

Bolded, underlined text indicates proposed added language.

~~Bolded, strikethrough text~~ indicates proposed deleted language.

REORGANIZATIONS SERVICE GUIDE

ABOUT REORGANIZATION SERVICES

Introduction

Overview

This guide describes DTC's Reorganization services. Each section includes a description of the service, how it works, and a list of associated Participant Terminal System (PTS), Participant Browser Service (PBS) and Corporate Actions Web (CA Web) functions, as well as ISO 20022 messaging and Application Program Interfaces (APIs), all of which can be used to access the services. With the exception of voluntary reorganization instruction input, the Reorganization services concerning reorganization processing can be accessed on the Corporate Actions Web browser referred to as "CA Web". Functionality for input of voluntary reorganization instructions can be accomplished via associated Participant Terminal System (PTS) and Participant Browser System (PBS) functions, as well as via ISO 20022 messaging and APIs ("Automated Instruction Messaging").⁴

⁴ ~~See Automated Instruction Messaging section.~~

Automated Instruction Messaging*

Automated Instruction Messaging is ~~currently~~ available for the following **actions for ATOP (Automated Tender Offer Program) actions/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

Note: All withdrawal and cancellation instructions for ATOP-eligible offers must be performed via PTS/PBS, and cannot be instructed via Automated Instruction Message.

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

* **API functionality for the referenced ATOP, ASOP, and APUT actions will be available in Q3 of 2022.**

Automated Response Message Types:

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

Puts

About the Service

The Puts program allows you to view announcements about upcoming repayment options and mandatory tenders, as well as process instructions to exercise repayments and retainments for APUT-eligible offers. When you use the Puts program via PTS PUTS/PBS Put Option Bonds and/or Automated Instruction Messaging, DTC will:

- Notify you of upcoming repayment options, mandatory tenders and mandatory tenders with the option to retain
- Process your instructions to exercise repayments and retainments
- Submit securities to agents and collect put proceeds from them
- Allocate put proceeds to you on the payment date.

Exercising Put Options

~~Except w~~With respect to put options that have an offer to purchase with no withdrawal privilege, you can submit exercise instructions via the PTS PUTS~~, or~~ PBS Put Option Bonds functions or Automated Instruction Messaging. Instructions relating to put options that have an offer to purchase with a withdrawal privilege can be submitted through the PTS PTOPTOP~~, or~~ PBS Voluntary Tenders and Exchanges or Automated Instruction Messaging functions.

Rights Subscriptions

About the Service

You should check your Participant Daily Activity Statement, ~~or~~ Security Position tab on CA Web **or Automated Response Messages** to ~~ensure~~**assure** that your transactions were properly processed and recorded. For Rights, the entry on the report is Rights Subscriptions (Account#5555), showing that DTC deducted the right from your account and added the entitlements to your reorganization account.

About DTC's Automated Subscription Offer Program (ASOP)

Under ASOP, you transmit your subscription instructions to DTC via ~~the~~ PTS PSOP, ~~or~~ PBS Rights Subscriptions, **or Automated Instruction Messaging**. The agent can use the ASOP function to receive immediate notification of the subscription instructions you submitted and to obtain other pertinent information.

The PSOP function allows you to transmit subscription instructions to DTC to:

- Accept an offer by means of surrendering rights and making the required subscription payment
- Accept an offer by means of a Notice of Guaranteed Delivery (also known as a protect) and subscription payment
- Surrender rights after having accepted an offer by means of a Notice of Guaranteed Delivery (also known as a cover of protect) submitted either through ~~the~~ PTS PSOP, ~~or~~ PBS Rights Subscriptions ~~functions~~ **or Automated Instruction Messaging**.
- Submit a cover of protect on behalf of another participant
- Surrender rights for the purpose of selling them through the agent

The PTS PSOP or PBS Rights Subscriptions functions also allow you to exercise any step-up or oversubscription privileges when submitting instructions to accept a rights offer.

General Information Regarding ASOP

The information provided by DTC describing a rights offer is intended as an aid, and can be viewed via CA Web Announcements, ISO 20022 messages and PTS RIPS and PBS Reorganizations and Redemptions functions. This information is based on the best information available to DTC concerning the offer but may be subject to inaccuracies or omissions. It is your responsibility to obtain and monitor announcements from all sources, including any documents stating the terms and conditions of the offer obtainable from an agent, of offers involving securities you have on deposit at DTC.

Subscription Instructions

Participants enter and transmit subscription instructions to DTC via ~~the~~ PTS PSOP, ~~or~~ PBS Rights Subscriptions ~~functions~~ or Automated Instruction Messaging. Subscription instructions entered by PTS RTOP or PBS Release Reorg Transactions users are automatically applied to the processor controls and must be released and transmitted to DTC via this function after the instructions have been entered via PTS PSOP or PBS Rights Subscriptions.

When accepting a rights offer by means of surrendering rights or by means of a Notice of Guaranteed Delivery through PTS PSOP or PBS Rights Subscriptions, ~~you~~ **Participant** can enter and combine in one instruction up to 12 separate customer instructions. **When accepting a rights offer by means of surrendering rights or by means of a Notice of Guaranteed Delivery through Automated Instruction Messaging, a Participant can combine up to 99 separate customer reference instructions into one Automated Instruction Message.** Upon the successful processing of an instruction with multiple customers, DTC automatically generates separate transactions and Agent's Messages for each customer, and these separate transactions are treated as individual acceptances thereafter by both DTC and the agent.

Subscription Sub-Accounts

The underlying securities credited to your reorganization account are further identified by sub-accounts of the reorganization account. There are two subaccounts of the reorganization account for this purpose: the basic subscription and oversubscription subaccounts.

The underlying securities to which you are entitled through the exercise of the basic subscription and any step-up privilege are credited to your basic subscription subaccount. The quantity of underlying securities you want to purchase through an oversubscription privilege, as indicated in the instruction you transmit to DTC via ~~the~~ PTS PSOP, ~~or~~ PBS Rights Subscriptions, or Automated Instruction Messaging, is credited to your oversubscription subaccount. Both of these subaccount positions are shown in your reorganization account with the underlying security number.

When you surrender rights for the purpose of selling them through the agent, the quantity of rights the subject of the sell instruction is credited to a third subaccount, named the sell subaccount. The sell subaccount position is shown in your reorganization account with the rights CUSIP number until DTC receives and credits your settlement account with the cash proceeds.

You can view your reorganization account and subaccount activities via CA Web, ~~and in~~ your Participant Activity Statement, ~~and~~ Reorganization Cash Settlement List and ISO 20022 messages.

Schedule for Submitting Instructions

The dates and times when you can submit instructions via PTS PSOP, ~~or~~ PBS Rights Subscriptions, or Automated Instruction Messaging are specified in the related CA Web Announcements, ISO 20022 messages ing and PTS RIPS or PBS Reorganizations and Redemptions envelope or via the PTS PSOP or PBS Rights Subscriptions inquiry option. Unless otherwise specified in the information from DTC, the following table describes the availability of PTS PSOP or PBS Rights Subscriptions on those dates and times. All times are eastern time.

For this instruction	The PSOP hours are
Basic subscriptions (with step-ups and over-subscriptions)	8:00 a.m. to 2:15 p.m.
Notices of Guaranteed Delivery	8:00 a.m. to 2:15 p.m.
Instructions to sell rights	8:00 a.m. to 2:15 p.m.
Instructions to cover protects	8:00 a.m. to 2:15 p.m.

Note:

Instructions and/or Notices of Guaranteed Delivery on DTC's expiration date may be permitted between 3:30 p.m. and 5:00 p.m., after DTC's cutoff time for the settlement of cash activities. In such cases, DTC defers charging the subscription payment with respect to Notices of Guaranteed Delivery processed on the last day of the offer until the next business day on which DTC is open for cash settlement services.

Inquiring About ASOP-Eligible Offers

Upon learning that a rights offer has been made, DTC notifies you via:

- CA Web Announcements, ISO 20022 messaging and the PTS RIPS or PBS Reorganizations and Redemptions functions, or
- The inquiry option of PTS PSOP or PBS Rights Subscriptions, or
- Email alert

When notified by DTC of an eligible offer, or after inquiring via CA Web Announcements or ISO 20022 messaging or PTS PSOP or PBS Rights Subscriptions, you should note the following:

1. The rights CUSIP number and the CUSIP number of the underlying security that can be subscribed to through the offer.
2. The exercise terms of the rights offer, including the number of rights that must be surrendered to subscribe to one share of the underlying security, and the subscription price to purchase each new share.
3. Any step-up privilege, including the step-up prices (if any) and the minimum fractional amount required to exercise the step-up privilege.
4. Any oversubscription privilege, including the subscription prices of the oversubscription privilege and the maximum number of shares to which you can oversubscribe.
5. The last day and time for submission of original acceptances (including Notices of Guaranteed Delivery, if available) to the agent via PTS PSOP, ~~or~~ **PBS Rights Subscriptions, or Automated Instruction Messaging.**
6. If a Guarantee of Delivery period is available, the last day and time on which deliveries in satisfaction of Notices of Guaranteed Delivery (instructions to cover protects) can be submitted via PTS PSOP, ~~or~~ **PBS Rights Subscriptions, or Automated Instruction Messaging.**
7. If the terms of the rights offer allow rights to be sold through to the agent, the last day and time for the submission of sell instructions via PTS PSOP, ~~or~~ **PBS Rights Subscriptions or Automated Instruction Messaging.**

8. Any special representations required for the acceptance of an offer (for example, when the oversubscription privilege can be exercised only for rights distributed to record date holders of the underlying security and exercised in full).

Note:

With certain rights subscription events you may be directed to submit your instructions through PTOPTOP or Automated Instruction Messaging.

Note:

You should also determine from the information provided by DTC if there will be any interruption in the availability of DTC services for the rights, such as a chill on deposits or withdrawals.

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 ~~the~~ PTS PSOP, or PBS Rights Subscriptions, or Automated Instruction Messaging function.

Warning!

You must accept ASOP-eligible offers via PTS PSOP, or 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.

If you intended to accept an offer via PTS PSOP, PBS Rights Subscriptions or Automated Instruction Messaging but missed the cutoff for submitting the acceptance ~~via PSOP~~, 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.

Instructions being submitted to DTC after the DTC cutoff must be approved by, and delivered to, the agent handling the event, prior to submission to DTC.

The dates on which you can accept a rights offer and surrender rights and the required subscription payment via PTS PSOP, or PBS Rights Subscriptions, or Automated Instruction Messaging are specified in the notice about the offer, which you can view via CA Web Announcements, ISO 20022 messages and the PTS RIPS or PBS Reorganizations and Redemptions functions. Unless otherwise specified in the information from DTC, PTS PSOP, or PBS Rights Subscriptions, or Automated Instruction Messaging are available for the purpose of transmitting acceptances from 8:00 a.m. to 2:15 p.m. eastern time. The terms of the

offer may permit you to accept the offer directly through the agent via a hard copy Notice of Guaranteed Delivery. See Submitting a Protect for an ASOP-Eligible Offer.

Checklist for Submitting an Acceptance

1. Obtain the Offering Circular/Prospectus and the Subscription Form required by the offer and review the terms of the offer as stated in those documents.
2. Determine the terms of acceptance that you want to transmit via PTS PSOP, ~~or~~ PBS Rights Subscriptions, or Automated Instruction Messaging including, but not limited to:
 - Basic subscription: Determine the quantity of rights you want to exercise. When you transmit an acceptance of the rights offer via PTS PSOP, ~~or~~ PBS Rights Subscriptions, or Automated Instruction Messaging, you must enter this quantity in the field provided.
 - Step-up privilege: If there is a step-up privilege provided by the rights offer, determine if the acceptance must include the exercise of the step-up privilege. When you transmit an acceptance including the step-up privilege, you must respond affirmatively to the step-up privilege in the field provided.
 - Oversubscription privilege: If there is an oversubscription privilege provided by the rights offer, determine if the acceptance must include the exercise of the oversubscription privilege. If so, determine the quantity of underlying securities you want to subscribe to through the oversubscription privilege. When you transmit an acceptance including the oversubscription privilege, you must enter this quantity in the field provided.
 - Subscription payment: Determine the subscription payment that will be charged to your DTC settlement account as a result of the basic subscription and the exercise of any step-up or oversubscription privilege. When you transmit an acceptance, you do not enter the subscription payment dollar amount. This amount is automatically calculated by DTC and displayed to you prior to your approval of the transmission of the acceptance to DTC for processing.
 - Special representations: If special representations are required by the Subscription Form, determine your response to such representations to be indicated in the transmitted acceptance. (Based on the offer, you will be able to make these representations in specific fields on the PTS PSOP, ~~or~~ PBS Rights Subscriptions screen, or in the Comments field, as well as via Automated Instruction Messaging.)
 - Comments: If any additional acceptance information is required, prepare a statement of such to enter in the Comments field on the PTS PSOP, ~~or~~ PBS Rights Subscriptions screen, or Automated Instruction Messaging.

Note:

When you transmit an acceptance via PTS PSOP or PBS Rights Subscriptions, you can combine in a single acceptance a maximum of 12 separate customer instructions to which the above information applies, including the special representations and comments. When you transmit via Automated Instruction Messaging, you can combine up to 99 separate customer reference instructions into a single acceptance. The PTS PSOP or PBS Rights Subscriptions function's Rights Exercise Customer Breakdown screen as well as Automated Instruction Messaging will allow you to enter the basic subscription rights quantity, the oversubscription underlying security quantity, and a response to the step-up privilege for each separate customer instruction. The sum of these quantities must equal the respective quantities you enter on the primary Rights Exercise screen.

3. Enter and transmit the acceptance via PTS PSOP, ~~or~~ PBS Rights Subscriptions, or Automated Instruction Messaging during the period when submissions can be input via PTS, ~~or~~ PBS, or Automated Instruction Messaging for ASOP eligible offers. Your acceptance should indicate the determinations you made in Step 2 above.
4. Acknowledge the Subscription Form. When you transmit an acceptance via PTS PSOP, ~~or~~ PBS Rights Subscriptions, or Automated Instruction Messaging, a space will be indicated on the PTS PSOP, ~~or~~ PBS Rights Subscriptions screen, or a field within Automated Instruction Messaging for you to enter an acknowledgment of the Subscription Form required by the offer identified by the rights CUSIP you specify in your acceptance. If you do not enter the acknowledgment, PTS PSOP, ~~or~~ PBS Rights Subscriptions, or Automated Instruction Messaging will reject the acceptance. By entering the acknowledgment via PTS PSOP, ~~or~~ PBS Rights Subscriptions, or Automated Instruction Messaging, you agree that (i) you have received, and will be bound by the terms of, the Subscription Form required by the offer identified in the acceptance and (ii) the agreement set forth in the preceding clause (i) may be enforced against you by the Offeror in such offer.

Note:

The Subscription Form referred to in these procedures is the form of documentation required by the offer when you transmit the acceptance.

5. Receive the PTS PSOP, ~~or~~ PBS Rights Subscriptions input response screen or Automated Response Message after having transmitted to DTC the information entered in Steps 2 and 3 above. The PTS PSOP, ~~or~~ PBS Rights Subscriptions input response screen, or Automated Response Message conveys/displays error messages for any input errors (such as an error message indicating that the number of shares reflected in the oversubscription field exceeds the maximum allowed by the terms of the offer). Input errors for Automated Instruction Messaging will be reported via Automated Response Message. If necessary, correct the required fields of the PTS PSOP, ~~or~~ PBS

Rights Subscriptions input screen or Automated Instruction Messaging and re-transmit the instruction to DTC for editing.

6. Receive the PTS PSOP, ~~or~~ PBS Rights Subscriptions input response screen, or Automated Response Message showing that the instruction does not contain errors, and showing the subscription payment that will be charged to your DTC settlement account. Verify the information you have entered and re-transmit the instruction to DTC for processing.
7. Receive a message acknowledging transmission of the acceptance and reporting the status.
 - If the message states that the acceptance was processed (made), confirm that 1) the quantity of rights subject of the instruction has been deducted from your position in the specified rights CUSIP number, 2) that you now have the quantity of underlying securities to which you are entitled through the basic subscription and any step-up privilege shown in your position in the basic subscription sub-account with the underlying security CUSIP number specified in the acceptance and 3) that you now have the quantity of underlying securities to which you are entitled through the exercise of any oversubscription privilege shown in your position in the oversubscription sub-account with the underlying security CUSIP number specified in the acceptance.
 - If the message states that the acceptance was not processed and is pending (recycling), monitor future messages to determine that the acceptance is subsequently processed. Acceptances are not transmitted to the agent and securities are not moved into the reorganization account of the underlying security CUSIP number until the acceptance has been processed (made). You must monitor messages carefully to ensure that all your transactions are processed, and take appropriate action to resolve pending (recycling) acceptances.
 - Participants that subscribe to the ISO 20022 Instruction Statement Report (CAST) or Automated Response Messages will be able to verify instructions status on the message.

Note:

When an acceptance is processed as reported in the message, DTC transmits an Agent's Message to the agent indicating your acceptance. This Agent's Message includes your acknowledgment concerning the Subscription Form.

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, ~~or~~ 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, ~~or~~ PBS Rights Subscriptions, or Automated Instruction Messaging function.

Warning!

You must submit Notices of Guaranteed Delivery on ASOP-eligible offers via PTS PSOP, ~~or~~ PBS Rights Subscriptions or Automated Instruction Messaging; ~~instructions, 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 ~~via PSOP~~ by using any of the aforementioned interfaces but missed the cutoff for submitting the protect via ~~PSOP~~ 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.

The dates on which you can accept an offer by submitting a Notice of Guaranteed Delivery via PSOP, ~~or~~ PBS Rights Subscriptions or Automated Instruction Messaging are specified in the notice about the offer, which you can view via the CA Web Announcements, ISO 20022 Messaging, PTS RIPS or PBS Reorganizations and Redemptions functions. Unless otherwise specified in the PTS RIPS or PBS Reorganizations and Redemptions functions notice, PTS PSOP, ~~or~~ PBS Rights Subscriptions and Automated Instruction Messaging are available on those dates for this purpose from 8:00 a.m. to 2:15 p.m. eastern time on the offer's expiration date only.

The deferred subscription payment procedure may be used (see Schedule for Submitting Instructions). In this case, PTS PSOP, ~~or~~ PBS Rights Subscriptions, or Automated Instruction Messaging isare available until 5:00 p.m. eastern time on the offer's expiration date.

Checklist for Submitting a Protect

1. Obtain the Offering Circular/Prospectus and the Subscription Form required by the offer and review the terms of the offer as stated in those documents.
2. Determine the terms of acceptance that you want to transmit via PTS PSOP, ~~or~~ PBS Rights Subscriptions or Automated Instruction Messaging including, but not limited to:
 - Basic subscription: Determine the quantity of rights you want to exercise. When you transmit an acceptance of the rights offer via PTS PSOP, ~~or~~ PBS Rights Subscriptions, or Automated Instruction Messaging, you must enter this quantity in the field provided.

- Step-up privilege: If there is a step-up privilege provided by the rights offer, determine if the acceptance must include the exercise of the step-up privilege. When you transmit an acceptance including the step-up privilege, you must respond affirmatively to the step-up privilege in the field provided.
 - Oversubscription privilege: If there is an oversubscription privilege provided by the rights offer, determine if the acceptance must include the exercise of the oversubscription privilege. If so, determine the quantity of underlying securities you want to subscribe to through the oversubscription privilege. When you transmit an acceptance including the oversubscription privilege, you must enter this quantity in the field provided.
 - Subscription payment: Determine the subscription payment that will be charged to your DTC settlement account as a result of the basic subscription and the exercise of any step-up or oversubscription privilege. When you transmit an acceptance, you do not enter the subscription payment dollar amount. This amount is automatically calculated by DTC and displayed to you prior to your approval of the transmission of the acceptance to DTC for processing.
 - Special representations: If special representations are required by the Subscription Form, determine your response to such representations to be indicated in the transmitted acceptance. (Based on the offer you will be able to make these representations in specific fields on the PSOP screen, or in the Comments field, **or a field within Automated Instruction Messaging.**)
 - Comments: If any additional acceptance information is required, prepare a statement of such to enter in the Comments field on the PTS PSOP, ~~or~~ PBS Rights Subscriptions screen, **or a field within Automated Instruction Messaging.**
3. Enter and transmit the Notice of Guaranteed Delivery via PTS PSOP, ~~or~~ PBS Rights Subscriptions, **or Automated Instruction Messaging.** Your Notice of Guaranteed Delivery should indicate the determinations you made in Step 2 above.
 4. Acknowledge the Notice of Guaranteed Delivery. When you transmit an acceptance via a Notice of Guaranteed Delivery, a space will be indicated on the PTS PSOP or PBS Rights Subscriptions screen for you to enter an acknowledgment concerning the Notice of Guaranteed Delivery required by the offer identified by the rights CUSIP you specify in your acceptance. If you do not enter the acknowledgment, PTS PSOP or PBS Rights Subscriptions will reject the acceptance. By entering the acknowledgment via PSOP, you agree that (i) you have received, and will be bound by the terms of, the Notice of Guaranteed Delivery required by the offer identified in the acceptance and (ii) the agreement set forth in the preceding clause (i) may be enforced against you by the Offeror in such offer. **Likewise, when you transmit an acceptance via Automated Instruction**

Messaging, you will be required to acknowledge the Notice of Guaranteed Delivery required by the offer identified by the CUSIP you specify in your acceptance. The message must contain your acknowledgement. If your message does not contain your acknowledgement, your acceptance will be rejected. By acknowledging the Notice of Guaranteed Delivery via Automated Instruction Messaging, you agree that (i) you have received, and will be bound by the terms of, the Notice of Guaranteed Delivery required by the offer identified in the acceptance and (ii) the agreement set forth in the preceding clause (i) may be enforced against you by the Offeror in such offer.

Note:

The Notice of Guaranteed Delivery referred to in these procedures is the form of the Notice of Guaranteed Delivery required by the offer when you transmit the acceptance.

5. Receive the PTS PSOP, ~~or~~ PBS Rights Subscriptions input response screen, or Automated Response Message after having transmitted to DTC the information entered in Steps 2 and 3 above. The PTS PSOP, ~~or~~ PBS Rights Subscriptions input response screen, or Automated Response Message conveys/displays error messages for any input errors (such as an error message indicating that the number of shares reflected in the oversubscription field ~~for the PTS PSOP or PBS Rights Subscriptions input screen~~ exceeds the maximum allowed by the terms of the offer). Input errors for Automated Instruction Messaging will be reported via Automated Response Message. If necessary, correct the required fields of the PTS PSOP, ~~or~~ PBS Rights Subscriptions input screen or Automated Instruction Messaging and re-transmit the instruction to DTC for editing.
6. Receive the PTS PSOP, ~~or~~ PBS Rights Subscriptions input response screen, or Automated Response Message showing that the instruction does not contain errors. Verify the information you have entered and re-transmit the instruction to DTC for processing.
7. Receive a message acknowledging transmission of the acceptance by means of a Notice of Guaranteed Delivery. The message includes the status of the transaction.
 - If the message states that the acceptance was processed (made), confirm that the quantity of rights subject of the acceptance via a Notice of Guaranteed Delivery is shown in the information available through the inquiry feature of the PTS PSOP or PBS Rights Subscriptions function, or Automated Instruction Messaging, under the rights CUSIP number specified in the submission.
 - You must carefully monitor PTS PSOP, ~~or~~ PBS Rights Subscriptions, and the PTS PSOP, ~~or~~ PBS Rights Subscriptions inquiry option as well as Automated Response

Messages to ensure that all Notices of Guaranteed Delivery are processed, and that you take appropriate action to resolve unprocessed transactions or discrepancies.

- Participants that subscribe to the ISO 20022 Instructions Statement Report (CAST) **or Automated Response Messages** will be able to verify instructions status on the message.

Note:

When an acceptance via a Notice of Guaranteed Delivery is processed as reported in the message, DTC transmits an Agent's Message to the agent indicating your acceptance. This Agent's Message includes your acknowledgment concerning the Notice of Guaranteed Delivery.

Submitting a Cover of Protect via PTS PSOP, or 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 ~~the~~ PTS PSOP, or PBS Rights Subscriptions, **or Automated Instruction Messaging function** unless the instruction was subsequently input by DTC. Only protects submitted via PTS PSOP, or PBS Rights Subscriptions, **or Automated Instruction Messaging** can be covered via PTS PSOP, or 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, or PBS Rights Subscriptions function, **or via Automated Instruction Messaging**.

Warning!

You must accept ASOP-eligible offers via PTS PSOP, or 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.

The dates on which you can cover a protect via PTS PSOP, or PBS Rights Subscriptions, **or Automated Instruction Messaging** are specified in the notice about the offer, which you can view via CA Web Announcements, **ISO 20022 messages** and the PTS RIPS or PBS Reorganizations and Redemptions functions. Unless otherwise specified in the CA Web Announcements, **ISO 20022 messages**, PTS RIPS or PBS Reorganizations and Redemptions

functions notice, PTS PSOP, ~~or~~ PBS Rights Subscriptions **and Automated Instruction Messaging** are available on those dates for this purpose from 8:00 a.m. to 2:15 p.m. eastern time.

Note:

DTC shall have no responsibility in respect of your failure to instruct or properly instruct DTC to surrender securities in accordance with acceptances by submission of Notices of Guaranteed Delivery to the agent via **PTS PSOP, PBS Voluntary Tenders and Exchanges, or Automated Instruction Messaging.**

Checklist for Submitting a Cover of Protect via PTS PSOP, ~~or~~ PBS Rights Subscriptions or Automated Instruction Messaging

1. Verify that a Notice of Guaranteed Delivery and the required subscription payment to the agent via PTS PSOP, ~~or~~ PBS Rights Subscriptions, **or Automated Instruction Messaging** was submitted and accepted.
2. Retrieve the specific protect instruction you want to cover.
3. Note: If covering on behalf of another Participant you will be required to provide a valid Protect ID, Protect Sequence Number and the Protect Participant ID (account number) for the Participant that submitted the original protect instruction.
4. Enter and transmit an instruction to cover the protect via PTS PSOP, ~~or~~ PBS Rights Subscriptions, **or Automated Instruction Messaging** during the period when cover of protect submissions can be input.
5. Acknowledge the Subscription Form. When you transmit an instruction to cover a protect via PTS PSOP or PBS Rights Subscriptions, a space will be indicated on the PTS PSOP or PBS Rights Subscriptions screen for you to enter an acknowledgment concerning the Subscription Form required by the offer identified by the rights CUSIP you specify in your instruction. If you do not enter the acknowledgment, PTS PSOP or PBS Rights Subscriptions will reject the instruction. By entering the acknowledgment via PTS PSOP or PBS Rights Subscriptions, you agree that (i) you have received, and will be bound by the terms of, the Subscription Form required by the offer identified in the instruction and (ii) the agreement set forth in the preceding clause (i) may be enforced against you by the Offeror in such offer. **Likewise, when you transmit an instruction to cover a protect via Automated Instruction Messaging, you will be required to acknowledge the Subscription Form required by the offer identified by the CUSIP you specify in your instruction. The message must contain your acknowledgment. If you do not submit your acknowledgement, your instruction will be rejected. By submitting the acknowledgment via Automated Instruction Messaging, you agree that (i) you have received, and will be bound by the terms of, the Subscription Form required by the offer identified in your instruction and (ii) the agreement set forth in the preceding clause (i) may be enforced against you by the Offeror in such offer.**

Note:

The Subscription Form referred to in these procedures is the form of documentation required by the offer when you transmit the instruction.

An instruction to deliver rights to cover a Notice of Guaranteed Delivery that was submitted under these procedures can be for a quantity less than, but not more than, the original quantity of the acceptance submitted via PTS PSOP, ~~or~~ PBS Rights Subscriptions, or Automated Instruction Messaging. You can submit more than one instruction to cover the Notice of Guaranteed Delivery as long as the quantity of rights indicated in those instructions does not exceed the original Notice of Guaranteed Delivery quantity with the total of all cover of protects instructions equaling the amount of the protect submission. You must monitor the status of acceptances submitted via PTS PSOP, ~~or~~ PBS Rights Subscriptions, or Automated Instruction Messaging to ensure that the rights subject to the Notice of Guaranteed Delivery are subsequently delivered by the date indicated and in accordance with the Notice of Guaranteed Delivery and the terms of the offer. Use the PTS PSOP, ~~or~~ PBS Rights Subscriptions function's Protect Submissions with Uncovered Quantities option or Automated Instruction Messaging to inquire about the status of Notices of Guaranteed Delivery.

6. Receive the PTS PSOP, ~~or~~ PBS Rights Subscriptions input response screen, or Automated Response Message after having transmitted to DTC the information entered in Steps 2, 3, and 4 above. The PTS PSOP or PBS Rights Subscriptions input response screen displays error messages for any input errors (such as an error message indicating that the number of shares reflected in the oversubscription field for the PTS PSOP or PBS Rights Subscriptions input screen exceeds the maximum allowed by the terms of the offer). Input errors for Automated Instruction Messaging entires will be reported via Automated Response Message. If necessary, correct the required fields of the PTS PSOP, ~~or~~ PBS Rights Subscriptions input screen, or Automated Instruction Messaging and re-transmit the instruction to DTC for editing.
7. Receive the PTS PSOP, ~~or~~ PBS Rights Subscriptions input response screen, or Automated Response Message showing that the instruction does not contain errors. Verify the information you have entered and re-transmit the instruction to DTC for processing. Participants that subscribe to the ISO 20022 Instructions Statement Report (CAST) or Automated Response Messages will be able to verify instructions status on the message.
8. Receive a PTS PSOP, ~~or~~ PBS Rights Subscriptions message, or Automated Instruction Messaging acknowledging transmission of the cover of protect. The message includes the status of the transaction.
 - Confirm via Settlement Web that 1) the quantity of rights subject of the instruction has been deducted from your position in the specified rights CUSIP number, 2) that you now have the quantity of underlying securities to which you are entitled through the

basic subscription and any step-up privilege shown in your position in the basic subscription sub-account with the underlying security CUSIP number specified in the acceptance and 3) that you now have the quantity of underlying securities to which you are entitled through the exercise of any oversubscription privilege shown in your position in the oversubscription sub-account with the underlying security CUSIP number specified in the acceptance.

- If the cover of protect instruction was not processed and is pending (recycling), monitor future PTS PSOP ~~or~~ PBS Rights Subscriptions messages **as well as Automated Response Messages** to determine that the instruction is subsequently processed. Instructions to cover protects are not transmitted to the agent and securities are not moved into the reorganization account of the underlying security CUSIP number until the acceptance has been processed (made). You must monitor PTS PSOP ~~or~~ PBS Rights Subscriptions messages **as well as Automated Response Messages** carefully to ensure that all your transactions are processed, and take appropriate action to resolve pending (recycling) acceptances.

Note:

When an instruction to cover a protect is processed as reported in the PTS PSOP ~~or~~ PBS Rights Subscriptions message, **or Automated Response Message**, DTC transmits an Agent's Message to the agent indicating your instruction. This Agent's Message includes your acknowledgment concerning the Subscription Form.

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 ~~the~~ PTS PSOP ~~or~~ 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 ~~or~~ 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.

The dates on which you can submit instructions to sell rights are specified in the notice about the offer, which you can view via CA Web Announcements, **ISO 20022 messaging**, PTS RIPS

or PBS Reorganizations and Redemptions functions. Unless otherwise specified in the PTS RIPS, ~~or~~ PBS Reorganizations and Redemptions functions or ISO 20022 messaging, PTS PSOP, ~~or~~ PBS Rights Subscriptions and Automated Instruction Messaging are available on those dates for this purpose from 8:00 a.m. to 2:15 p.m. eastern time.

Checklist for Submitting Sell Instructions

1. Obtain the Offering Circular/Prospectus and review the terms of the rights offer as stated in those documents.
2. Determine the quantity of rights you want to deliver in your instruction to sell the rights via PTS PSOP, ~~or~~ PBS Rights Subscriptions, or Automated Instruction Messaging.
3. Enter and transmit an instruction to sell rights via the Sell Instructions option of ~~the~~ PTS PSOP or PBS Rights Subscriptions function or via Automated Instruction Messaging.
4. Acknowledge the Subscription Form. When you transmit sell instructions via PTS PSOP or PBS Rights Subscriptions, a space will be indicated on the PTS PSOP or PBS Rights Subscriptions screen for you to enter an acknowledgment of the Subscription Form required by the offer identified by the rights CUSIP you specify in your acceptance. If you do not enter the acknowledgment, PTS PSOP or PBS Rights Subscriptions will reject the acceptance. By entering the acknowledgment via PTS PSOP or PBS Rights Subscriptions, you agree that (i) you have received, and will be bound by the terms of the Subscription Form required by the offer identified in the acceptance and (ii) the agreement set forth in the preceding clause (i) may be enforced against you by the Offeror in such offer.
Likewise, when you transmit sell instructions via Automated Instruction Messaging, you will be required to acknowledge the Subscription Form required by the offer identified by the CUSIP you specify in your acceptance. If your message does not contain your acknowledgment, your acceptance will be rejected. By acknowledging the Subscription Form via Automated Instruction Messaging, you agree that (i) you have received, and will be bound by the terms of the Subscription Form required by the offer identified in the acceptance and (ii) the agreement set forth in the preceding clause (i) may be enforced against you by the Offeror in such offer.

Note:

The Subscription Form referred to in these procedures is the form of documentation required by the offer when you transmit the instruction.

5. Receive the PTS PSOP, ~~or~~ PBS Rights Subscriptions input response screen, or Automated Response Message after having transmitted to DTC the information entered in Steps 2 and 3 above. The PTS PSOP or PBS Rights Subscriptions input response screen displays error messages for any input errors (such as an error message indicating that the number of shares reflected in the oversubscription field for the PTS PSOP or PBS Rights

Subscriptions input screen exceeds the maximum allowed by the terms of the offer). **Input errors for Automated Instruction Messaging entries will be reported via Automated Response Message.** If necessary, correct the required fields of the PTS PSOP, ~~or~~ PBS Rights Subscriptions input screen, **or Automated Instruction Messaging** and re-transmit the instruction to DTC for editing.

6. Receive the PTS PSOP, ~~or~~ PBS Rights Subscriptions input response screen, **or Automated Response Message** showing that the instruction does not contain errors. Verify the information you have entered and re-transmit the instruction to DTC for processing.
7. Receive a message acknowledging transmission of the sell instruction and reporting the status.
 - If the sell instruction was processed (made), confirm via Settlement Web that the quantity of rights subject of the instruction has been deducted from your general free account position and added to your sell sub-account position with the rights CUSIP number you specified in the instruction.
 - If the sell instruction was not processed and is pending (recycling), monitor future **messages via** PTS PSOP, ~~or~~ PBS Rights Subscriptions, **or Automated Response Messages** to determine that the instruction is subsequently processed. Instructions to sell rights are not transmitted to the agent and securities are not moved into the reorganization account of the rights CUSIP number until the instruction has been processed (made). You must monitor PTS PSOP, ~~or~~ PBS Rights Subscriptions, **or Automated Response M**essages carefully to ensure that all your transactions are processed, and take appropriate action to resolve pending (recycling) acceptances.

Participants that subscribe to the ISO 20022 Instructions Statement Report (CAST) **or Automated Response Messages will** be able to verify instructions status on the message.
