax Events</u></b> | <b>\$40</b> | <b><u>flat fee per announcement event charged to each Participant holding a security subject to a Tax Event (as defined in the DTC Distributions Service Guide).</u></b> |

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