

Bold and underlined text indicates proposed added language

~~Bold and strikethrough text~~ indicates proposed deleted language

REORGANIZATIONS SERVICE GUIDE

IMPORTANT LEGAL INFORMATION

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Proxy Announcements

Omnibus Proxy

DTC does not vote securities registered in the name of its nominee, Cede & Co. Instead, DTC provides an electronic copy of the Omnibus Proxy to the issuer soon after the record date. The Omnibus Proxy assigns Cede & Co.'s voting rights to those participants that have position in their account at the close of business on the record date. Accompanying the Omnibus Proxy is a security position listing that reflects each participant's closing balance in the issue on the record date. To facilitate communication between issuers and participants, the listing also includes the name, address, telephone number, and proxy contact of each participant listed on the report. DTC provides omnibus proxies and security position reporting via the **Security Position Reports (SPR)** service which enables issuers, trustees and authorized agents to register online to see the position holdings of DTC participants in the issuer's security as of a specified time period. ~~Issuers and trustees who do not register for this service will receive an omnibus proxy and Security Position Report via hard copy mail.~~

Other Shareholder or Bondholder Services

DTC ~~also~~ assists you in exercising other rights available to DTC's nominee, **Cede & Co.**, as the record holder of securities on deposit at DTC. Examples of the rights that you can exercise through DTC **via securityholder letter** are:

- Assertion of Appraisal or Dissenters' Rights **(see next section for details)**
- Withdrawal of Assertion of ~~a~~Appraisal ~~of~~or Dissenters' Rights **(if an assertion was previously provided)**
- Demand to Inspect a Stock Ledger
- Confirmation of **Participant a-p**Position

- Demand to Accelerate a Bond

~~You~~**A Participant** can seek DTC's assistance in exercising such rights on ~~your~~**its** own behalf or on behalf of ~~your~~**its** customers. DTC will act in these matters only upon receipt of written instructions from ~~you~~**the Participant**.

In order to exercise such rights through DTC, ~~you~~**A Participant** must complete and submit to DTC via the MyDTCC portal an instruction letter on the Participant's letterhead identifying the subject securities, issue and the quantity of securities involved, the beneficial owner, and the nature of the request, along with the exact form of securityholder letter that the Participant is instructing Cede & Co. to sign in order to exercise the relevant rights for the beneficial owner.~~instruction letter instructing DTC to act.~~

To help ensure timely processing of a Participant's request for a Cede & Co. securityholder letter, a Participant should anticipate a DTC processing time of approximately six business days. Processing time may increase if, for example, a Participant requests notarization of the Cede & Co. securityholder letter, or if, once a request is submitted to DTC, DTC needs to return the request to the Participant for technical revisions. In addition, Participants should anticipate longer processing times during periods of high volumes and plan accordingly. DTC is not responsible for a Participant's failure to meet any deadline or cut-off in connection with its request.

Note:

~~There are standardized forms of the DTC Instruction Letter, and Demands Letter. There are examples of instruction letters and Cede & Co. securityholder letters - sample templates along with other information on submission of these forms can be found~~ on the DTCC website at <http://www.dtcc.com/settlement-and-asset-services/issuer-services/proxy-services>. Please note that these example letters are for illustrative purposes only, and DTC makes no determination as to whether a letter is sufficient, legally or otherwise, for a Participant's or beneficial owner's intended purpose. Participants and beneficial owners must consult with their own counsel to make such determination.

Completed forms must be submitted by a Participant via the MyDTCC portal. DTC will not accept the request from any other party or outside of the MyDTCC portal.

A user guide is available at <https://www.dtcc.com/-/media/Files/Downloads/Settlement-Asset-Services/Issuer-Services/Shareholder-Demand-Dissent-MyDTCC-CAWeb.pdf>

Dissenters' Rights/Appraisal Rights

To exercise ~~your~~ dissenters' rights or appraisal rights, a Participant must complete and submit forward the following to DTC via the MyDTCC portal:

- A letter from **youthe Participant** instructing DTC to sign an attached letter in order to assert dissenters' rights or appraisal rights (Instruction Letter; see note below)
- A letter to be signed by Cede & Co. that asserts the dissenters' rights or appraisal rights (Assertion Letter; see note below).

Upon receipt of the above, DTC will:

- Return via the MyDTCC portal an executed Assertion Letter to **youthe Participant**.
- Deliver a Cede certificate (or in the case of Direct Registration Service (DRS) securities, a DRS Statement) representing the appropriate quantity of securities to **youthe Participant**.

To help ensure timely processing of a Participant's request for an Assertion Letter, a Participant should anticipate a DTC processing time of approximately six business days. Processing time may increase if, for example, a Participant requests notarization of the Assertion Letter, or if, once a request is submitted to DTC, DTC needs to return the request to the Participant for technical revisions. In addition, Participants should anticipate longer processing times during periods of high volumes and plan accordingly. DTC is not responsible for a Participant's failure to meet any deadline or cut-off in connection with its request.

Note:

~~There are standardized forms of the DTC Instruction Letter and Assertion of Appraisal or Dissenters' Rights letter. The sample templates along with other information on submission of these forms can be found on the DTCC website at <http://www.dtcc.com/settlement-and-asset-services/issuer-services/proxy-services>. There are examples of instruction letters and Assertion Letters on the DTCC website at <http://www.dtcc.com/settlement-and-asset-services/issuer-services/proxy-services>. Please note that these example letters are for illustrative purposes only, and DTC makes no determination as to whether a letter is sufficient, legally or otherwise, for a Participant's or beneficial owner's intended purpose. Participants and beneficial owners must consult with their own counsel to make such determination.~~

Completed forms must be submitted by a Participant via the MyDTCC portal. DTC will not accept the request from any other party or outside of the MyDTCC portal.

A user guide is available at <https://www.dtcc.com/-/media/Files/Downloads/Settlement-Asset-Services/Issuer-Services/Shareholder-Demand-Dissent-MyDTCC-CAWeb.pdf>.

Warning!

~~DTC does not represent that any of the example letters are legally sufficient under the laws of any state, and persons seeking to assert such rights through DTC are advised to consult with their own counsel concerning preparation of the Assertion Letters.~~

INSTRUCTIONS / EXPIRATIONS

Important Considerations

The following considerations apply to DTC's Voluntary Reorganization Services:

- You must notify DTC's Reorganization Department immediately of any delay or activity problems. Failure to do so could result in losses for which DTC will not be responsible.
- You may not deliver, transfer or physically withdraw securities that have been tendered; however, account transfers (a "swing") may be permitted in certain circumstances.
- The completeness and accuracy of the instructions you submit to DTC are your responsibility. If your instructions are incomplete or your unpledged position is insufficient to permit deduction of the surrendered securities, DTC may reject the instructions.
- In case of rejection, DTC will ~~either return the instructions form to you with a Rejection Notice attached, detailing the reason for the rejection, or~~ notify you electronically via PTS/PBS functions, or Automated Instruction Messaging, as appropriate.
- ~~Where possible, DTC will endeavor to notify your designated coordinator by telephone of a rejection, but DTC cannot guarantee that this will be done.~~
- If you disagree with any action taken by the agent on your instruction, you must take up the matter directly with the agent. DTC's responsibility in such matters is limited to acting in accordance with the agent's instructions, notwithstanding any rights you may have against the agent in respect thereof under the terms of the event or applicable law.
- It is your responsibility to verify that DTC received the instructions and moved the instructed position into the contra-CUSIP number or RRG account when applicable on the date the instructions were submitted to DTC.
- If you have securities on deposit with DTC that are subject to a put exercise you can accept the put exercise (repayment or retainment) at DTC. ~~If you wish to put a unit comprised of a bond and a certificate evidencing a put option right, and you hold the securities in the form of the individual components, you must combine the components into a unit in order to effect the put.~~
- Securities that you surrender by book-entry to the agent are subject solely to the agent's instructions. You can pledge by book-entry for collateral loans your rights to receive securities and/or cash payment from the agent in return for surrendered securities and/or the return of some or all of the surrendered securities in accordance with the terms of the offer. Other

depository services, including transfers and withdrawals, are not available in the surrendered securities or in such rights.

You must follow established industry reorganization procedures at all times. Failure to do so could result in losses for which DTC will not be responsible.

Conversions

About the Service

DTC's Conversions service provides you with an economical and orderly method for exercising conversion privileges. When you use this service, DTC will:

- Notify you of upcoming expirations and record dates for conversion privileges
- Process your instructions on conversions
- ~~Process instructions from U.S. agents to convert Eurobonds into DTC-eligible securities~~
- Submit securities to agents and collect from them the underlying stock or cash
- Allocate underlying securities to you on the date instructions are processed or move the instructed position into a contra-CUSIP until the entitlements, cash and/or securities, are determined.

~~Eurobond Conversions~~

~~About the Service~~

~~The Eurobond Conversions service is part of DTC's Conversions service and allows you to convert Eurobonds into underlying securities eligible for DTC services. The program provides you with the means to exercise conversion options on specific securities that are not eligible for DTC.~~

~~How the Service Works~~

~~To determine whether a security qualifies for the program, contact DTC's Customer Support Center at 1-888-382-2721 and follow the menu options.~~

~~The conversion process begins outside DTC with the presentation of convertible securities to an authorized conversion agent. Securities may be presented to the conversion agent by:~~

- ~~• A securities depository (such as Clearstream or Euroclear) via its depository bank~~
- ~~• A DTC participant~~
- ~~• Any other entity wanting the underlying securities to be delivered to a DTC participant account.~~

~~The conversion instructions must include:~~

- ~~• The quantity and description of the securities to be converted, including an ISIN or CUSIP number~~
- ~~• Instructions to deliver the underlying securities, registered in DTC's nominee name (Code & Co.), to DTC~~
- ~~• The account to be credited at DTC, including the DTC participant number and name.~~

~~The conversion agent then certifies to DTC that a conversion is in progress and requisitions the underlying securities for delivery to DTC. This Certification of Conversion form, which is signed by an authorized individual:~~

- ~~• Allows DTC to add the quantity of underlying securities to your account~~
- ~~• Represents to DTC that the securities are guaranteed to be delivered, and that DTC will receive any applicable dividend allocations.~~

~~DTC then receives the underlying securities.~~

Important Considerations

~~When using DTC's Eurobond Conversions service, please note the following:~~

- ~~1. The underlying securities are added to your account normally in time for book-entry delivery to other participants on the same day.~~
- ~~2. By accepting the addition to your account, you assign to DTC all of your rights against any person involved in the process that results in the convertible securities being surrendered to any conversion agent and the issuer of the convertible securities and agree to take such action as shall be necessary to permit DTC to assert such rights; in addition, you agree to indemnify and hold harmless DTC, any other DTC participant and any pledgee in DTC and its or their employees, officers, partners, directors, shareholders and agents against any loss, liability, claim, damages or expense, including costs,~~

~~disbursements, and counsel fees arising (a) by reason of the addition; (b) by reason of the failure of the Principal Bank conversion agent to deliver the underlying securities; (c) by reason of the failure of the issuer of the underlying securities or its agent(s) to pay or make available to DTC any dividend or other distribution or interest payable on, and any voting rights related to, the underlying securities based on a record date that is the same as or after the presentation date stated in the Certification of Conversion form; (d) by reason of any deficiency in the underlying securities delivered to DTC; or (e) for any other reason, except by reason of any wrongful and/or criminal misconduct of DTC or any of its employees.~~

- ~~3. All matters that relate to the underlying securities shall be dealt with by DTC as though delivered to DTC by you, including any liability arising as a result of the rejection of securities by DTC after addition to your DTC account and the transfer, pledge or withdrawal thereof by you, and all agreements between you and DTC and the Rules and Procedures of DTC from time to time in effect shall govern any and all matters relating to the underlying securities.~~
- ~~4. DTC has the right to deduct the underlying securities from your securities account to which they had been added if the underlying securities are not promptly delivered to DTC by the conversion agent. DTC may make such deduction whether or not the underlying securities remain in your account at the time of such deduction.~~
- ~~5. DTC has the right to charge your DTC Dividend/Reorganization Cash Settlement account in the amount of any cash dividend, distribution or interest, and to deduct from your securities account any securities distribution, payable on the underlying securities based on a record date that is the same as or after the presentation date stated in the Certification of Conversion form if not received by DTC whether or not previously credited to your account(s).~~
- ~~6. DTC will make available via email the agent's Certification of Conversion form.~~
- ~~7. DTC has no obligation to examine for completeness or accuracy Certification of Conversion forms that have been submitted to it or, if it does examine them, to conduct a thorough or accurate examination. Nevertheless, if DTC makes such an examination and the forms do not pass such examination, DTC may reject the forms.~~
- ~~8. The Principal Bank conversion agent may or may not be the TA. DTC will not accept securities directly from a TA unless it is also the Principal Bank conversion agent and then only in accordance with DTC's prescribed procedures.~~

~~Pledge and Transfer of Eurobond Underlying Securities by Book-Entry~~

~~After it receives a Certification of Conversion form from the Principal Bank conversion agent, DTC will add the underlying securities to your general free account. Since the conversion process will not have been completed at the time of the addition of the underlying securities to your account because DTC will not yet have received the securities from the agent, a credit to any participant's or pledgee's account, whether or not it has participated in a conversion, of a quantity of the underlying securities will represent rights in:~~

- ~~1. The quantity of underlying securities in the custody of DTC or of a custodian bank or of a nominee of either, including underlying securities resulting from a conversion certified by a Principal Bank conversion agent by delivery to DTC of a Certification of Conversion form, which are held by the Principal Bank conversion agent,~~
- ~~2. The quantity of convertible securities subject to the conversion instructions that are held by the conversion agent,~~
- ~~3. The rights, if any, in the underlying securities prior to their issuance pursuant to the terms governing the convertible securities,~~
- ~~4. The rights against the conversion agent and the issuer arising from submission of convertible securities to the conversion agent, and~~
- ~~5. DTC's rights against the participant who receives the addition.~~

~~If DTC does not receive the underlying securities promptly, DTC will reverse the allocation.~~

~~Any instruction given by a participant or a pledgee to transfer, pledge or release from pledge underlying securities by book-entry will be deemed for all purposes of DTC's Rules and Procedures to be an instruction to transfer, pledge or release from pledge the rights described in 1, 2, 3, 4, and 5 of the preceding sentence rather than the underlying securities identified in the instruction. Any instruction given by a participant or a pledgee to withdraw from DTC physical certificates representing underlying securities shall nevertheless be deemed to be an instruction to DTC to deliver only the quantity of underlying securities identified in the instruction. Should, for any reason, the underlying securities subject to such withdrawal exceed the amount of underlying securities available for withdrawal, such instruction may be rejected by DTC.~~

Forms for Instructions Outside PTS/PBS

Event Type	Form	Description	Send To
***	***	***	***
Eurobond Conversions	Conversion Form (Eurobond)	Use this form for all immediate credit of	reorgeconv@dtcc.com

Event Type	Form	Description	Send To
		Eurobond conversion instructions.	

The Depository Trust Company,
a subsidiary of The Depository Trust & Clearing Corporation

OPERATIONAL ARRANGEMENTS

(Necessary for Securities to Become
and Remain Eligible for DTC Services)

VI. Reorganization Instructions/Notification Procedures

E. Proxy Related Procedures

3. Shareholder Meetings

Issuer, trustee or third parties that submit shareholder meeting announcements to DTC must include the company name, meeting type, record date, and the meeting date. Meeting announcements ~~are to~~must be sent via email to DTC at proxyannouncements@dtcc.com (regardless if a hardcopy delivery is also made), after the record date is established but by no later than five business days prior to the meeting date. Late notification of meeting announcements and/ or omission of the required information to DTC can result in a delay in the issuance of the Omnibus Proxy.

Soon after the record date for the meeting, DTC will make an omnibus proxy available to the Issuer, trustee, or authorized third-party agent through the Securities Position Report (SPR) Service.~~DTC files an Omnibus Proxy with the Issuer as soon as possible after the record date for the meeting.~~ The Omnibus Proxy assigns Cede & Co.'s voting rights to those Participants having the security credited to their DTC accounts at the close of business on the record date. The Omnibus Proxy is accompanied by a listing of Participants' positions on the record date and is provided to the Issuer. For information about registering for the SPR Service, refer to <http://www.dtcc.com/spr>. For more information on DTC's Proxy Services, refer to DTC's website at <http://www.dtcc.com/proxyservices>.
