

Bold and underlined text indicates proposed added language

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

REORGANIZATIONS SERVICE GUIDE

[Changes to this Service Guide, as amended by File No. SR-DTC-2022-013, are available at <https://www.dtcc.com/legal/sec-rule-filings>. These changes became effective upon filing with the Securities and Exchange Commission but have not yet been implemented. DTC will implement the changes on January 1, 2023. DTC will announce the implementation date by Important Notice posted on its website. Upon the implementation of these changes, this legend will automatically be removed from the Service Guide.]

IMPORTANT LEGAL INFORMATION

Copyright © 2022~~3~~ by The Depository Trust Company ("DTC"). All rights reserved. This work (including, without limitation, all text, images, logos, compilation and design) is copyrighted, is proprietary, and is intended for the exclusive use of DTC's Participants and other authorized users of DTC's services. If this work is received in any electronic medium, authorized users of this work are permitted the limited right to make reproductions and transmissions necessary for downloading and storage of this work on the users' computers. Such users are also permitted to print one or more paper copies from the electronic version for their own use. Other than to this limited extent, no part of this work (including any paper copies thereof or print versions thereof) may be altered, reproduced or distributed (including by transmission) in any form or by any means, or stored in any information storage and retrieval system, without DTC's prior written permission.

ABOUT REORGANIZATION SERVICES

About the Reorganizations Service

Warning!

DTC has no obligation to examine for completeness or accuracy any instruction forms or accompanying documents submitted to DTC. Nevertheless, if DTC makes such an examination, and the form or accompanying documents do not appear to be complete or accurate or your general free position is insufficient, the instruction may be rejected by DTC. ~~If possible, DTC will attempt to notify you of the rejection, but DTC cannot guarantee such notification.~~

Automated Instruction Messaging¹

Automated Instruction Messaging is available for the following actions for ATOP (Automated Tender Offer Program) offers:

1. Accepting an ATOP-Eligible Offer
2. Accepting an ATOP-Eligible Offer via Notice of Guaranteed Delivery
3. Submitting a Cover of Protect
4. Puts
- 5. Withdrawal (for full amount of original instruction only)**

¹ ~~API functionality for the referenced ATOP, ASOP, and APUT actions will be available in Q3 of 2022. Automated Instruction Messaging for withdrawal instructions for ATOP-eligible offers will be available in Q1 of 2023.~~

Note:

Withdrawal instructions submitted via Automated Instruction Messaging must be for the full quantity of the original instruction. Partial withdrawal and cancellation instructions for ATOP-eligible offers must be performed via PTS/PBS and cannot be instructed via Automated Instruction Message.

Note:

Note: Withdrawals for Puts (Survivor Options only) must be performed via PTS/PBS, and cannot be instructed via Automated Instruction Message.

Automated Instruction Messaging is available for the following actions for ASOP (Automated Subscription Offer Program) offers:

1. Accepting an ASOP-Eligible Offer
2. Accepting an ASOP-Eligible Offer via Notice of Guaranteed Delivery
3. Submitting a Cover of Protect

Automated Instruction Messaging is available for the following APUT (Automated Put System) offers:

- Accepting an APUT-Eligible Offer

Automated Instruction Message Types:

1. ISO 20022 Corporate Action Instruction (CAIN)
2. API POST

Automated Response Message Types:

1. ISO 20022 Corporate Action Instruction Status Advice (CAIS)
2. API GET

How Reorganizations Work

- DTC distributes information electronically in advance of the reorganization or meeting date. This helps you reconcile your records with DTC before the payable date/effective date. Event information includes but is not limited to the following:
 - Corporate Actions Event ID
 - CUSIP
 - Publication Date
 - Expiration Date
 - Record Date
 - Security Rate
 - Cash Rate

- Under the CA ID you will see event level information. Every event has one option and at least one payout. Options indicate what is available as an entitlement to eligible holders. Examples of option types include cash or securities. A payout should be considered the actual entitlement. Entitlements can include:
 - Principal
 - Interest
 - Cash
 - Securities
 - Accrued Dividends

- DTC provides its participants with information pertaining to their entitlements through the following delivery mechanisms:
 - Corporate Actions Web (CA Web)
 - Computer to Computer Facility (CCF) file transmissions*
 - ISO 20022 Messaging
 - SMART/Search

*CCF files associated with entitlements and allocations will be retired on **January 1, 2023**.

ANNOUNCEMENTS

How to View Mandatory and Voluntary Reorganization Announcements

DTC communicates reorganization announcements for which it has been notified via the CA Web Application, ISO 20022 Announcement messages and, for voluntary events only², the Reorganization Inquiry for Participants (RIPS) function. Both CA Web and the ISO 20022 Announcements messages provide the Participant with information critical to processing the event such as but not limited to:

- Security ID (e.g., CUSIP)
- Record Date
- Effective Date

² ~~The RIPS function for mandatory reorganizations announcements will be retired on November 16, 2020.~~

- Instruction Expiration Dates and Times (includes withdrawals, submission of protects, cover of protects)
- Instruction Option Types including informing the Participant which function to use to place an instruction
- Identification of the security being used for encumbrance
- Cash and Security Rates
- Allocation Dates and Times
- Key Dates for restricting security activities also known as “Chills” such as Deposits, Delivery Orders and Pledges
- Meeting Date
- Last Date for Voluntary action
- Dissenter’s Rights Applicable Flag
- Ballot Due Date

INSTRUCTIONS / EXPIRATIONS

Note:

Partial~~All~~ withdrawal/~~cancellation~~ instructions must be performed via PTS/PBS.

About DTC's Automated Tender Offer Program (ATOP)

Accepting an ATOP-Eligible Offer

After receiving information from DTC about an ATOP-eligible offer, you can accept the offer and deliver securities on deposit with DTC to the agent via PTS PTOP, PBS Voluntary Tenders and Exchanges, or Automated Instruction Messaging.

Warning!

You must accept ATOP-eligible offers via PTS PTOP, PBS Voluntary Tenders and Exchanges, or Automated Instruction Messaging; instructions outside of PTS/PBS, Automated Instruction Messaging and email Letters of Transmittal will not be accepted by DTC during the period when instructions can be input and, if submitted, will be rejected. **If possible, DTC will attempt to notify you of the rejection, but DTC cannot guarantee such notification.**

If you intended to accept an offer via PTS PTOP, PBS Voluntary Tenders and Exchanges, or Automated Instruction Messaging, but missed the cutoff for submitting the acceptance via PTS PTOP, PBS Voluntary Tenders and Exchanges or Automated Instruction Messaging, it is your responsibility to contact the agent and determine if they will accept an email submission directly. If accepted, the agent will notify DTC and the Participant should submit an acceptance instruction form to DTC via email. DTC will then input the acceptance on behalf of the Participant. The Participant must confirm the acceptance input by DTC is accurate.

Submitting a Protect for an ATOP-Eligible Offer

After receiving information from DTC that an offer is eligible for ATOP and includes a guaranteed delivery (protect), you can accept the offer by submitting a Notice of Guaranteed Delivery to the agent via the Protect Submission feature of the PTS PTOPTOP, PBS Voluntary Tenders and Exchanges functions, or via Automated Instruction Messaging and subsequently, on or before the end of the period, you will be able to cover your protect by either delivering securities you have on deposit with DTC or having another participant deliver on your behalf to the tender agent via PTS PTOPTOP, PBS Voluntary Tenders and Exchanges, or via Automated Instruction Messaging.

Warning!

You must submit Notices of Guaranteed Delivery on ATOP-eligible offers via PTS PTOPTOP, PBS Voluntary Tenders and Exchanges, or Automated Instruction Messaging; instructions outside of PTS/PBS will not be accepted by DTC on ATOP-eligible offers during the period when protect submissions can be input via PTOPTOP and aforementioned interfaces for ATOP-eligible offers and, if submitted during this period, will be rejected. ~~If possible, DTC will attempt to notify you of the rejection, but cannot guarantee such notification.~~ If you intended to submit a protect instruction via PTOPTOP or aforementioned interfaces but missed the cutoff for submitting the protect, it is your responsibility to contact the agent before the actual expiration of the offer and determine if they will accept an email submission directly. If accepted, the agent will notify DTC and the Participant should email a Protect Submission Form to DTC. Once the communication from both the agent and participant has been received by DTC, with each having provided the appropriate indemnification language, DTC will then input the protect submission on behalf of the Participant. The Participant must confirm the protect submission input by DTC is accurate. If the offer expired prior to the participant contacting the agent, any agreements to handle the protect will be required to be completed outside DTC.

Submitting a Cover of Protect via PTS PTOPTOP, PBS Voluntary Tenders and Exchanges, or Automated Instruction Messaging for an ATOP-Eligible Offer

Warning!

You must submit covers of protects on ATOP-eligible offers (for which protect instructions had been accepted via PTS/PBS or Automated Instruction Messaging via PTS PTOPTOP, PBS Voluntary Tenders and Exchanges, or Automated Instruction Messaging; cover of protect instructions outside of PTS/PBS or Automated Instruction Messaging will not be accepted by DTC on ATOP-eligible offers during the period when instructions can be input via PTOPTOP or Automated Instruction Messaging for ATOP eligible offers nor when the protect was not accepted in PTS, PBS or via or Automated Instruction Messaging, and, if submitted, will be rejected. ~~If practicable, DTC will attempt to notify you of the rejection, but cannot guarantee such notification.~~

Submitting a Cover of Protect via PTS PTOPTOP or PBS Voluntary Tenders and Exchanges on Behalf of Another Participant

Warning!

If you want to cover a protect via PTS PTOPTOP or PBS Voluntary Tenders and Exchanges, on behalf of another participant, that participant must have either (i) submitted a protect on ATOP-eligible offers via PTS PTOPTOP or PBS Voluntary Tenders and Exchanges, or (ii) have had a protect submitted directly to the agent via email and subsequently communicated to DTC and input to PTOPTOP by DTC; cover of protect instructions outside of PTS/PBS will not be accepted by DTC on ATOP-eligible offers and, if submitted, will be rejected. ~~If practicable, DTC will attempt to notify you of the rejection, but cannot guarantee such notification.~~

Withdrawing an Acceptance of an ATOP-Eligible Offer

If you have accepted an offer and surrendered the securities through DTC, or accepted via a Notice of Guaranteed Delivery through DTC, you can fully or partially withdraw the acceptance if full or partial withdrawals are permitted by the terms of the offer. **Note: Only full withdrawals will be accepted via Automated Instruction Messaging. Partial withdrawal instructions must be performed via PTS/PBS.**

Warning!

You must submit withdrawals of acceptances on ATOP-eligible offers via PTS PTOPTOP, ~~or~~ PBS Voluntary Tenders and Exchanges **or Automated Instruction Messaging**; withdrawals outside PTS/PBS **and Automated Instruction Messaging** will not be accepted by DTC on ATOP-eligible offers during the period when withdrawal of instructions can be input, and, if submitted, will be rejected. ~~If possible, DTC will attempt to notify you of the rejection, but cannot guarantee such notification.~~

The dates on which you can submit a withdrawal of acceptance via PTS PTOPTOP, **and** PBS Voluntary Tenders and Exchanges **and Automated Instruction Messaging** are specified in the notice about the offer, which you can view via CA Web Announcements, ISO 20022 messaging and PTS RIPS or PBS Reorganizations and Redemptions functions. Unless otherwise specified in the PTS RIPS, PBS Reorganizations and Redemptions or ISO 20022 messaging, PTS PTOPTOP, **and** PBS Voluntary Tenders and Exchanges **and Automated Instruction Messaging** are available on those dates for this purpose. DTC processing cut-off times on the day of expiration typically will be either 5:00 p.m. ET (where the notice of the offer specifies an expiration time of 5:00 p.m. ET on expiration date) or 6:00 p.m. ET (where the notice of the offer specifies an expiration time between 6:00 p.m. ET and midnight on expiration date). Please note that the DTC processing cut-off times for offers that specify an offer expiration time before 5:00 p.m. ET on expiration date will vary depending on the facts and circumstances of the offer.

Note:

Participants are reminded that expiration and cutoff time may vary per the terms of the offer. Participants are independently responsible to confirm, per the terms of the offer and announcement, the offer expiration date and time, as well as the applicable DTC processing cut-off time, per the terms of the offer and the announcement.

Checklist for Withdrawing an Acceptance

1. Retrieve the message reporting that the acceptance you want to withdraw was processed, or retrieve the necessary information via the inquiry feature of PTS PTOPTOP or PBS Voluntary Tenders and Exchanges.
2. Enter and transmit an instruction to withdraw the acceptance via PTS PTOPTOP, ~~or~~ PBS Voluntary Tenders and Exchanges, **or Automated Instruction Messaging**. **For instructions transmitted via PTS/PBS, the withdrawal request can be for all or any part of the acceptance previously submitted via PTS PTOPTOP or PBS Voluntary Tenders and Exchanges, and you can submit more than one withdrawal request as long as the quantity of securities indicated in the withdrawal instructions does not exceed the original quantity of the acceptance. Withdrawal instructions submitted via Automated Instruction Messaging must be for the full quantity of the original instruction.**
3. Receive and retain the message acknowledging transmission of the withdrawal instruction and reporting the status of the instruction as "Pending Agent's Acceptance."

Note:

When a withdrawal instruction is processed as reported in the message, DTC transmits an Agent's Message to the agent indicating that your instruction is held in pending status until the agent acts on it. The agent must accept or reject the withdrawal via the ATOP program. To reject the withdrawal, the agent must provide a comment stating the reason for rejection.

4. Verify the acceptance or rejection of the withdrawal request.

Note:

If the agent accepts the withdrawal of an acceptance in which the securities were surrendered (not an acceptance via a Notice of Guaranteed Delivery), DTC reduces the quantity of the original acceptance by the quantity of the withdrawal accepted by the agent and, in most cases, returns the securities to your account under the original CUSIP number. Securities that are the subject of an accepted withdrawal request that have been pledged under the contra-CUSIP number, however, are not returned to your account in the regular CUSIP number until the pledge has been released.

- You can inquire about your withdrawal instructions and the status thereof via the PTS PTO, PBS Voluntary Tenders and Exchanges function's inquiry feature, or **via Automated Instruction Messaging**~~ISO 20022 messages~~.
- Participants that submit an Automated Instruction Message must monitor the status of their instruction using the Automated Response Message. Additionally, the CAST message is available to monitor instructed and uninstructed balances.

Puts

About Puts

Withdrawing Put Option Instructions

~~If rejection is for a reason other than that your tender price was not accepted or that a pro rata portion of your tender was not accepted, DTC will attempt to notify you by telephone, calling first the coordinator (s) at the telephone number (s) entered on the instructions form, but takes no responsibility therefor.~~

Rights Subscriptions

Accepting an ASOP-Eligible Offer

After receiving information from DTC about an ASOP-eligible rights offer, you can accept the offer and deliver securities on deposit with DTC to the agent via PTS PSOP, PBS Rights Subscriptions, or Automated Instruction Messaging.

Warning!

You must accept ASOP-eligible offers via PTS PSOP, PBS Rights Subscriptions, or Automated Instruction Messaging, except as noted in Subscription Instructions, instructions on ASOP-eligible offers outside of PTS/PBS will not be accepted by DTC and, if submitted, will be rejected. ~~If possible, DTC will attempt to notify you of the rejection, but DTC cannot guarantee such notification.~~

Submitting a Protect for an ASOP-Eligible Offer

After receiving information from DTC that a rights offer is eligible for ASOP, and after determining that the terms of the rights offer provide for the acceptance of the offer via a Notice of Guaranteed Delivery, you can accept the offer by submitting a Notice of Guaranteed Delivery to the agent via the Protect Submission option of PTS PSOP, PBS Rights Subscriptions, or Automated Instruction Messaging and subsequently, on or before the end of the period, you will be able to cover your protect by either delivering securities you have on deposit with DTC or having another participant deliver on your behalf to the agent via the PTS PSOP, PBS Rights Subscriptions, or Automated Instruction Messaging.

Warning!

You must submit Notices of Guaranteed Delivery on ASOP-eligible offers via PTS PSOP, PBS Rights Subscriptions or Automated Instruction Messaging. Instructions outside of PTS/PBS or Automated Instruction Messaging will not be accepted by DTC on ASOP-eligible offers and, if submitted, will be rejected. ~~If possible, DTC will attempt to notify you of the rejection, but cannot guarantee such notification.~~ If you intended to submit a protect instruction by using any of the aforementioned interfaces but missed the cutoff for submitting the protect via such interfaces, it is your responsibility to contact the agent and determine if they will accept an email submission directly. If accepted, the agent will notify DTC and the Participant should submit a Protect Submission Form to DTC via email. DTC will then input the protect submission on behalf of the Participant. The Participant must confirm the protect submission input by DTC is accurate. The Participant will be able to cover the protect opened by DTC.

Submitting a Cover of Protect via PTS PSOP, PBS Rights Subscriptions or Automated Instruction Messaging for an ASOP-Eligible Offer

Once you have accepted a rights offer through the Agent via a hard copy Notice of Guaranteed Delivery submitted directly to the Agent, you cannot subsequently deliver the securities to the Agent via PTS PSOP, PBS Rights Subscriptions, or Automated Instruction Messaging unless the instruction was subsequently input by DTC. Only protects submitted via PTS PSOP, PBS Rights Subscriptions, or Automated Instruction Messaging can be covered via PTS PSOP, PBS Rights Subscriptions, or Automated Instruction Messaging.

If you have accepted a rights offer through the agent by means of a Notice of Guaranteed Delivery via PTS PSOP, or PBS Rights Subscriptions, or Automated Instruction Messaging, you can subsequently deliver all or a portion of the rights subject to the Notice of Guaranteed Delivery to the agent through DTC via the Cover Protects Submitted via PTS PSOP or PBS Rights Subscriptions option of the PTS PSOP, PBS Rights Subscriptions function, or via Automated Instruction Messaging.

Warning!

You must accept ASOP-eligible offers via PTS PSOP, PBS Rights Subscriptions or Automated Instruction Messaging; except as noted in Subscription Instructions, instructions outside of PTS/PBS, or Automated Instruction Messaging will not be accepted by DTC on ASOP-eligible offers during the period when instructions can be input via PSOP or aforementioned interfaces for ASOP eligible offers and, if submitted, will be rejected. ~~If possible, DTC will attempt to notify you of the rejection, but DTC cannot guarantee such notification.~~

Submitting a Cover of Protect via PTS PSOP or PBS Rights Subscriptions on Behalf of Another Participant

Warning!

To be able to cover a protect via PTS PSOP or PBS Rights Subscriptions on behalf of another participant you must submit protects on ASOP-eligible offers via PTS PSOP or PBS Rights Subscriptions or have had a protect submitted directly to the agent via email and subsequently communicated to DTC and input to PSOP by DTC; cover of protect instructions outside of PTS/PBS will not be accepted by DTC on ASOP-eligible offers and, if submitted, will be rejected. **If possible, DTC will attempt to notify you of the rejection, but cannot guarantee such notification.**

Surrendering Rights for Sale via ASOP

After you receive information from DTC about an ASOP-eligible rights offer, and after determining that the terms of the rights offer provide for the sale of rights through the agent, you can surrender such rights for the purpose of selling them through the agent via the Sell Instructions option of PTS PSOP, PBS Rights Subscriptions functions, or Automated Instruction Messaging. See Checklist for Submitting a Sell Instruction.

Warning!

You must submit sell instructions for ASOP-eligible offers via PTS PSOP, PBS Rights Subscriptions, or Automated Instruction Messaging during the period when sell submissions can be input; except as noted in Subscription Instructions, instructions will not be accepted by DTC on ASOP-eligible offers and, if submitted, will be rejected. **If possible, DTC will attempt to notify you of the rejection, but DTC cannot guarantee such notification.**

Guide to the DTC Fee Schedule

[Changes to this Fee Guide, as amended by File No. SR-DTC-2022-013, are available at <https://www.dtcc.com/legal/sec-rule-filings>. These changes became effective upon filing with the Securities and Exchange Commission but have not yet been implemented. DTC will implement the changes on January 1, 2023. DTC will announce the implementation date by Important Notice posted on its website. Upon the implementation of these changes, this legend will automatically be removed from the Fee Guide.]

FEE NAME	AMOUNT (\$)	CONDITIONS
----------	-------------	------------

Corporate Actions

File Fee

CCF File Fee	50,000.00	Per File Category (Pre-Allocation or Allocation/Post-Allocation) of CCF Entitlements and Allocations Files consumed between January 1, 2022 and December 31, 2022 <u>during a calendar year.</u>
--------------	-----------	--