Automated Subscription Offer Program ("ASOP")

AGENT USER GUIDE

AUGUST 2024

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INTRODUCTION

The Depository Trust Company's (DTC) Automated Subscription Offer Program ("ASOP") Agent User Guide provides the Agent with information on how to use the DTC function, ASOP, when acting as Offeror's Agent (the "Agent") for a rights subscription offer, which is made eligible for ASOP processing. This document supersedes any prior dated DTC ASOP Agent Procedures or User Guides.

ASOP is an instruction processor which automates the way rights subscription offers are processed though DTC and provides DTC Participants ("Participants") and the Agent the ability to process acceptances of rights offers and subscription payments in exchange for new underlying securities within a fully automated book-entry environment. When an Agent processes an offer through ASOP, Participants are able to (i) submit subscription instructions, including basic subscriptions and oversubscription privileges, authorizing DTC to surrender the rights and subscription payment to the Agent without needing to provide a letter of transmittal[1], subscription form, or a notice of guaranteed delivery[2] (when applicable) to the Agent, which will instead receive an electronic message transmitted by DTC with respect to each instruction and election (the "Agent's Message"), and (ii) tender the subject securities directly from the Participant's account into the Agent's account maintained by DTC for purposes of the ASOP-eligible Offer and debit the Participant's DTC cash settlement account the subscription cost.

In accordance with these instructions, the surrendered rights and the corresponding subscription payment are credited to an account maintained by DTC on behalf of the Agent. The subscription payments are made periodically by DTC to the Agent during the rights offer. The Shipment Control List (SCL) evidencing the rights credited to the Agent's DTC FAST[3] account is made available by DTC to the Agent to confirm the drawdown of rights, upon allocation of the subscribed securities by book-entry to the subscribing Participants. Similarly, DTC makes available to the Agent an add-to-balance SCL to the

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[1] The letter of transmittal is the basic instrument for effecting transfer of tendered securities. It is the document by which a securityholder of the subject company's securities, as applicable, accepts the invitation to tender or offer to purchase; offers to sell the subject company's shares to the bidder; appoints the depositary as the agent to receive and hold tendered securities; and guarantees to deliver the subject company's securities to or actually deposit the subject company's securities with the depositary.

[2] A notice of guaranteed delivery, sometimes called a "protect," is a document submitted to the tender agent prior to the expiration of the tender offer whereby the holder submitting the notice guarantees delivery of securities (a "cover" of the protect) after the expiration of the tender offer but before the expiration of the protection period.

[3] DTC's Fast Automated Securities Transfer ("FAST") Program is a contract (under the "Balance Certificate Agreement") between DTC and Transfer Agent that eliminates the movement of physical securities by allowing the agent to act as custodian for DTC. For rights to be eligible for ASOP processing, the entitlement/underlying security or securities, must be eligible to be held by Agent in their FAST account and the security certificate for such security or securities shall remain in the applicable FAST Agent's custody as a balance certificate ("Balance Certificate") subject to the provisions of the applicable Balance Certificate Agreement.

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Agent's DTC FAST account for the subscribed securities. Agent is to promptly confirm the balances of each SCL in the DTC FAST system when made available to the Agent.

As described in detail herein, DTC transmits Agent's Messages to the Agent after having received instructions from Participants transmitted in ASOP to (1) accept an offer by surrendering rights and paying the required subscription cost, (2) accept an offer by means of a Notice of Guaranteed Delivery ("submitting a protect"), if applicable to the offer, and payment of the subscription cost, (3) surrender rights after having accepted an offer by means of a Notice of Guaranteed Delivery ("covering the protect"), and (4) surrender rights for the purpose of selling them through the Agent. ASOP additionally enables Participants to exercise oversubscription privileges when submitting instructions to accept rights offer, if applicable.

The operating procedures Agents must utilize for offers qualifying for ASOP are contained in the Agent User Guide.

DTC AGENT MASTER AGREEMENT

To become and remain an Agent eligible to have offers enabled on ASOP, and prior to making any offer eligible for ASOP, Agent must have performed the following:

(i) Obtain the proper connectivity to access the ASOP processor as may be required by DTC, and be assigned by DTC a Reorg Agent (RA) number (unless Agent has an existing FAST Agent Transfer Agent number which will be linked by DTC to be used as a RA number) for the purpose of ASOP connectivity;

(ii) Execute a DTC Operational Arrangements ("OA")[4] Agent Letter, if the Agent does not already have one on file with DTC; and

(iii) Execute an Automated Tender Offer (ATOP) and Automated Subscription Offer Program (ASOP) Agent Master Agreement ("ATOP/ASOP Master Agreement).

The ATOP/ASOP Master Agreement, the DTC Rules and Procedures, including, without limitation, the OA, as may be amended from time to time, and the Letter of Agreement ("LOA") for each particular Offer accepted for processing on ATOP/ASOP will govern the rights and obligations of the Agent in respect of each ATOP-eligible Offer or ASOP-eligible Offer[5], as the case may be. Agent is to refer to the ATOP/ASOP Master Agreement, the DTC Rules and Procedures, and to DTC's OA for details of the Agent's acknowledgements and agreements.

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[4] To obtain a current copy of DTC's OA, please visit DTCC's website at: https://www.dtcc.com.

[5] Agents and Issuers are advised that DTC has discretion to decline to process any Offer, and DTC's acceptance of a particular Offer in one case does not set a precedent for future offers or events. All Agents and Issuers with a proposed non-standard Offer that could require special processing must confirm with DTC whether the Offer can be processed on the ATOP or ASOP platform before including references to, or instructions or directions for, ATOP or ASOP processing in any SEC or court filing or any notice to holders.

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ASOP ELIGIBILITY OF AN OFFER

For DTC to make an offer eligible on ASOP, the Agent must send the offering announcement, including a source document, and a completed DTC questionnaire (in the form that DTC requires) to DTC within the timeframes and manner described in DTC's OA. Upon review of the offering announcement submission, DTC may require the Agent to provide additional documentation to DTC with further clarity on the rights offering event. The Agent will also be required to provide the "Agent Wire Instructions Letter" for which DTC is to send the subscription payments. In the event the Agent does not have a current copy of the letter, DTC will provide it to the Agent to sign at the time of the offer review. When this review has been completed to DTC's satisfaction and has met the applicable requirements to be announced to Participants, DTC will make the rights offer available on ASOP upon Agent's approval of the Letter of Agreement ("LOA"). DTC will post the terms of the offer on ASOP viewable by the Agent on the Rights Processing-Right Offering Information screens of the ASOP function.

Within one business day of the posting, Agent is required to review and approve the details of the offer and to approve the terms of the LOA[6] for the offer, by entering an acknowledgement in the space indicated on the screen, (See Exhibit II). Agent will review the LOA screens and the Rights Information Detail screen for completeness and accuracy. Once the approval is entered by the Agent, the rights offer is made eligible for ASOP processing and is available to Participants to enter instructions starting on the "Subscription Entry Start Date." Any delays in approving the LOA by Agent may impact the timeliness of opening the offer to Participants. If the Agent reviews the details of the offer and the terms of the LOA and disagrees with one or more of the terms or details, the Agent must notify DTC of its disagreement by entering the LOA rejection and the reason for the rejection on the screen, and by email to the DTC Reorganization (Reorg) contacts provided in the LOA. DTC, at its option, may collaborate with the Agent to modify the terms and resolve any differences with the Agent. DTC will not make an offer available to Participants to enter instructions until the Agent has entered the approval.

ACCEPTANCE OF THE RIGHTS OFFER AND SURRENDER OF THE RIGHTS TO THE AGENT THROUGH ASOP

For any rights offer eligible under ASOP, Participants wishing to accept the rights offer and surrender rights and the required subscription payment must do so

[6] In the event the ASOP screen allowance is not sufficient to complete the entire LOA, the LOA will be made available to the Agent via email.

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through ASOP indicating (a) the quantity of rights the Participant wishes to surrender through the basic subscription, and if applicable to the offer and Participant, (b) the quantity of additional shares the Participant wishes to subscribe to through any oversubscription privilege.

When a Participant enters an acceptance of the rights offer by means of ASOP and transmits such acceptance to DTC, DTC's ASOP system:

1. Verifies the information provided by the Participant in its acceptance which includes an acknowledgment concerning the Subscription Form required by the rights offer identified by the rights CUSIP number specified in the Participant's acceptance;
2. Effects a book-entry delivery of surrendered rights to the account of the Agent maintained by DTC for the purposes of the rights offer and debits the Participant's DTC cash settlement account the subscription cost for the purposes of the rights offer, and
3. Transmits a message (the "Agent's Message") to the Agent available through DTC's ASOP system indicating the Participant's acceptance of the rights offer and reflecting the book-entry delivery of the rights into the Agent's account and the required subscription payment. The Agent's Message indicates the time the Participant's acceptance of the rights offer was received by DTC. (See a sample of an Agent's Message transmittal of an acceptance on the Rights Offer Instruction Detail screen in Exhibit III) Please also see Section 6.0- "AGREEMENT ON TIME OF RECEIPT OF AGENT'S MESSAGE."

The subscription payment indicated on the Agent's Message is credited to the account maintained by DTC on behalf of the Agent on the same day, except where the Agent agrees to the procedure described below for Notices of Guaranteed Delivery submitted by Participants on the day the rights offer expires.

In instances where the Agent agrees to allow for Participants to accept the rights offer and surrender rights and the required subscription payment through ASOP on the day of expiration until 5:00 p.m. New York City Time (NYCT), after DTC's cutoff for cash settlement activities, DTC will credit the subscription payment to the account maintained by DTC for the Agent on the first business day DTC is open for cash settlement purposes following the day of expiration.

The Agent inspects the Agent's Message upon receipt. If the Agent determines that the acceptance of a rights offer reflected on the Agent's Message is deficient for some reason, it is the sole responsibility of the Agent to notify the affected Participant directly. The Agent must also promptly notify DTC about the deficiency by emailing the DTC contacts listed in the LOA for the specific offer.

ACCEPTANCE OF THE RIGHTS OFFER BY SUBMITTING A NOTICE OF GUARANTEED DELIVERY ("PROTECT") THROUGH ASOP

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For any rights offer eligible under ASOP on which the Agent accepts Notices of Guaranteed Delivery to be satisfied during a period after expiration of the rights offer, Participants wishing to accept the rights offer may do so by submitting a Notice of Guaranteed Delivery (also known as a "protect") and the required subscription payment through ASOP indicating (a) the quantity of rights the Participants wishes to surrender through the basic subscription and if applicable to the offer and Participant, (b) the quantity of additional shares the Participant wishes to subscribe through any oversubscription privilege. When a Participant enters an acceptance of the rights offer by means of a Notice of Guaranteed Delivery through ASOP and transmits such acceptance to DTC, DTC's ASOP system:

1. Verifies the information provided by the Participant in its acceptance which includes an acknowledgment concerning the Subscription Form required by the rights offer identified by the rights CUSIP number specified in the Participant's acceptance;
2. Makes the required subscription payment by debiting the Participant's DTC cash settlement account the subscription cost for the purposes of the rights offer and crediting the account of the Agent maintained by DTC for the purposes of the rights offer, and
3. Transmits that day a message (the "Agent's Message") indicating the Participant's acceptance of the rights offer by submission of a Notice of Guaranteed Delivery and the required subscription payment[7]. The Agent's Message indicates the time the Participant's acceptance of the rights offer was received by DTC. (See Exhibit IV). The subscription payment indicated on the Agent's Message is credited to the account maintained by DTC on behalf of the Agent on the same day, except where the Agent agrees to accepting subscription instructions described below for Notices of Guaranteed Delivery submitted by Participants on the day the rights offer expires until 5:00 p.m. (NYCT), after DTC's cutoff for cash settlement activities. Please also see Section 6.0- "AGREEMENT ON TIME OF RECEIPT OF AGENT'S MESSAGE."

In instances where the Agent agrees to allow for Participants to submit Notices of Guaranteed Delivery through ASOP on the day of expiration until 5:00 p.m. (NYCT), after DTC's cutoff for cash settlement activities, DTC will credit the subscription payment to the account maintained by DTC for the Agent on the first business day DTC is open for cash settlement purposes following the day of expiration.

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[7] For offers with Notice of Guaranteed Delivery ("protect"), DTC will require the submission of the subscription payment (i.e., debit the Participant's DTCs cash settlement account) at the time of the protect submission unless Agent clearly notifies DTC at the time of the announcement submission that the offer is to be structured to collect the subscription payment at the time of the cover protect.

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The Agent inspects the Agent's Message upon receipt. If the Agent determines that the acceptance of a rights offer reflected on the Agent's Message is deficient for some reason, it is the sole responsibility of the Agent to notify the affected Participant directly. The Agent must also promptly notify DTC about the deficiency by emailing the DTC contacts listed in the LOA for the specific offer.

ACCEPTANCES OF THE RIGHTS OFFER BY A NOTICE OF GUARANTEED DELIVERY AND SURRENDER OF RIGHTS ("COVER A PROTECT") THROUGH ASOP

For any rights offer eligible under ASOP on which the Agent accepts Notices of Guaranteed Delivery to be satisfied during a period after the expiration of the rights offer, Participants may surrender rights ("cover a protect") though ASOP with respect to Notices of Guaranteed Delivery previously submitted by Participants through ASOP, as described in these Procedures. When a Participant enters an instruction to cover a protect and transmits such instruction to DTC during the period available under ASOP for this purpose to DTC, DTC's ASOP system:

1. Verifies the information provided by the Participant in its acceptance to cover the protect which includes the Participant has entered in its instruction to cover the protect an acknowledgment concerning the Subscription Form required by the rights offer identified by the rights CUSIP number specified in the Participant's acceptance;
2. Effect a book-entry delivery of the rights to the account of the Agent maintained by DTC for the purposes of the rights offer, and
3. Transmits that day a message (the "Agent's Message") indicating the Participant's instruction to cover the protect and reflecting the book-entry delivery of the rights to the Agent's account. (See Exhibits III, V and VI). Please also see Section 6.0- "AGREEMENT ON TIME OF RECEIPT OF AGENT'S MESSAGE."

The Agent inspects the Agent's Message upon receipt. If the Agent determines that the instruction to cover the protect reflected on the Agent's Message is deficient for some reason it is the sole responsibility of the Agent to notify the affected Participant directly. The Agent must also promptly notify DTC about the deficiency by emailing the DTC contacts listed in the LOA for the specific offer.

INSTRUCTIONS TO SURRENDER AND SELL RIGHTS THROUGH ASOP

For any rights offer eligible under ASOP on which the Agent accepts instructions to sell rights, Participants may submit instructions to sell rights through the Agent by means of ASOP. When a Participant enters an instruction to sell rights and transmits such instruction to DTC during the period available under ASOP for this purpose to DTC, DTC's ASOP system:

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1. Verifies the information provided by the Participant in its instruction to sell rights which includes the Participant has entered its instruction to sell rights an acknowledgement concerning the Subscription Form required by the rights offer identified by the rights CUSIP number specified in the Participant's instruction;
2. Effects a book-entry delivery of rights to the Agent's account, and
3. Transmits that day a message (the "Agent's Message") to the Agent indicating the Participant's instruction to sell rights and reflecting the book-entry delivery of the rights to the Agent's account. (See Exhibit VIII). Please also see Section 6.0- “AGREEMENT ON TIME OF RECEIPT OF AGENT’S MESSAGE.”

The Agent inspects the Agent's Message upon receipt. If the Agent concludes that the request to sell rights reflected on the Agent's Message is deficient for some reason, it is the sole responsibility of the Agent to notify the affected Participant directly. The Agent must also promptly notify DTC about the deficiency by emailing the DTC contacts listed in the LOA for the specific offer.

AGREEMENT ON TIME OF RECEIPT OF AGENT'S MESSAGE

As described in the prior sections of this document, when a Participant submits through ASOP to accept the rights offer and surrender rights and the required subscription payment (including submissions of Notice of Guaranteed Delivery or cover protect), DTC enters information about that submission (including the time of its transmission to DTC) into the information available to the Agent through the ASOP function (“the Agent Message”) which may be transmitted to the Agent after 2:15 p.m./ 5:00 p.m. NYCT (depending on the DTC cut off time agreed to in the LOA) in connection with an acceptance processed after the normal cutoff time for such acceptances provided that such Agent’s Message is thereafter transmitted by DTC to the Agent in accordance with the User Guide.

Notwithstanding anything to the contrary, for purposes of making a determination of the timeliness of an instruction, election, acceptance, or surrender of rights and the required subscription payment, if applicable, the date and time of a Participant’s submission to DTC through ASOP (as reflected in the Subscription ID), and not the date and time of the transmission of the Agent’s Message by DTC to the Agent, shall govern.

By way of example, but without limitation, for purposes of determining the timeliness of a Participant’s instruction and/or tender in connection with an event, the Participant’s instruction is deemed to have been timely received by, and, if applicable, the securities timely tendered/surrendered to, the Agent when the date and time of the submission of a Participant’s instruction to DTC (as reflected in the Subscription ID of the completed transaction) is prior to the applicable cutoff/expiration date and time, even if the transaction does not complete and/or an Agent’s Message is not transmitted until after the applicable cutoff/expiration date and time for the event.

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INSTRUCTIONS AFTER DTC EXPIRATION DATE/TIME

DTC will confirm with Agent when verifying terms of the offer and finalizing the LOA the actual and DTC stated expiration date and time for the offer.

Consistent with its Rules, DTC will neither accept nor facilitate any instructions and/or protects (as may be applicable) after the DTC stated cutoff date/time and DTC has no responsibility or obligation to do so for offers in which the offering documentation allows for holders to participate in the offer after DTC's ASOP processor cutoff date/time.

After the DTC cutoff date/time, the Agent will be responsible for administering such instructions and in any case, protects and the cover of protects, if applicable to the offer. This includes Agent being available to Participants and having the capabilities to facilitate the acceptance of instructions, and in any case, protects and the cover of protects (as they may apply to the offer) after DTC's expiration date and time. Agent will handle instructions and payments directly with Participants and Agent will provide direction to the Participants on how to participate in the offer, (i.e., how to submit an instruction to the Agent, deliver the rights and subscription payment to the Agent, and at the settlement of the offer how they will receive the entitlement payment directly from the Agent). If Agent is not the rights security Transfer Agent (TA), it is the responsibility of the Agent to coordinate directly with the TA to receive the rights and/or to deliver the security entitlements, if applicable, (e.g., via DTC's DWAC function for DTC FAST eligible issues).

Agent can advise DTC at the time of the offer verification (but no later than prior to Agent's approval of LOA) that Agent will not administer protects and cover protects for DTC Participants between the stated DTC date/time cutoff and the offer's actual cutoff. DTC will advise Participants accordingly and direct them to the Agent if they have any questions.

For offers in which the offering documentation allows for holders to participate in the offer and make elections on expiration date with an expiration time of *prior* to DTC's ASOP processor cutoff /time, (e.g., offer with a 11:00 a.m. expiration time), DTC's expiration date and time will be the business day prior 2:15 p.m./ 5:00 p.m. NYCT (depending on the offer terms and the DTC cut off time agreed to in the LOA). As fully stated in the prior paragraphs, DTC will not facilitate nor accept any instructions through ASOP after DTC's stated expiration date and time for the offer and Agent will be responsible for administering such instructions, and in any case protects and the cover of protects, if applicable to the offer and any related payments directly with Participants, (and as previously stated Agent has the opportunity to advise DTC that Agent will not do so but no later than prior to Agent's approval of LOA).

ACTIVITY CONFIRMATION STATEMENT

The activity confirmation statement is to be used by Agents to view totals on any business day the offer is open for instructions/acceptance of an offer and is to be used

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to confirm final totals after the close of the offer's expiration date and DTC cutoff time (as agreed to in the LOA) as further described in the next paragraph.

Starting at approximately 2:15 p.m. NYCT[8] on any day that a Participant has submitted an acceptance of an rights offer, including an acceptance by means of a Notice of Guaranteed Delivery, or an instruction to cover a protect or sell rights to the Agent by means of ASOP, DTC makes available to the Agent an Agent ASOP Activity Confirmation Statement (the "Statement") reflecting, among other matters, (1) the total number of acceptances and the total quantity of rights delivered in respect of these acceptances to the Agent's account on that day, (2) the total number of acceptances by means of Notices of Guaranteed Delivery and the total quantity of rights specified in the acceptances by means of Notices of Guaranteed Delivery transmitted to the Agent on that day, (3) the total number of instructions to cover protects or sell rights and the total quantity of rights delivered in respect of these instructions to the Agent's account on that day, and (4) the total of required subscription payments with respect to the preceding activities. (A sample of a Statement appears as Exhibit III.)

SUBSCRIPTION PAYMENT TO AGENT

DTC forwards subscription payments collected through DTC's Settlement process to the Agent on the DTC business day after DTC has credited the payments to the Agent's account maintained at DTC for that purpose.

The subscription payment is made by Fedwire to the Agent or the Offeror, as indicated in the Agent Wire Instructions Letter provided to DTC by the Agent to make the rights offer eligible for ASOP (as previously described in Section 1.0). In the event subscription payments or a portion thereof made by DTC to the Agent must be returned to DTC, or when the Agent accepts instructions to sell rights for DTC Participants, the Agent will promptly pay DTC by Fed wire to the DTC account provided by DTC to the Agent when such need arises.

EXHIBITS

EXHIBIT I: Accessing ASOP

[8] This time would be starting at approximately 5:00 p.m. NYCT for instances where the Agent agrees (in the LOA) to allow for Participants to submit instructions/acceptance of an offer (including an acceptance an acceptance by means of Notice of Guaranteed Delivery) through ASOP on the day of expiration until 5:00 p.m. NYCT, after DTC's cutoff for cash settlement activities, DTC will credit the subscription payment to the account maintained by DTC for the Agent on the first business day DTC is open for cash settlement purposes following the day of expiration. Also see Section 9.0 on timing of the subscription payments to Agent.

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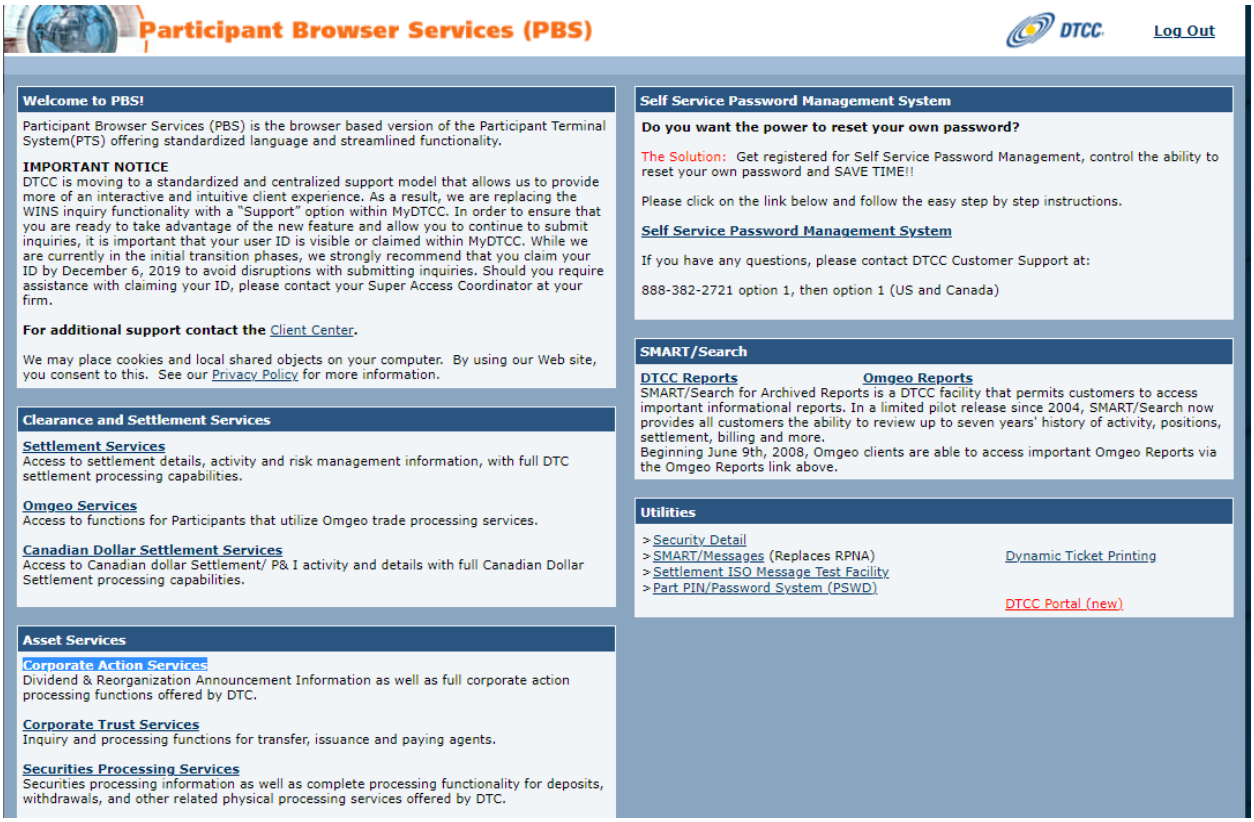
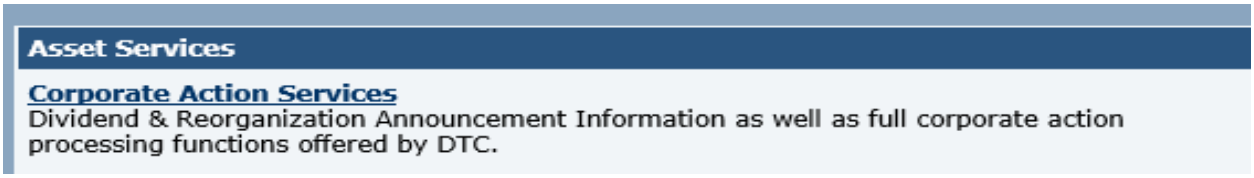
After signing into DTC's Participant Browser Service system (PBS), to access ASOP, on the main menu go to the Asset Services section and select "Corporate Action Services."





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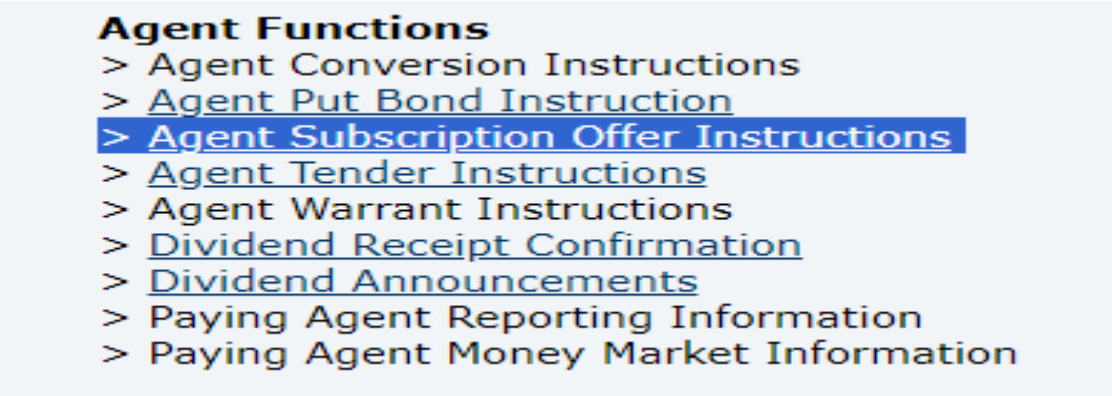
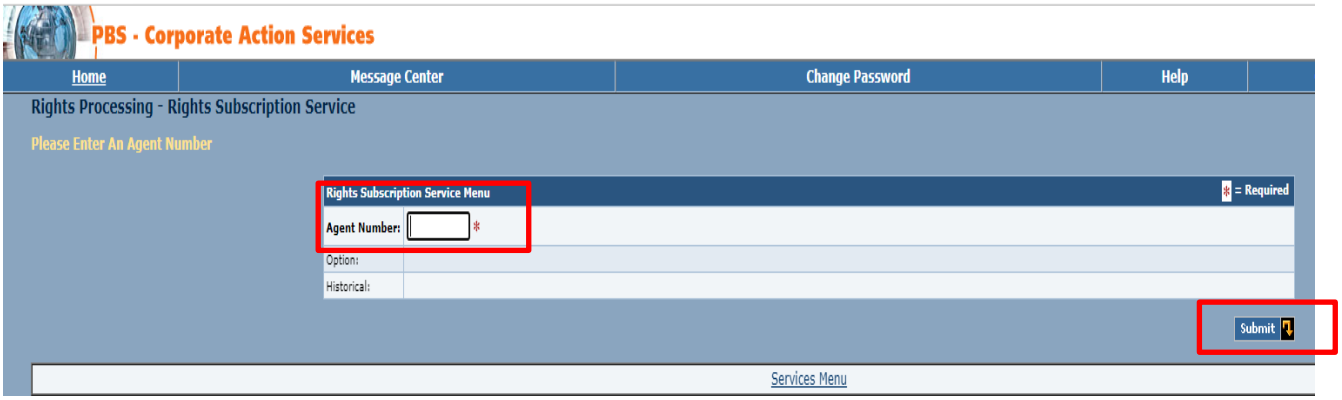
This will bring you to the **Agent Functions Menu**. Select “Agent Subscription Offer Instructions” to access the Rights Subscription Service, (the “ASOP” function):



On the next screen, “Rights Subscription Service,” enter your Agent Number and click “Submit” button at the bottom of the screen.



This will bring you to the **Rights Subscription Service Menu** which gives you access to the following eight options:

1. Approve Setup of New Offers
2. Rights Inquiry
3. Protect Inquiry
4. Protect Submissions with Uncovered Quantities
5. Protects Covered on Behalf of Another Participant
6. Priority Rights
7. Sell Inquiry
8. Over-Subscription Inquiry

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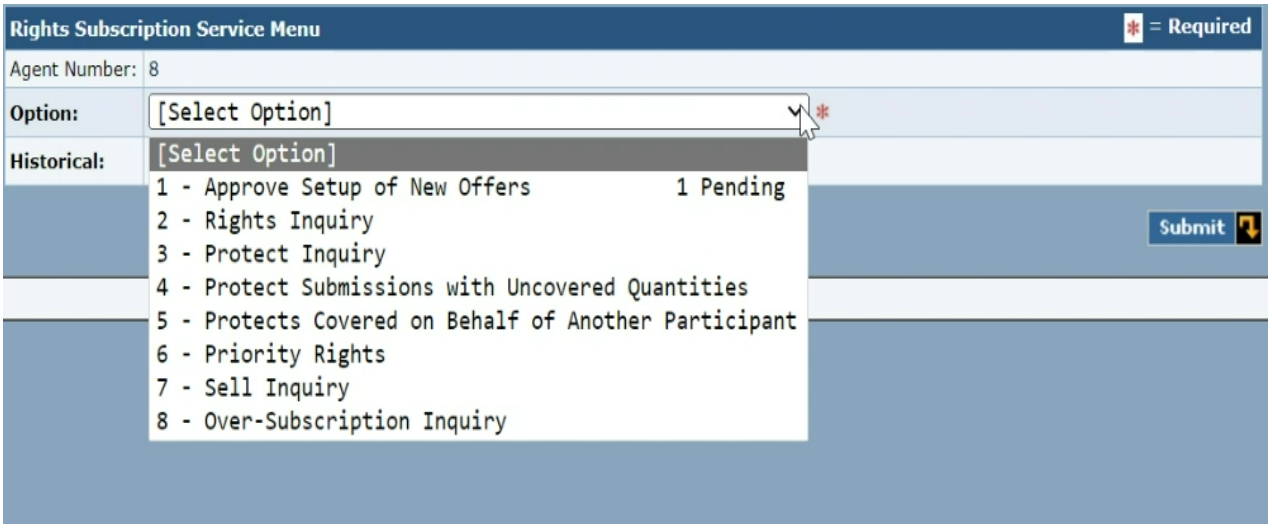
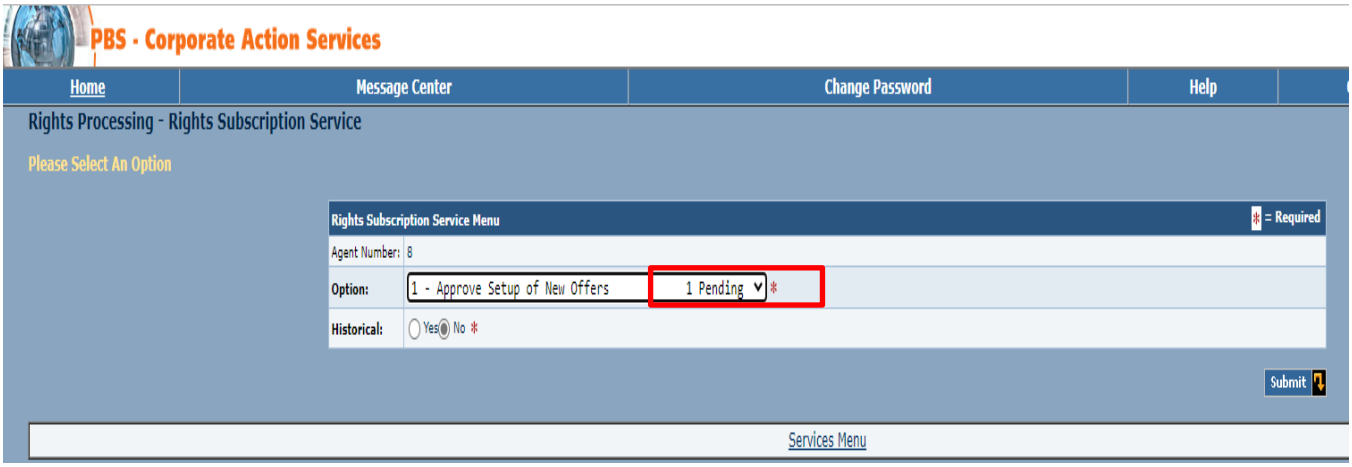


EXHIBIT II: Option 1 - Approve Setup of New Offers

To review the setup of a new offer you have submitted to DTC for ASOP processing, which includes approving the Letter of Agreement (LOA) for the offer, and reviewing the terms of the offer that DTC has captured for the announcement (viewable on the Rights Processing-Right Offering Information screen that follows the LOA screens), select option 1-Approve Setup of New Offers and click the submit button at the bottom of the screen. This will bring you to the Pending Rights Offer screen which will provide a list of offers pending agent approval. (See next screen). When selecting the option if there are pending approvals, they will display in the drop-down menu next to the option as in the example on the below screen.

Note

Historical Function is not available for this option.



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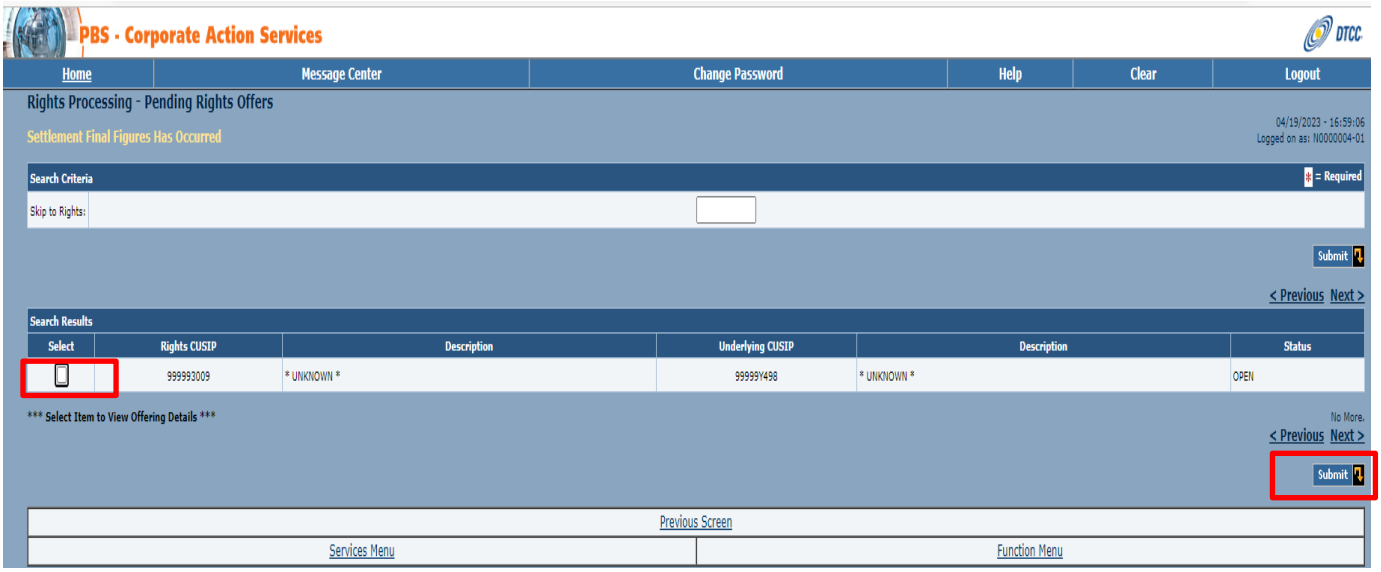
The Pending Rights Offer screen will provide you a view of all offers to review and approve. Use the “Next” button to navigate to the next list if one is available. To select an offer, highlight the select box next to the offer to review and approve, and click the submit button at the bottom of the screen.



This will bring you to the Rights Offering Letter of Agreement (LOA) screen where the selected offer’s LOA statements will display for your review and approval. To review all pages of the LOA select “Next” in the upper right hand corner of the screen. Use “Previous” to go back to a prior page. The LOA will span multiple screens. Ensure you review all LOA screens.

Note:

LOA statements provided here are for illustration purposes only. The LOA is specific to an offer and as such each offer can include additional and/or different statements from those provided here.

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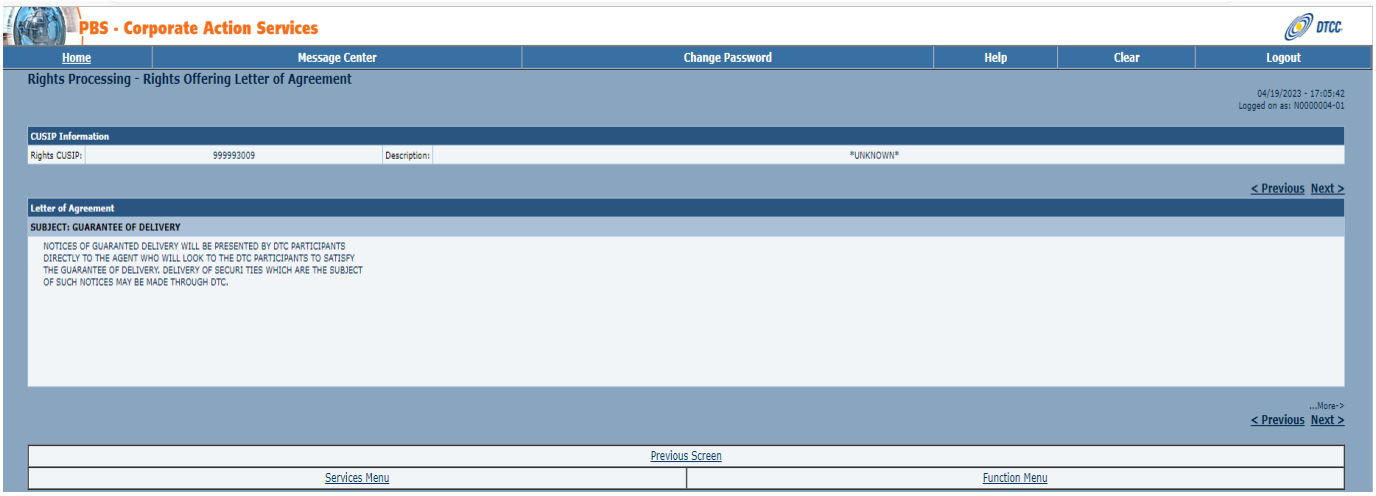
LOA screens example (continued)



LOA screens (continued)

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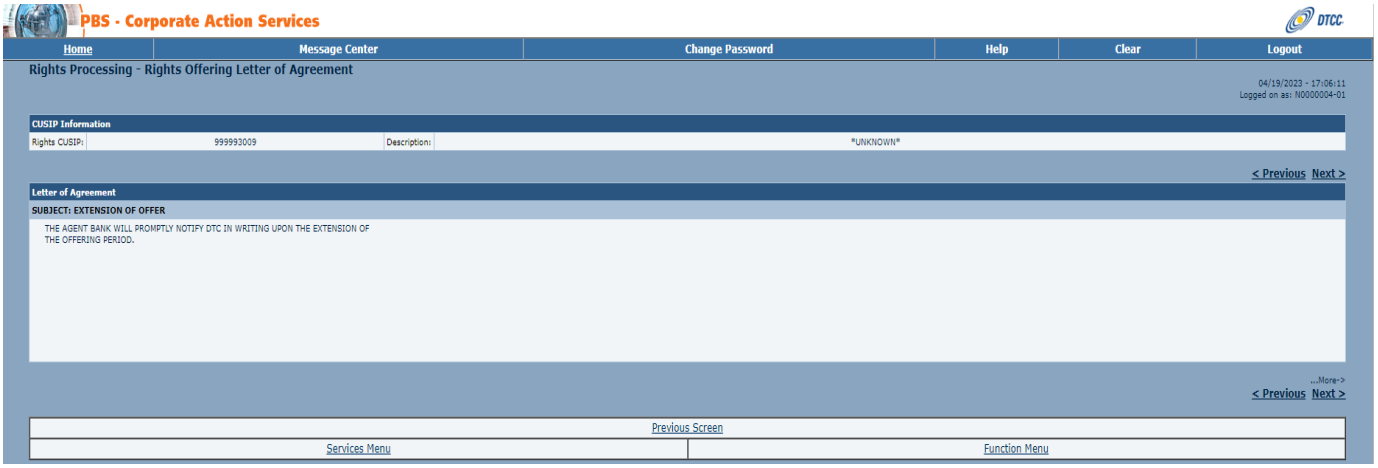
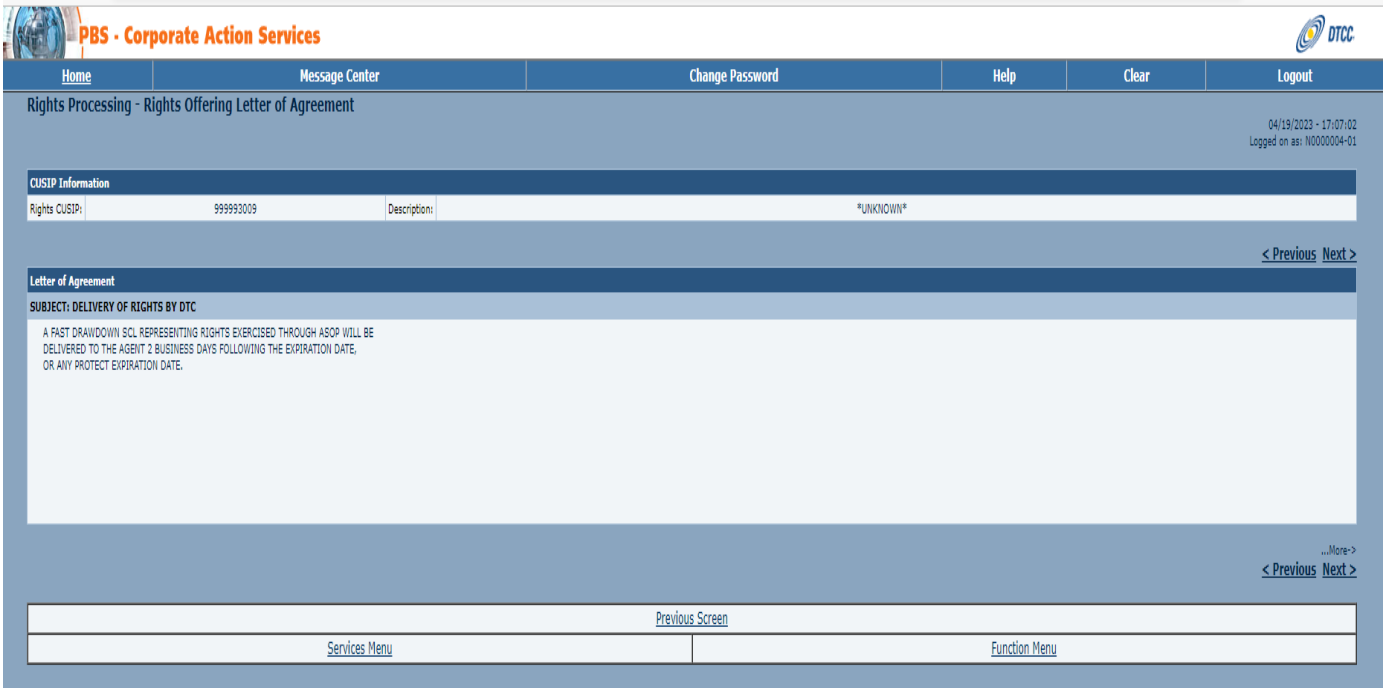


LOA screens (continued)



On the Rights Processing-Right Offering Information (screen below), you will perform the approval of the offer set-up. As previously described in section 1.0 (ASOP Eligibility of an Offer), within one business day of the posting, Agent must review and approve the details of the offer and approve the terms of the LOA for the offer by entering an acknowledgement in the space indicated on the screen. Once the Agent approves the offer it is made eligible for ASOP processing and is available to Participants to enter instructions starting on the “Subscription Entry Start Date.” Any delays in approving the LOA by Agent may impact the timeliness of opening the offer to Participants.

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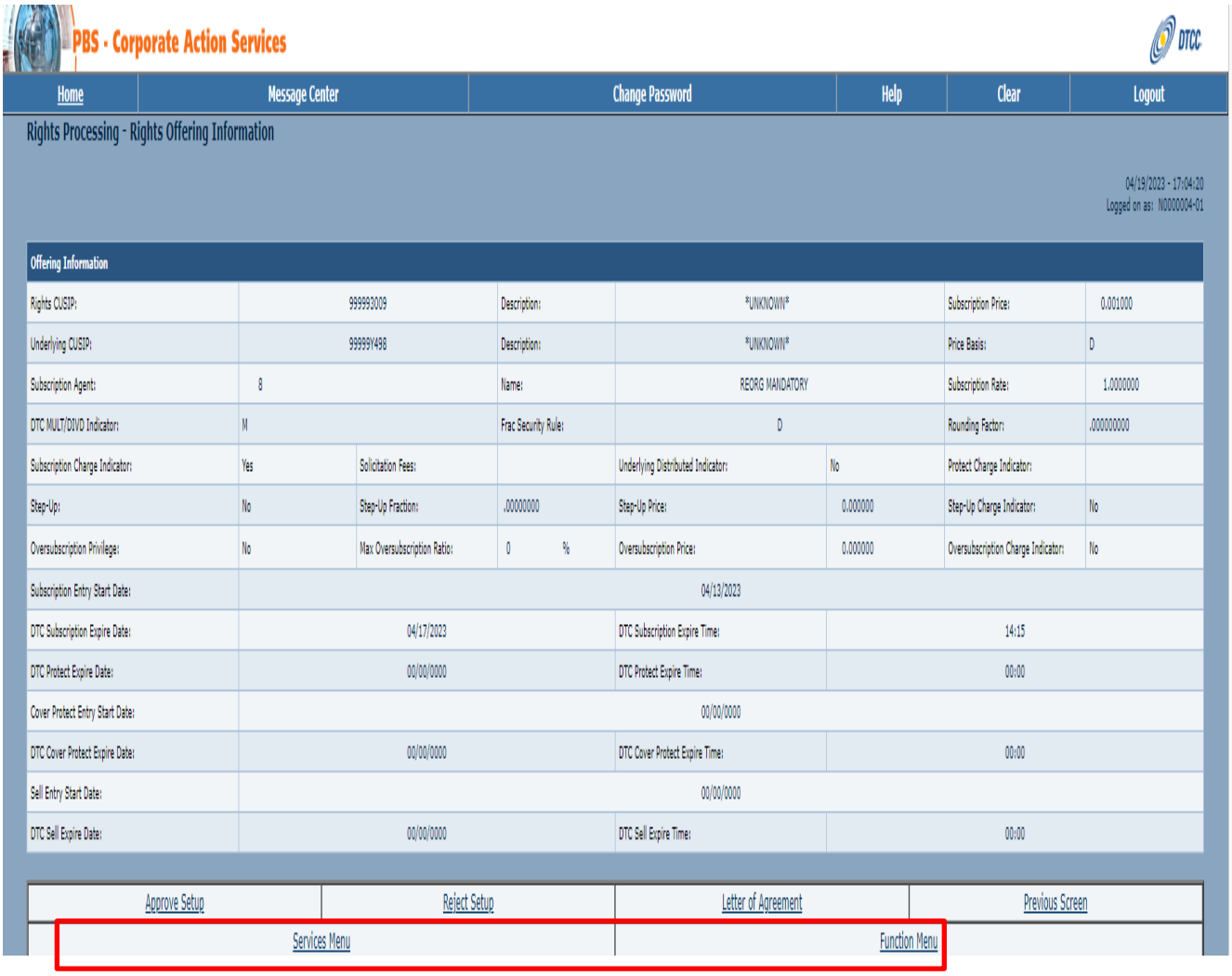
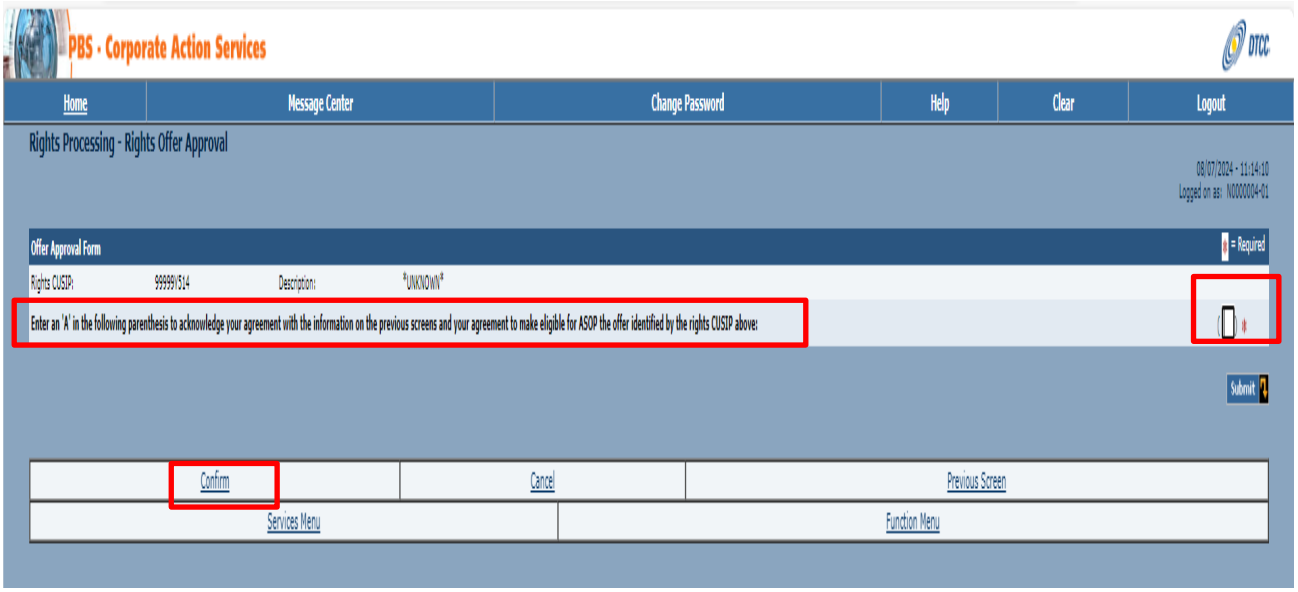
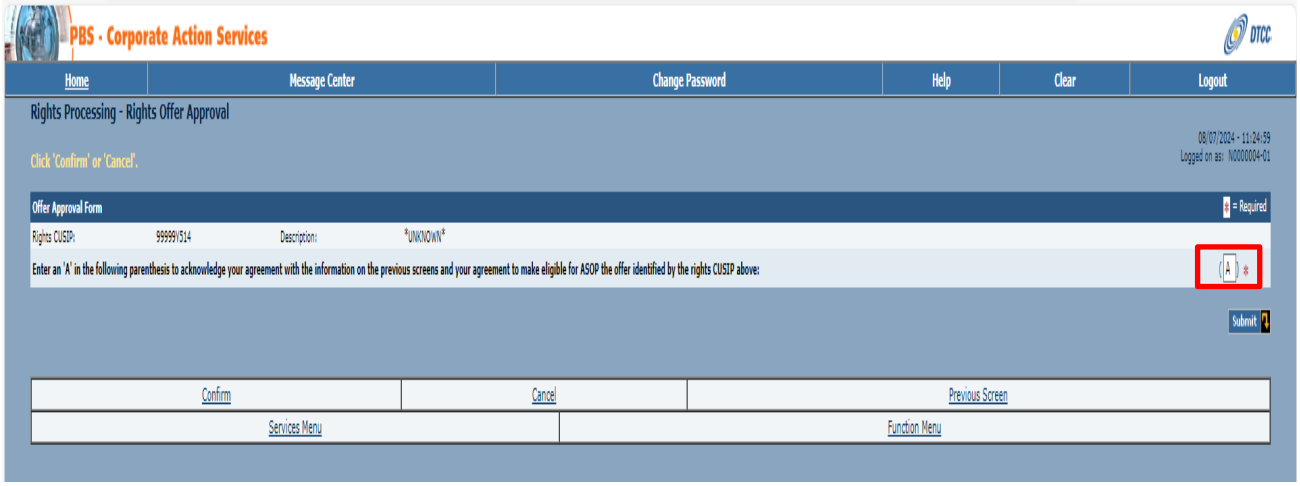
At the bottom of the screen, select either “Approve Setup” or “Reject Setup” of the offer indicating whether as Agent, you agree or not with the event setup and the terms of the LOA, and click the submit button.



DTCC Public (White)

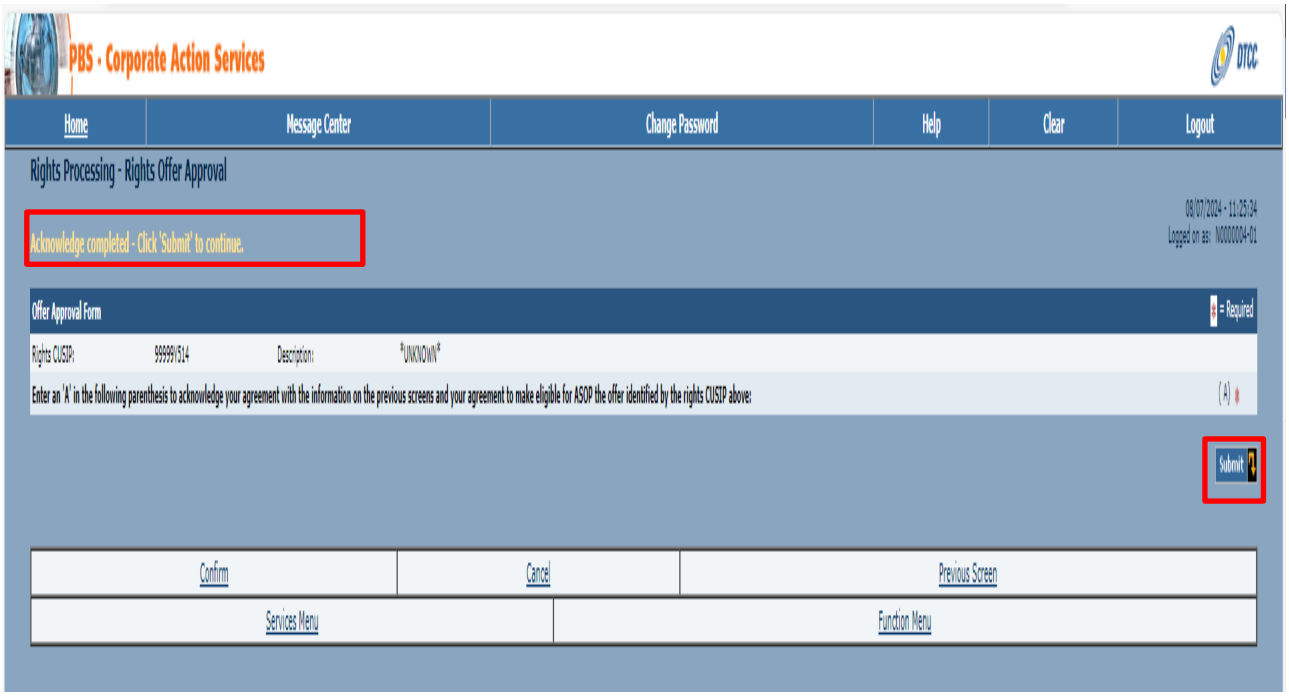
Approving the LOA: This will bring you to the “Rights Offer Approval” screen to acknowledge your agreement of the offer details and the LOA statements displayed on the previous screens. Enter an “A” in the box at the end of the statement and select “confirm” at the bottom left of the screen.





DTCC Public (White)

The message “Acknowledge Completed” will appear on the screen to indicate the approval of the offer details and the LOA. Click the submit button to return to the pending offer screen, or if there are no pending offers go to the main menu.



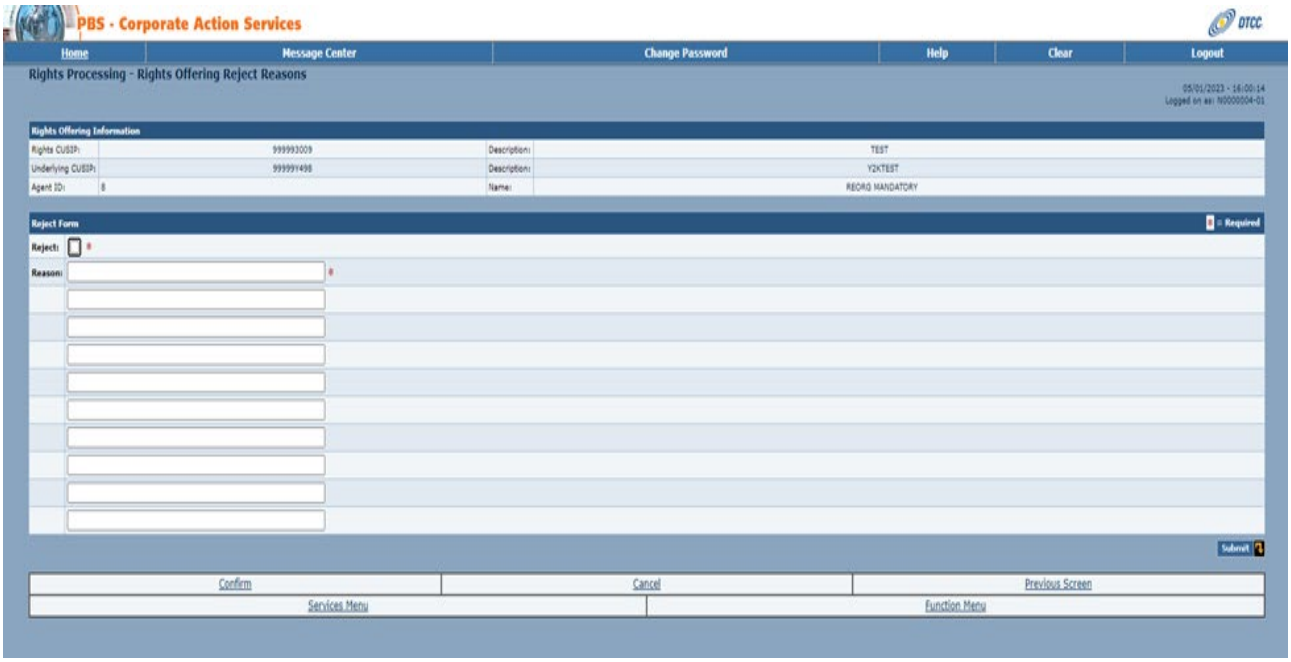
Rejecting the LOA: To reject the LOA select “Reject Setup” and click the button and follow the instructions on the next set of screens.

Note

Prior to rejecting the LOA in ASOP, Agent should contact the DTC Reorg contacts provided in the LOA to gain clarity on any statements. DTC, at its option, may collaborate with the Agent to modify the terms and resolve any differences with the Agent. DTC will not make an offer available to Participants to enter instructions until the Agent has entered the approval.

DTCC Public (White)

This will take you to the Rights Offering Reject Reasons blank screen.



DTCC Public (White)

Click on the “reject” box to accept the entry, and a checkmark will appear. Then tab to the next field to enter a rejection reason, (e.g., the expiration date is incorrect), and select “confirm” on the bottom left of the screen.

The message “Reject Completed” will appear on the screen. Click on “Submit” to continue.

The Agent is to advise the DTC Reorg contacts (previously notified of the intent to reject the LOA) when the rejection is submitted in ASOP.

DTCC Public (White)

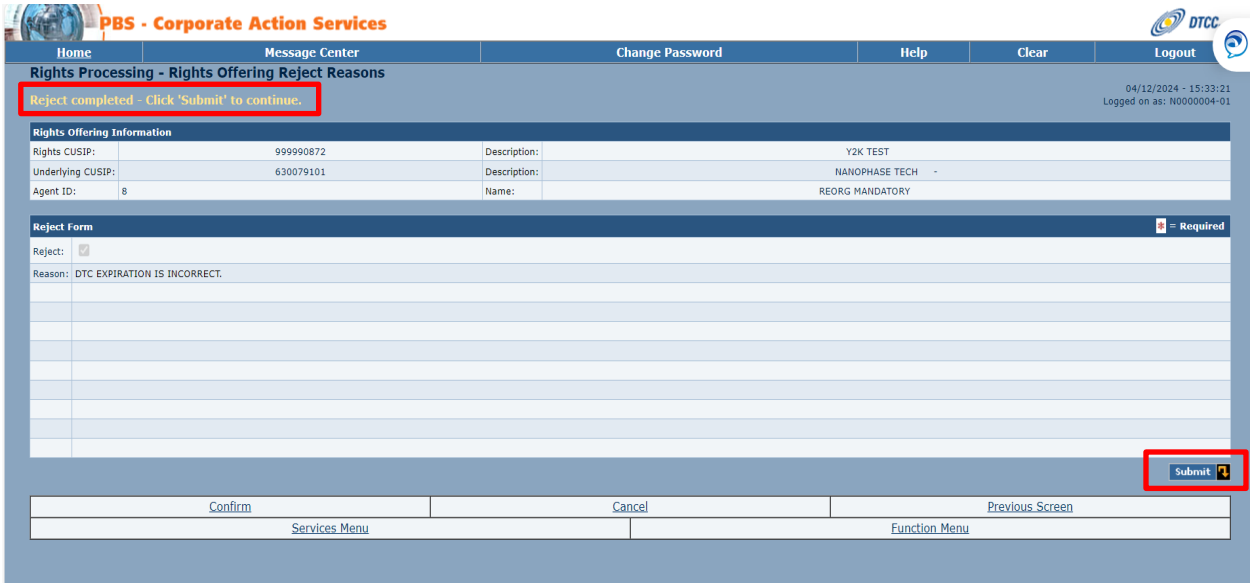
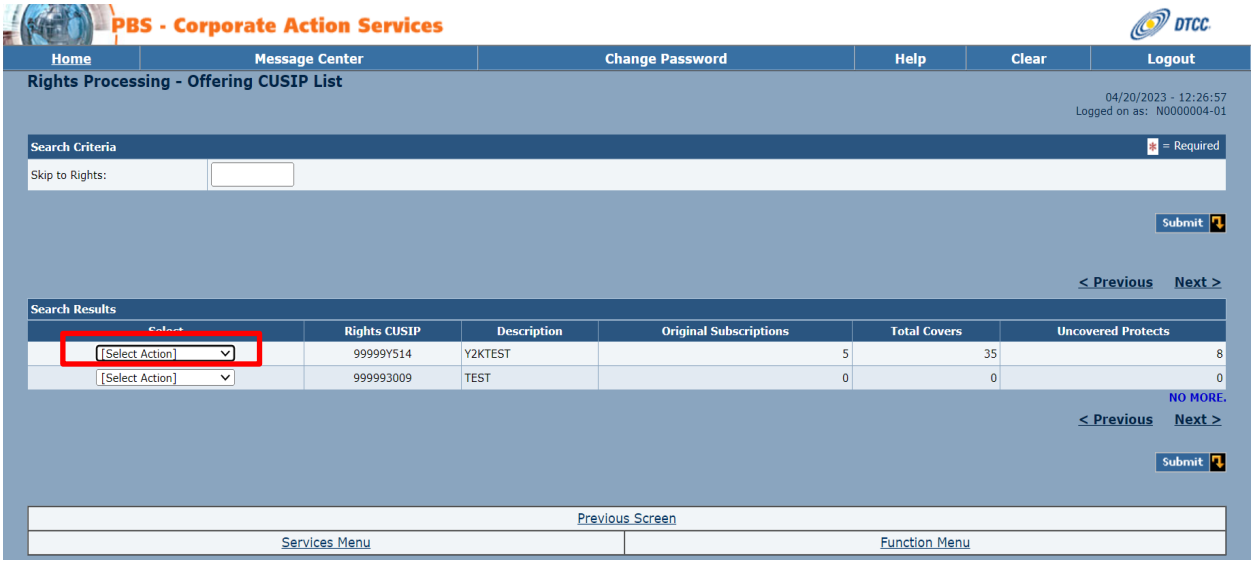


EXHIBIT III: Option 2 - Rights Inquiry

To view your Rights Offerings, enter option 2, which will display active or historical rights events and bring you to the option to view each Offer's Subscription Detail (T), Agent Confirmation Statement/Recap (V), or Offer Detail (X).

On this next screen, Offering CUSIP List, select "T" in the drop-down in the row of the rights events you like to view Subscription Details of the offer. Selecting T will list all instructions and allow you to view the transaction detail by selecting an instruction.

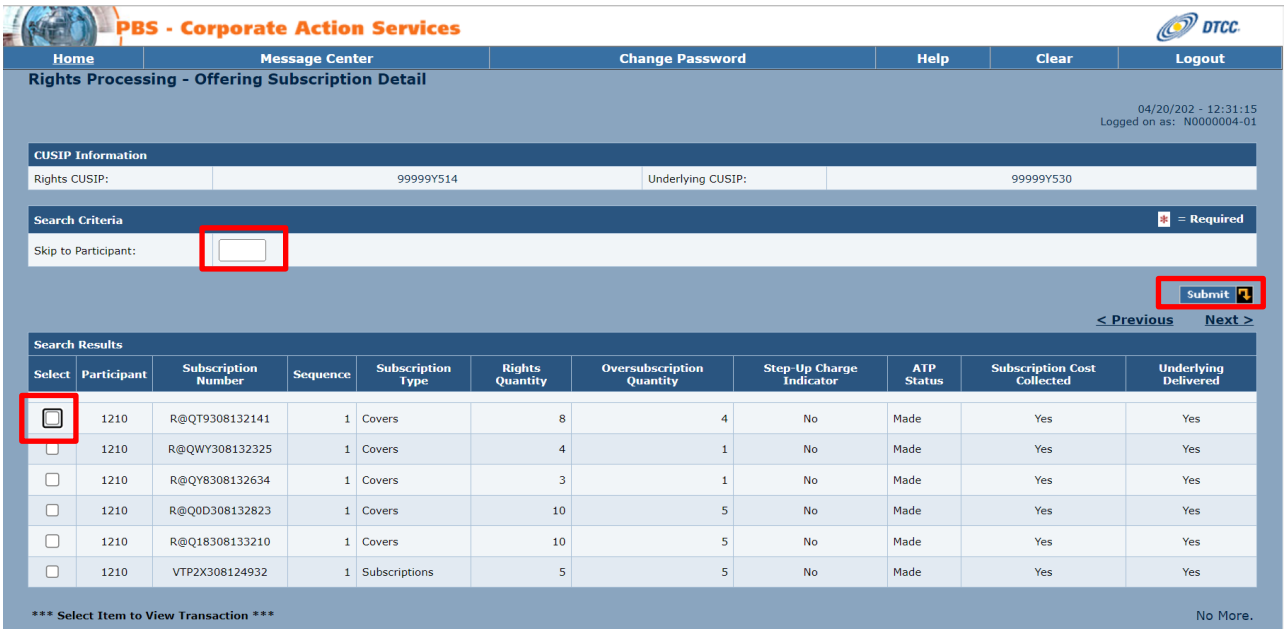
DTCC Public (White)

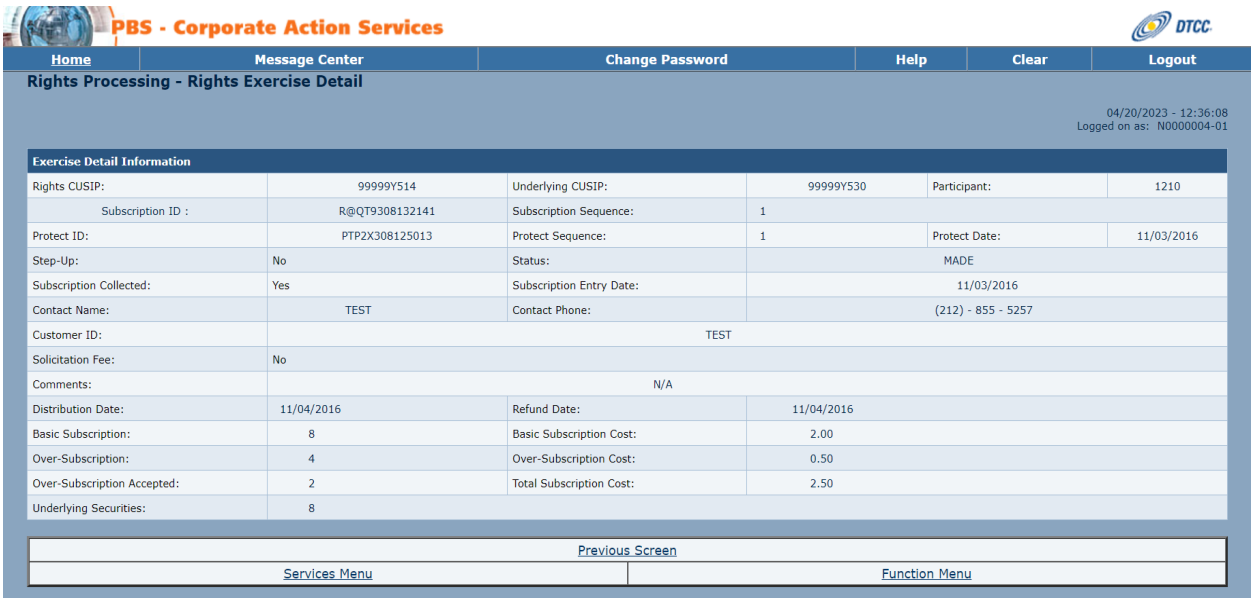


Selecting T will list all instructions and allow you to view the transaction detail by selecting an instruction.

To view the rights instruction detail, select an instruction, and under the “select” column click on the box to highlight it. This will bring you to the detail screen (see next screen). To skip to a specific participant’s instruction(s), enter the participant’s number and click “submit.”

DTCC Public (White)





Selecting “V” (Recap) in the drop down will provide a Rights Recap of Subscriptions, Cover Protects, Protects, and Sells on the “Activity Confirmation Statement” screen.

DTCC Public (White)

The Activity Confirmation Statement screens will show totals by subscription.

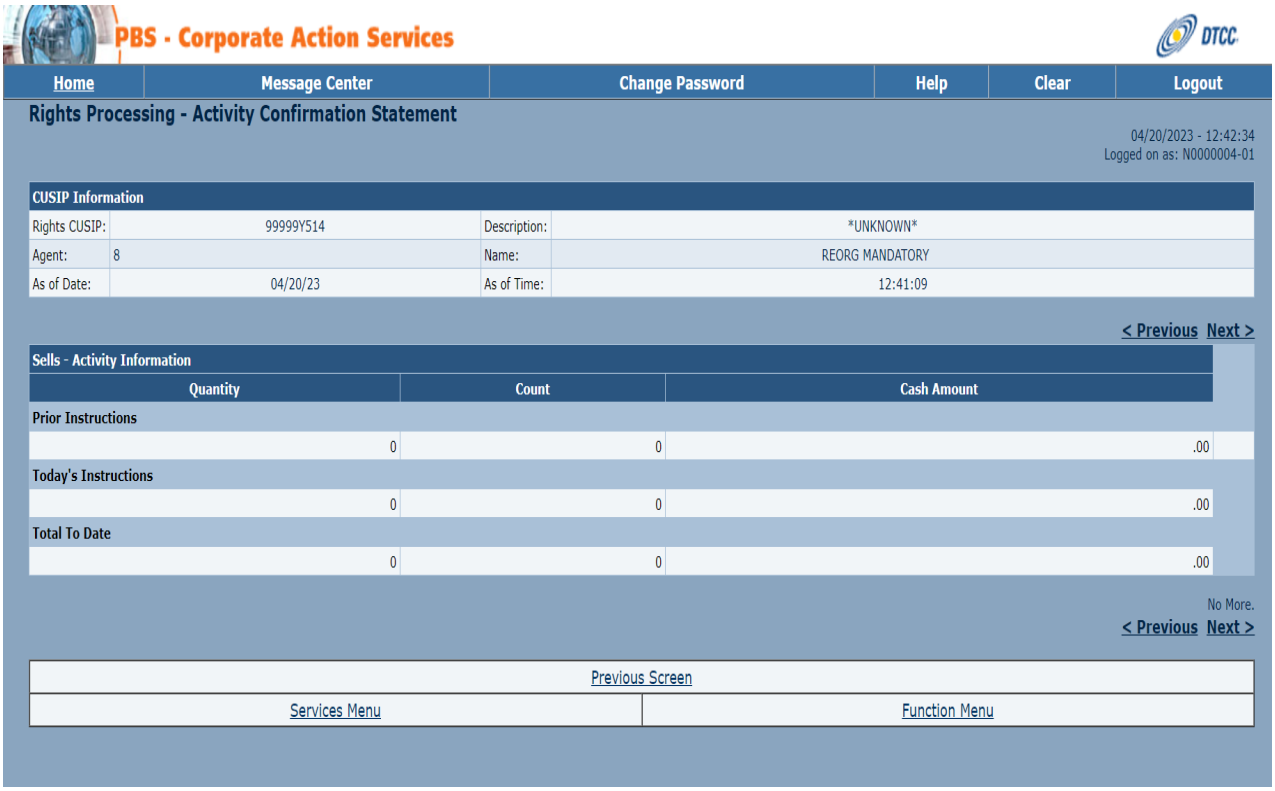
The Activity Confirmation Statement screens will show totals by cover protects (if applicable to the offer).

DTCC Public (White)

The Activity Confirmation Statement screens will show totals by protects (if applicable to the offer).

DTCC Public (White)

The Activity Confirmation Statement screens will show totals by sells (if applicable to the offer).



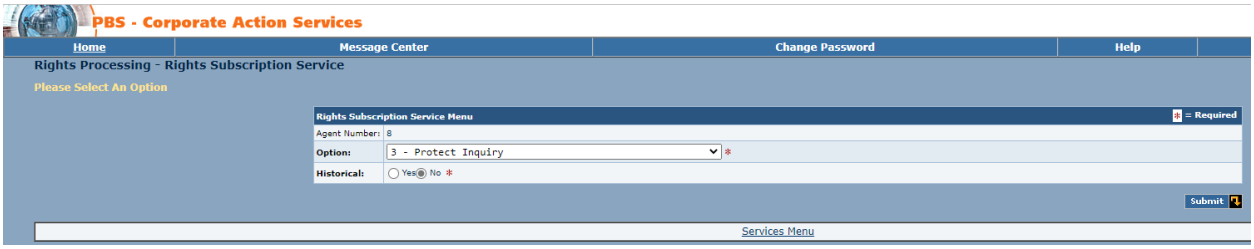
DTCC Public (White)

Selecting “X” (Offer Detail) in the drop-down will provide the Rights Offer Detail; the Rights Offering Information screen (see next screen).

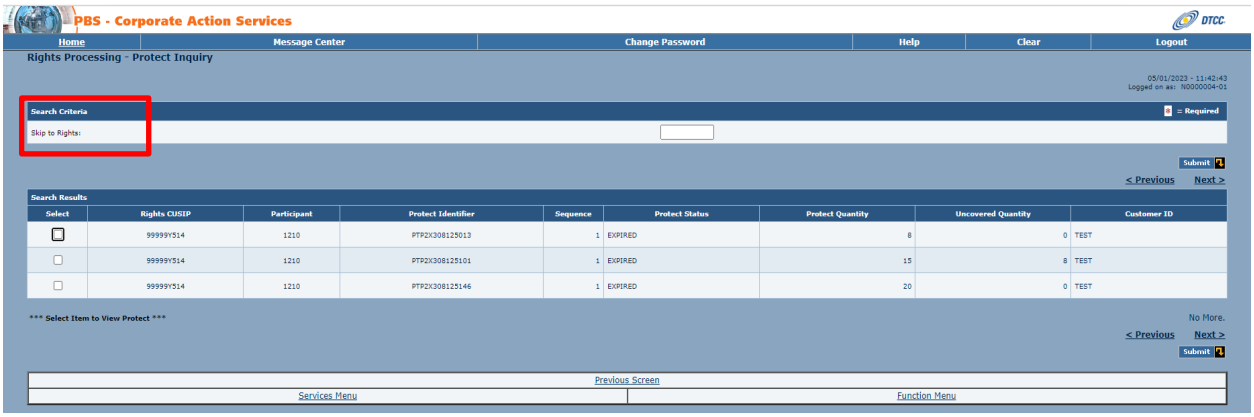
DTCC Public (White)

EXHIBIT IV: Option 3 - Protect Inquiry

To inquire on protects submitted, enter option 3 which will display active, (the default), or for historical events select “Yes” next to historical.



A list of protect submissions will appear allowing you to view protect details by selecting a specific protect submission. To skip to a specific Rights CUSIP, enter the CUSIP in the “Skip to Rights” field.



Below is the Protect Detail screen after selecting one of the submission rows above.

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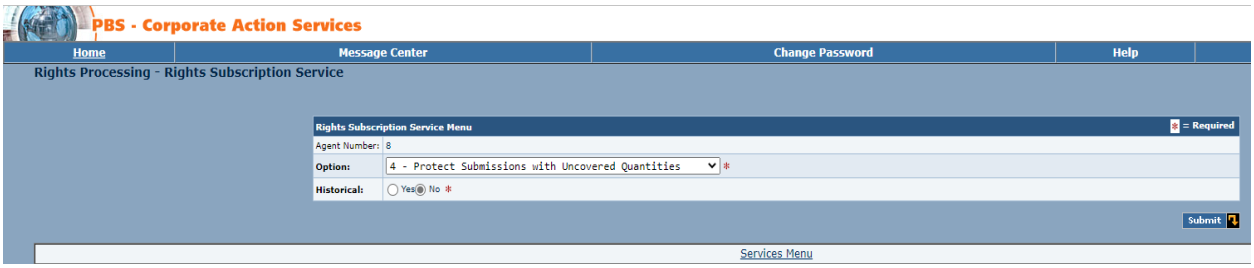
EXHIBIT V: Option 4 - Protect Submissions with Uncovered Quantities Inquiry

To inquire about protects submitted with uncovered quantities, enter Option 4 which will display active, (the default), or for historical events, select “Yes” next to historical.



A list of protects with uncovered quantities will appear allowing you to view details by selecting a specific protect submission. To skip to a specific Rights CUSIP, enter the CUSIP in the “Skip to Rights” field.

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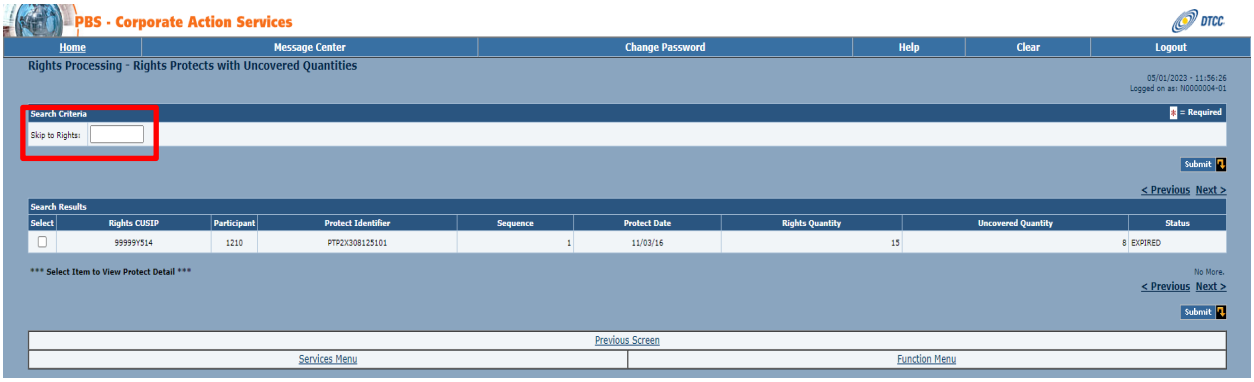

Below is the Protect Detail screen after selecting the submission row above.

EXHIBIT VI: Option 5 - Protects Covered on Behalf of Another Participant

To inquire about Protects Covered on Behalf of Another Participant, enter option 5 which will display active, (the default) or for historical events, select “Yes” next to historical.

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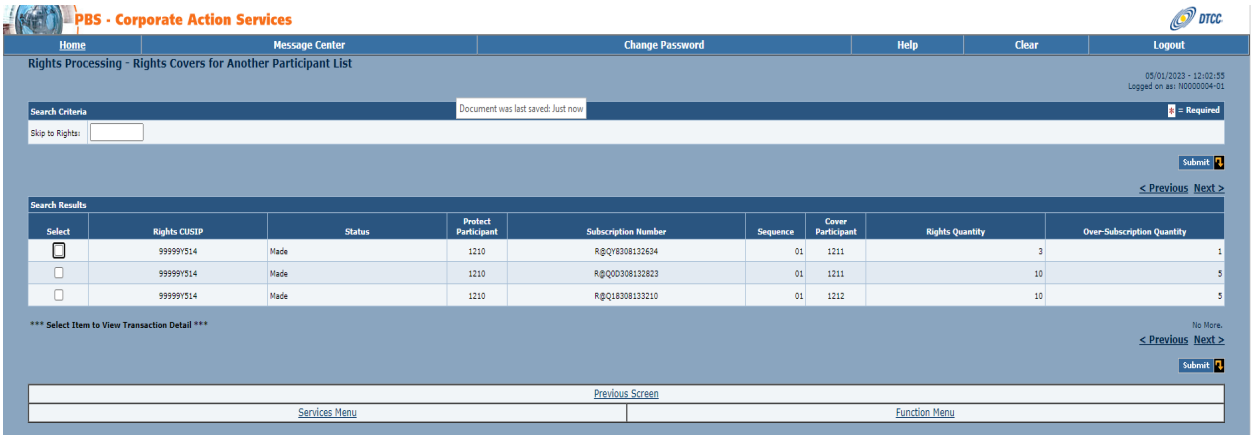
A list of Protects Covered on Behalf of Another Participant will appear allowing you to view details of the instruction by selecting a specific Protect submission. To skip to a specific Rights CUSIP, enter the CUSIP in the “Skip to Rights” field.



Below is the Protect Detail screen after selecting the first instruction above.

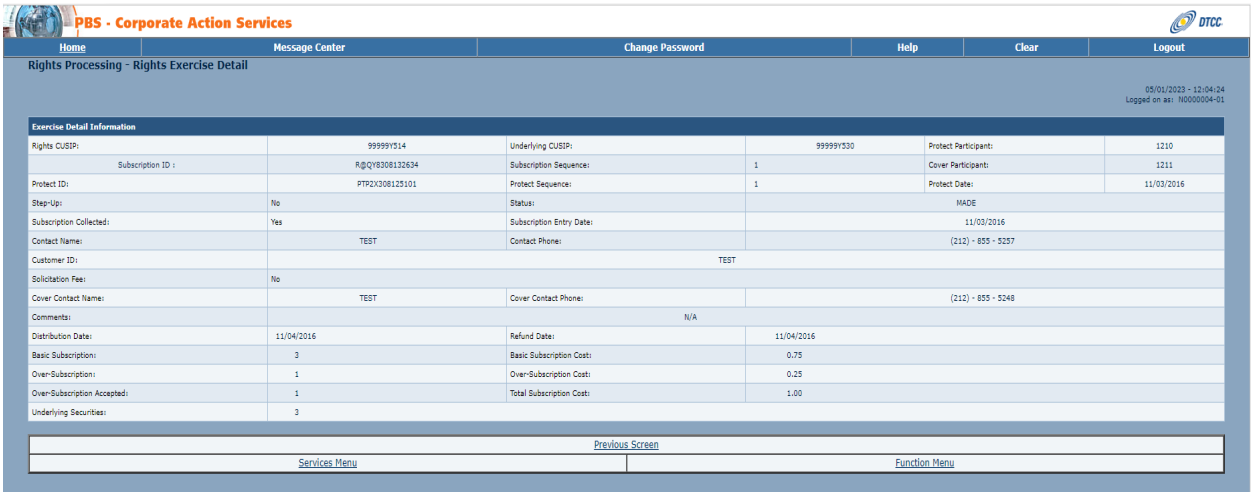


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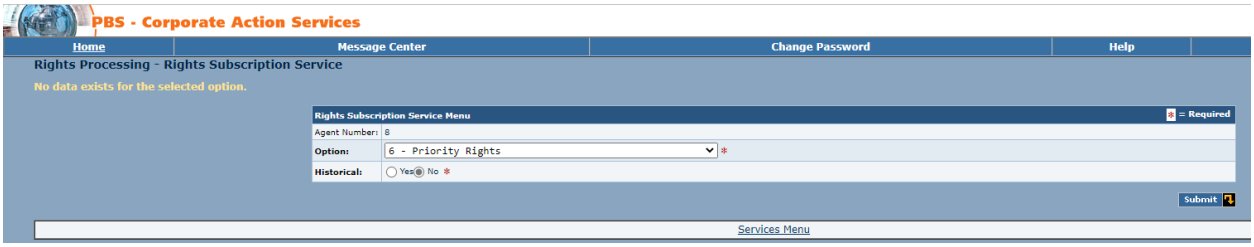
EXHIBIT VII: Option 6 - Priority Rights

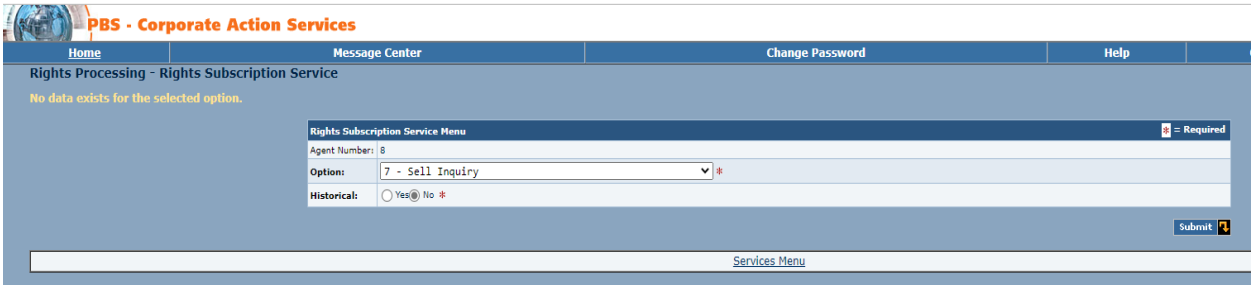
To inquire about Rights Offers where a critical date is scheduled to occur within the next five business days, enter Option 6 which will display offer details.



A list of Rights Offers with upcoming critical dates, (i.e., expiration dates) will appear allowing you to view details of the offer.

EXHIBIT VIII: Option 7 - Sell Inquiry

To inquire about Sell Instructions, enter Option 7 which will display active, (the default), or for historical events by selecting “Yes” next to historical.



A list of Sell Instructions will appear allowing you to view details of the Sell Instruction by selecting a specific Sell Instruction. To skip to a specific Rights CUSIP, enter the CUSIP in the “Skip to Rights” field.

EXHIBIT IX: Option 8 - Oversubscription Inquiry

To inquire about Oversubscriptions, enter Option 8 which will display active (the default), or for historical event by selecting “Yes” next to historical.

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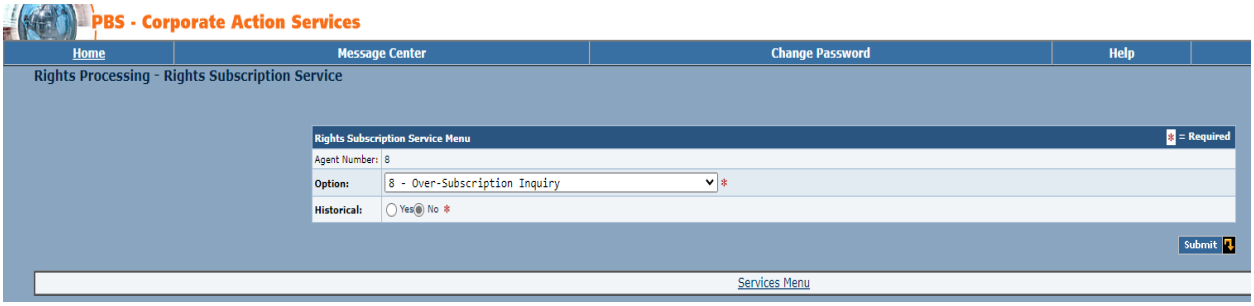
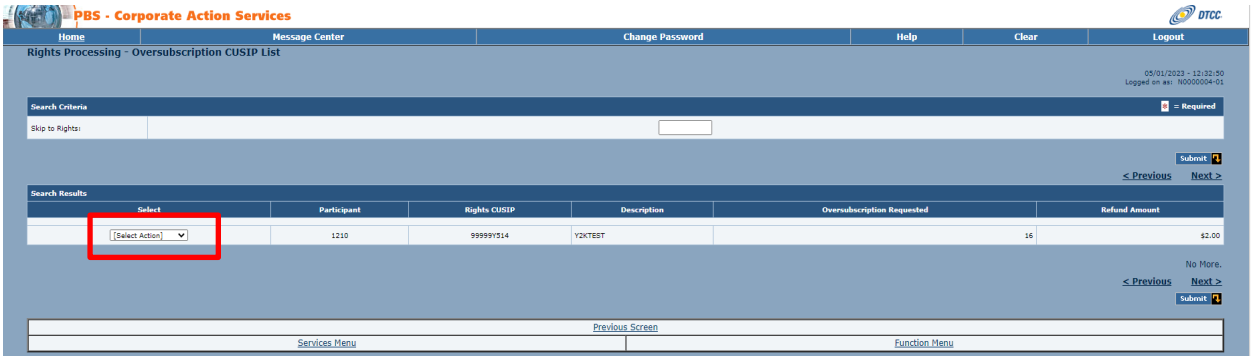


A list of Oversubscriptions will appear allowing you to view details of the Over-Subscription



Select “T” (Oversub Detail) or select “X” (Offer Detail) in the drop-down. To skip to a specific Rights CUSIP, enter the CUSIP in the “Skip to Rights” field.

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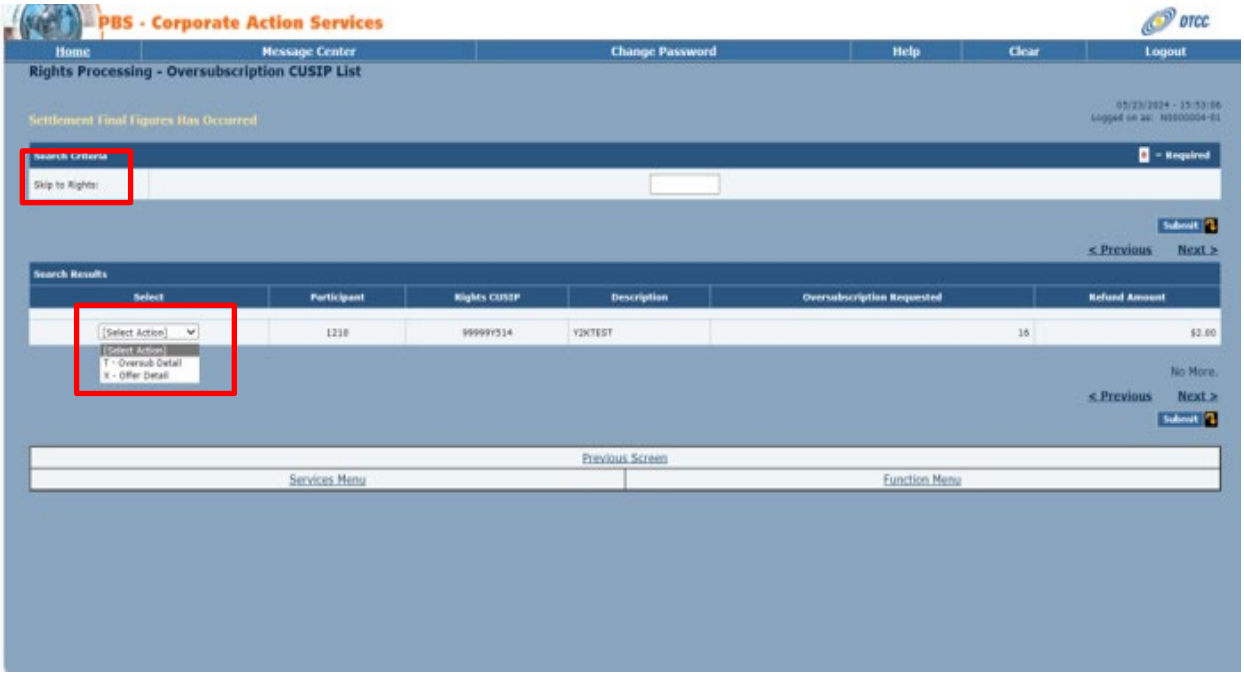
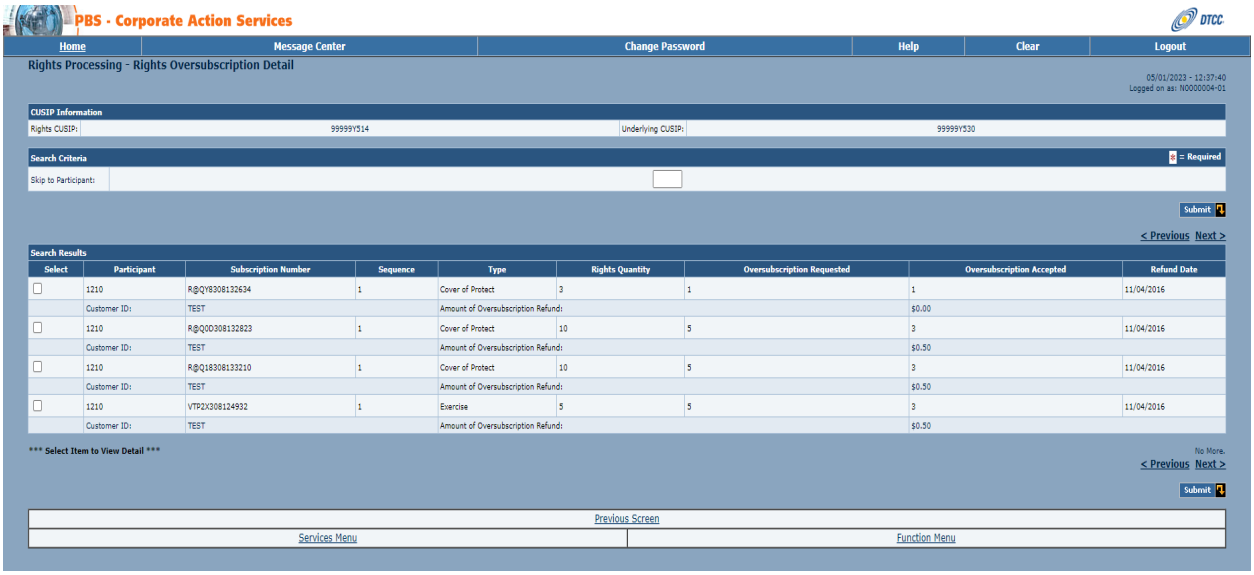


Below is the Rights Oversubscription Detail



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Title: Agent User Guide

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