Automated Tender Offer Program ("ATOP")

AGENT USER GUIDE

August 2024

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TABLE OF CONTENTS

INTRODUCTION 3

DTC AGENT MASTER AGREEMENT 4

ATOP ELIGIBILITY OF AN OFFER 5

ACCEPTANCE OF THE OFFER AND SURRENDER OF THE SECURITIES TO THE AGENT THROUGH ATOP 5

ACCEPTANCE OF THE OFFER BY SUBMITTING A NOTICE OF GUARANTEED DELIVERY ("PROTECT") THROUGH ATOP 6

ACCEPTANCES OF THE OFFER BY A NOTICE OF GUARANTEED DELIVERY AND SUBSEQUENT SURRENDER OF SECURITIES ("COVER A PROTECT") THROUGH ATOP 7

AGREEMENT ON TIME OF RECEIPT OF AGENT'S MESSAGE 7

INSTRUCTIONS AFTER DTC EXPIRATION DATE/TIME 8

WITHDRAWAL OF ACCEPTANCES, INCLUDING ACCEPTANCES BY NOTICES OF GUARANTEED DELIVERY, OR INSTRUCTIONS TO COVER PROTECTS 9

ACTIVITY CONFIRMATION STATEMENT 10

EXHIBITS 12

EXHIBIT I: Accessing ATOP 12

EXHIBIT II: Option 1 - Inquiry for Tender Offer Transaction Details 14

EXHIBIT III: Option 2 – Approve Setup of New Offers 28

LOA STATEMENT EXAMPLES 31

EXHIBIT IV: Option 3 – Accept/Reject Withdrawals and Inquiry 37

EXHIBIT V: Option 4 – Protect Submission Inquiry 45

EXHIBIT VI: Option 5 – Protect Submission with UnCovered Quantities 47

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INTRODUCTION

The Depository Trust Company's (DTC) Automated Tender Offer Program ("ATOP") Agent User Guide provide the Agent with information on how to use the DTC function, ATOP, when acting as tender agent for a voluntary corporate action event made eligible on ATOP, such as a merger with elections. This document supersedes any prior dated DTC ATOP Agent Procedures or User Guides.

ATOP is an instruction processor which automates the way tender, and exchange offers are processed through DTC. When an Agent processes an offer through ATOP, DTC Participants ("Participants") are able to (i) submit instructions, elections, or acceptance, as the case may be, for the Offer without needing to provide a letter of transmittal[1] 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 ATOP-eligible Offer.

In accordance with these instructions, DTC effects book-entry delivery of the surrendered securities from the electing Participant's account and credits an account maintained by DTC on behalf of the Agent. If applicable to the offer, a Shipment Control List (SCL) evidencing the credit to the Agent's DTC FAST[3] account of the tendered securities is made available by DTC to the Agent to confirm the drawdown, upon allocation of the entitlements received from the Agent, (i.e., cash, securities, or cash and securities) by book-entry to the electing Participants. Similarly, DTC makes available to the Agent an add-to-balance SCL to the Agent's DTC FAST account if the entitlement payment in the offer is 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 ATOP to (1) accept an offer by tendering/surrendering the target securities of the offer, (2) accepting an offer by means of a Notice of Guaranteed Delivery ("submitting a protect"), if applicable 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. Securities eligible for ASOP processing, both the target security and 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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offer (3) covering the protect through ATOP, and (4) if applicable to the offer, submitting a withdrawal request of an instruction to the Agent for approval or rejection.

The operating procedures Agents are to use for offers qualifying for ATOP are contained in the Agent User Guide.

DTC AGENT MASTER AGREEMENT

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

I. Obtain the proper connectivity to access the ATOP as may be required by DTC, and will have a Reorg Agent (RA) number assigned by DTC (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 ATOP 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.

[4] To obtain a current copy of DTC's OA, please visit DTCC 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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ATOP ELIGIBILITY OF AN OFFER

For DTC to make an offer eligible on ATOP, 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 offer. When this review has been completed to DTC's satisfaction and has met the applicable requirements to be announced to DTC Participants, DTC will make the offer available on ATOP upon Agent's approval of the Letter of Agreement ("LOA"). DTC will post the terms of the offer on ATOP viewable by the Agent on the Tender Offer Details screens of the ATOP 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 III). Agent will review the LOA screens and the Tender Offer Detail screen for completeness and accuracy. Once the approval is entered by the Agent, the offer is made eligible for ATOP processing and is available to Participants to enter instructions starting on the Voluntary Offer Instruction ("VOI") 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 the Participants to enter instructions until the Agent has entered the approval.

ACCEPTANCE OF THE OFFER AND SURRENDER OF THE SECURITIES TO THE AGENT THROUGH ATOP

For any offer eligible under ATOP, Participants wishing to accept the offer and surrender the securities must do so through ATOP. This is also referred to as entering a Voluntary Offer Instruction ("VOI") or entering an "election." When a Participant enters an acceptance of the offer by means of ATOP and transmits such acceptance to DTC, DTC's ATOP system:

1. Verifies the information provided by the Participant in its acceptance which includes that the Participant has entered an acknowledgment of their receipt of, and agreement to be bound by the Letter of Transmittal required by the offer identified by the contra-CUSIP number specified in the Participant's acceptance;

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

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2. Effects a book-entry delivery of the surrendered securities to the account of the Agent maintained by DTC for purposes of the offer, and
3. Transmits a message (the "Agent's Message") to the Agent available through DTC's ATOP system indicating the Participant's acceptance of the offer and reflecting the details of the book-entry delivery of the securities into the Agent's account. (See a sample of an Agent's Message transmittal of an acceptance on the Tender Offer Instruction Detail screen in Exhibit II.) Please also see Section 5.0- "AGREEMENT ON TIME OF RECEIPT OF AGENT'S MESSAGE."

The Agent inspects the Agent's Message upon receipt. If the Agent determines that the acceptance of an offer reflected on the Agent's Message is deficient for some reason, it is the sole responsibility of the Agent to promptly notify the affected Participant directly to resolve the issue and/or request that the Participant enter a withdrawal of its acceptance. 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 OFFER BY SUBMITTING A NOTICE OF GUARANTEED DELIVERY ("PROTECT") THROUGH ATOP

For any offer eligible under ATOP on which the Agent accepts Notices of Guaranteed Delivery to be satisfied during a period after expiration of the offer, Participants wishing to accept the offer may do so by submitting a Notice of Guaranteed Delivery (also known as a "protect") through ATOP. When a Participant enters an acceptance of the offer by means of a Notice of Guaranteed Delivery through ATOP and transmits such acceptance to DTC, DTC's ATOP system:

1. Verifies the information provided by the Participant in its acceptance which includes that the Participant has entered an acknowledgment of their receipt of, and agreement to be bound by the Notice of Guaranteed Delivery required by the offer identified by the contra-CUSIP number specified in the Participant's acceptance;
2. Effects a book-entry delivery of the surrendered securities to the account of the Agent maintained by DTC for purposes of the offer, and
3. Transmits a message (the "Agent's Message") to the Agent available through DTC's ATOP system indicating the Participant's acceptance of the offer and reflecting the details of the book-entry delivery of the securities into the Agent's account. (See a sample of an Agent's Message transmittal of protect submission in Exhibit V.) Please also see Section 5.0- "AGREEMENT ON TIME OF RECEIPT OF AGENT'S MESSAGE."

The Agent inspects the Agent's Message upon receipt. If the Agent concludes that the acceptance of an offer by the Notice of Guaranteed Delivery reflected on the Agent's Message is deficient for some reason, it is the obligation of the Agent to notify the effected 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.

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ACCEPTANCES OF THE OFFER BY A NOTICE OF GUARANTEED DELIVERY AND SUBSEQUENT SURRENDER OF SECURITIES ("COVER A PROTECT") THROUGH ATOP

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

1. Verifies the information provided by the Participant in its acceptance which includes that the Participant has entered an acknowledgment of their receipt of, and agreement to be bound by the Letter of Transmittal required by the offer identified by the contra-CUSIP number specified in the Participant's acceptance;
2. Effects a book-entry delivery of the surrendered securities to the account of the Agent maintained by DTC for purposes of the offer, and
3. Transmits a message (the "Agent's Message") to the Agent available through DTC's ATOP system indicating the Participant's acceptance of the offer and reflecting the details of the book-entry delivery of the securities into the Agent's account. (See a sample of an Agent's Message transmittal of protect submission and cover of protect submission in Exhibits V, VI, and VII.) Please also see Section 5.0- "AGREEMENT ON TIME OF RECEIPT OF AGENT'S MESSAGE."

The Agent inspects the Agent's Message upon receipt. If the Agent determines that the acceptance of an offer reflected on the Agent's Message is deficient for some reason, it is the sole responsibility of the Agent to promptly notify the affected Participant directly to resolve the issue and/or request that the Participant enter a withdrawal of its acceptance. 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 ATOP to accept the offer and surrender the securities (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 ATOP function ("the Agent Message") which may be transmitted to the Agent after 5:00 p.m./6:00 p.m. NYCT, (depending on the DTC offer 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, or acceptance and, if applicable, the tender of securities,

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the date and time of a Participant's submission of any instruction, election, or acceptance to DTC through ATOP (as reflected in the Transaction 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 to, the Agent when the date and time of the submission of a Participant's instruction to DTC (as reflected in the Transaction 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.

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 ATOP processor cutoff date/time (e.g., offers with 11:59 p.m. expiration 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 tendered securities 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 tendering security Transfer Agent (TA), it is the responsibility of the Agent to coordinate directly with the TA to receive tendered securities 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 ATOP 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 at 5:00 p.m. or 6:00 p.m. NYCT, (depending on the offer terms). As

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fully stated in the prior paragraphs, DTC will not facilitate nor accept any instructions through ATOP 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).

WITHDRAWAL OF ACCEPTANCES, INCLUDING ACCEPTANCES BY NOTICES OF GUARANTEED DELIVERY, OR INSTRUCTIONS TO COVER PROTECTS

Participants wishing to request withdrawals of acceptances of any offer eligible under ATOP pursuant to any withdrawal rights under the terms of the offer may do so through ATOP. Participants can request withdrawals of acceptances for the full amount of the VOI ("the instruction") or less than the full amount of the VOI (i.e., a partial withdrawal).

In the event a Participant enters a withdrawal request by means of ATOP and transmits such request to DTC, DTC's ATOP system:

1. Verifies the information provided by the Participant in its request relates to a previously completed tender of the securities or a previously submitted Notice of Guaranteed Delivery, and that the quantity of securities specified on the request is equal to or less than the quantity of securities specified in the acceptance (adjusted by any withdrawal requests previously submitted).
2. Transmits a message (the "Request Message") to the Agent available through DTC's ATOP system indicating the withdrawal request submitted by the Participant. (A sample of a Request Message appears in Exhibit IV.) The Request Message indicates the time the Participant's withdrawal request was received by DTC, which will be not later than 5:00 p.m./6:00 p.m. NYCT, as applicable to the offer.

The Agent inspects the Request Message upon receipt and takes the following steps:

1. Verifies the validity of the withdrawal request and determines to accept or reject it.
2. If the Agent determines to accept the request, transmits an acceptance (the "Withdrawal Acceptance") to DTC by means of the ATOP function by not later than 5:30 p.m./6:30 p.m. NYCT on any business day; or
3. If the Agent determines to reject the request, transmits a rejection (the Withdrawal Rejection") to DTC by means of the ATOP function by not later than 5:30 p.m./6:30 p.m. NYCT on any business day.
4. The Agent can only accept or reject the request for the **full amount** of the withdrawal request.
5. The Agent must decide on the disposition of each withdrawal request and accept or reject all pending withdrawals in ATOP daily as described in points #2 and #3 above.

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Failure by Agent to accept or reject all pending withdrawals will delay the offer from being balanced with DTC and can further impact the timeliness of the allocation of the payment due to DTC Participants that instructed in the offers. In such case, DTC accepts no liability for the delay of the allocation.

If the withdrawal request relates to previously delivered securities, the Withdrawal Acceptance constitutes an authorization from the Agent to DTC to deliver by book-entry from the Agent's account to the account of the Participant submitting the withdrawal request any securities which are the subject of the request. Upon receipt of such a Withdrawal Acceptance, DTC effects a book-entry delivery returning the withdrawn securities to the Participant. The Agent receives messages reporting processing of the withdrawal and deduction of the withdrawn securities from the Agent's account.

If the withdrawal request relates to an acceptance of an offer by means of a Notice of Guaranteed Delivery, the Withdrawal Acceptance constitutes an authorization from the Agent to DTC to reduce the quantity of securities to which the Notice of Guaranteed Delivery relates by the quantity of securities which are subject of the request. The Agent receives messages reporting processing of the withdrawal and reduction of the quantity of securities to which the Notice of Guaranteed Delivery relates.

DTC will transmit an Agent's Withdrawal Rejection to the Participant who submitted the rejected request.

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 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 5:00 p.m. NYCT[7] on any day that a Participant has submitted an acceptance of an offer, including an acceptance by means of a Notice of Guaranteed Delivery, or an instruction to cover a protect to the Agent by means of ATOP, DTC makes available to the Agent an Agent ATOP Activity Confirmation Statement (the "Statement") reflecting, among other matters, (1) the total number of acceptances and the total quantity of securities delivered in respect of these acceptances to the Agent's account on that day, (2) the total number of acceptances by means of a Notice of Guaranteed Delivery and the total quantity of securities specified in the acceptances by means of a Notice of Guaranteed Delivery transmitted to the Agent on that day, (3) the total number of instructions to cover protects and the total quantity of securities delivered in respect of these instructions to the Agent's account on that day, and (4) the total number of withdrawals (including any Agent's rejections of acceptances, acceptances by means of a Notice of Guaranteed Delivery or

[7] This time would be starting at approximately 6:00 p.m. NYCT for those offers DTC and Agent agree in the LOA to a DTC cutoff of 6:00p.m., such as offers where the target CUSIP is an equity security, and the actual offer cutoff is 11:59 p.m.

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instructions to cover protects) and the total quantity of securities withdrawn (including any Agent's rejections of acceptances, acceptances by means of a Notice of Guaranteed Delivery or instructions to cover protects) and the total quantity of securities withdrawn (including any Agent's rejections of acceptances, acceptances by means of a Notice of Guaranteed Delivery or instructions to cover protects) on that day. (See Exhibit II- Inquiry Tender Offer Details).

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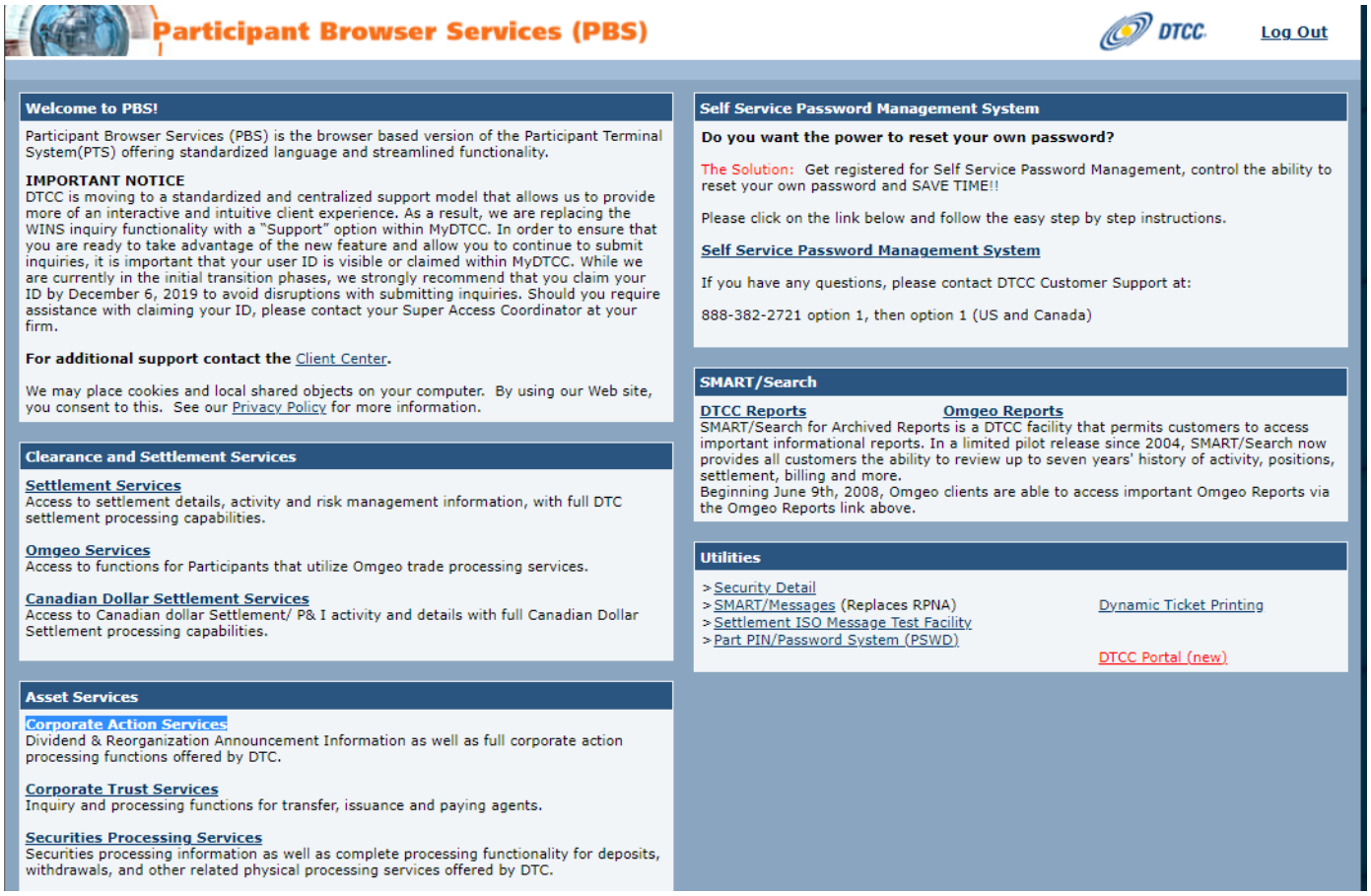
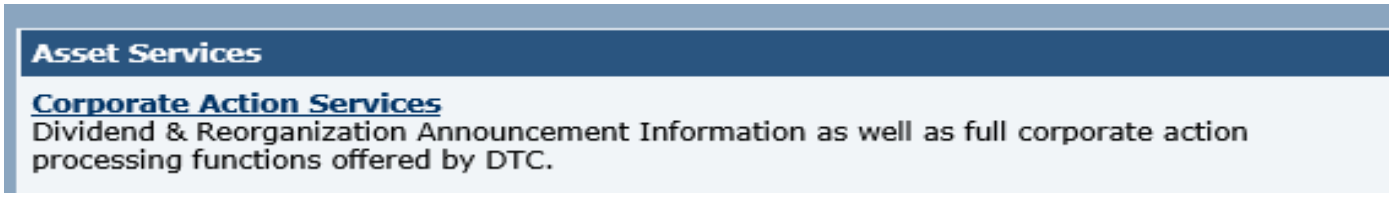
EXHIBITS

EXHIBIT I: Accessing ATOP

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





This will bring you to the **Agent Functions Menu**. Select "Agent Tender Instructions" to access ATOP.

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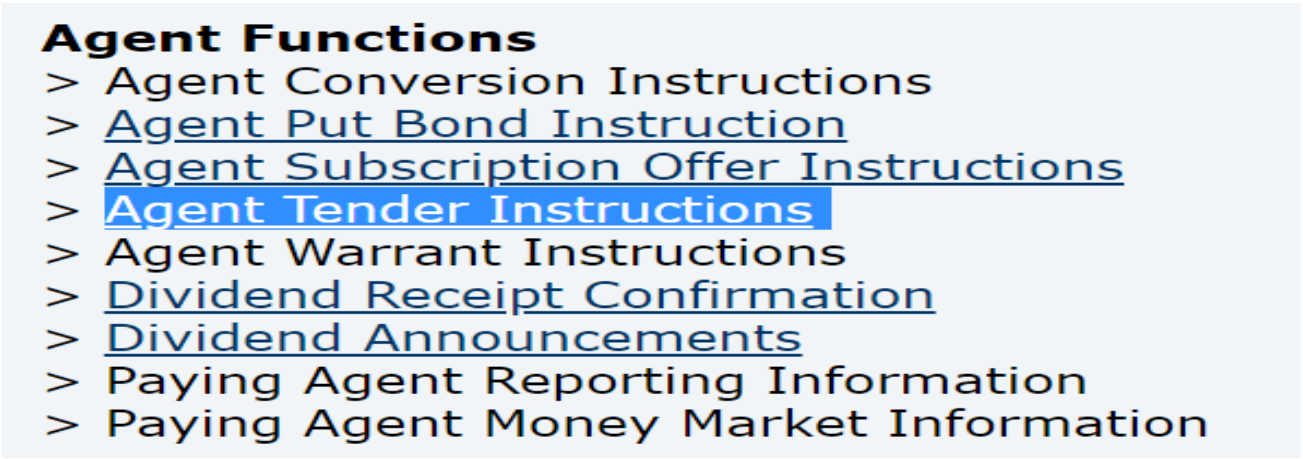
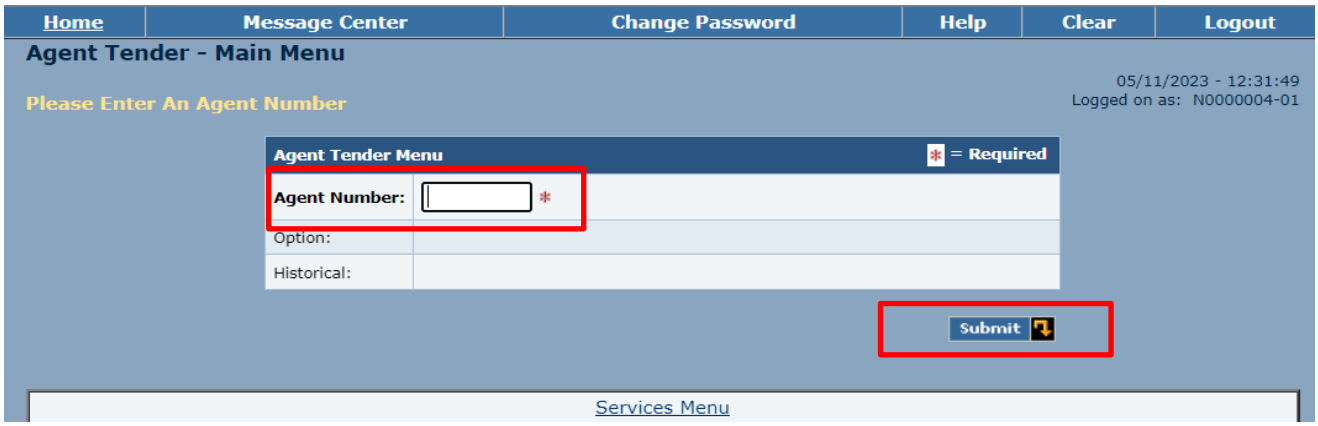


On this next screen, the Agent Tender Main Menu, enter your Agent Number and click the "Submit" button at the bottom of the screen.



This will bring you to the **Agent Tender (sub) Menu** which gives you access to the following six (6) Options:

1. Inquiry
2. Approve Setup of New Offers
3. Accept/Reject Withdrawals and Inquiry
4. Protect Submission Inquiry
5. Protect Submission with Uncovered Quantities
6. Protects Covered on Behalf of Another Participant

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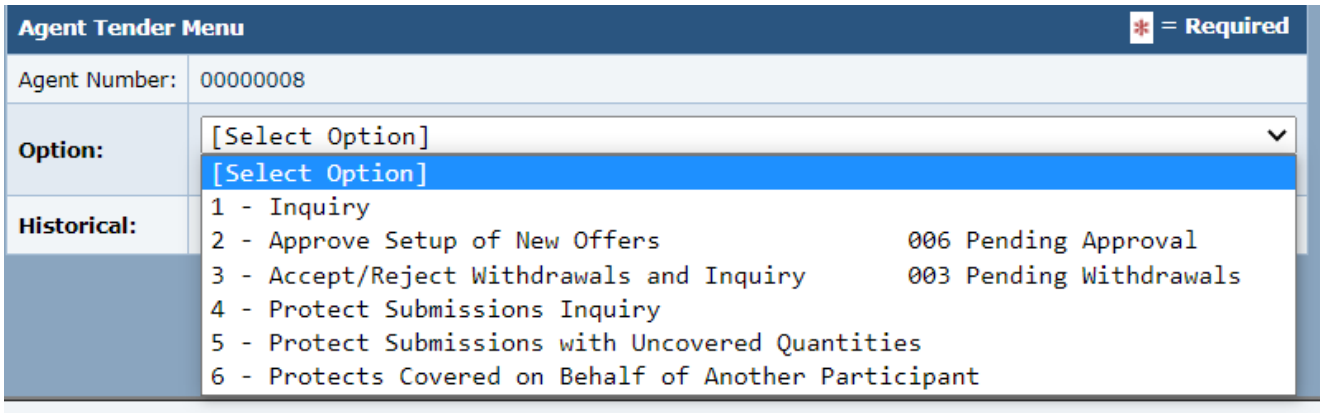
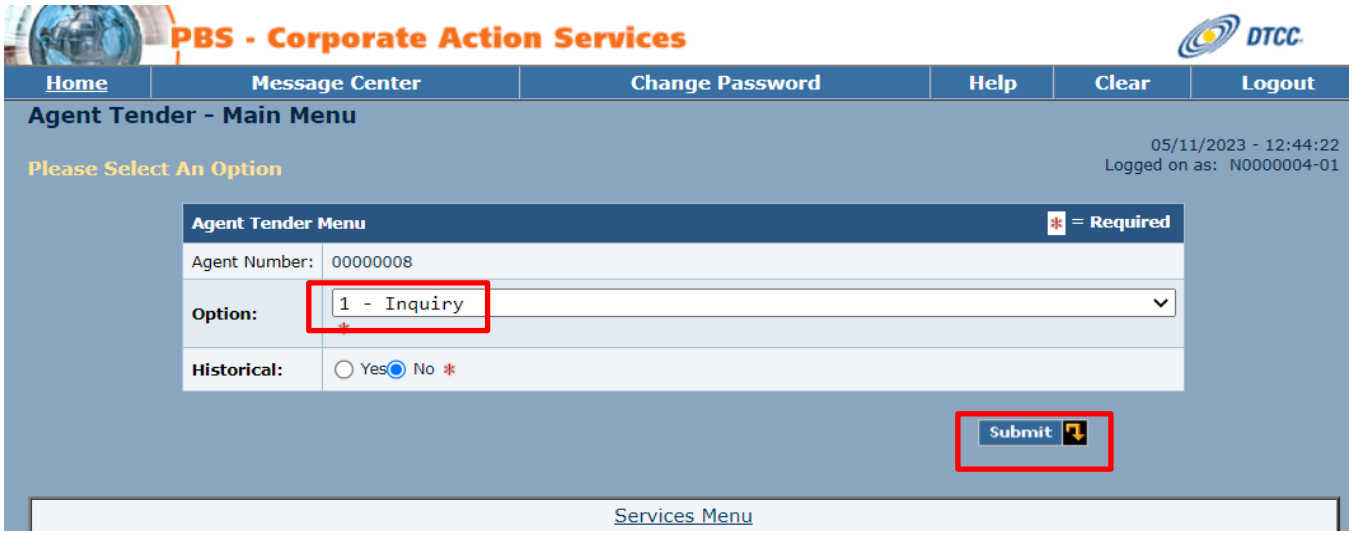


EXHIBIT II: Option 1 - Inquiry for Tender Offer Transaction Details

To view a Tender Offer, select option 1-Inquiry, and click the “Submit” button at the bottom of the screen from the Agent Tender Main Menu. This will display active offers (the default). If you want to view historical events, select “Yes” next to Historical and submit.

The following screens and steps outlined will help you navigate several ways to inquire on transactions (i.e., instructions) submitted for a tender offer for which you are the ATOP Agent.



On the next screen a listing of Tender Offers will appear. Next to each row is a Command box, (i.e., options), which you will select and then view each offer accordingly. The Commands are the following: (T)- Transactions, (X)- Details, (S)- Subtotals, and (C)- Activity Confirm

Note

The command (R)- Short RTS listed with the commands at the bottom of the screen is not active.

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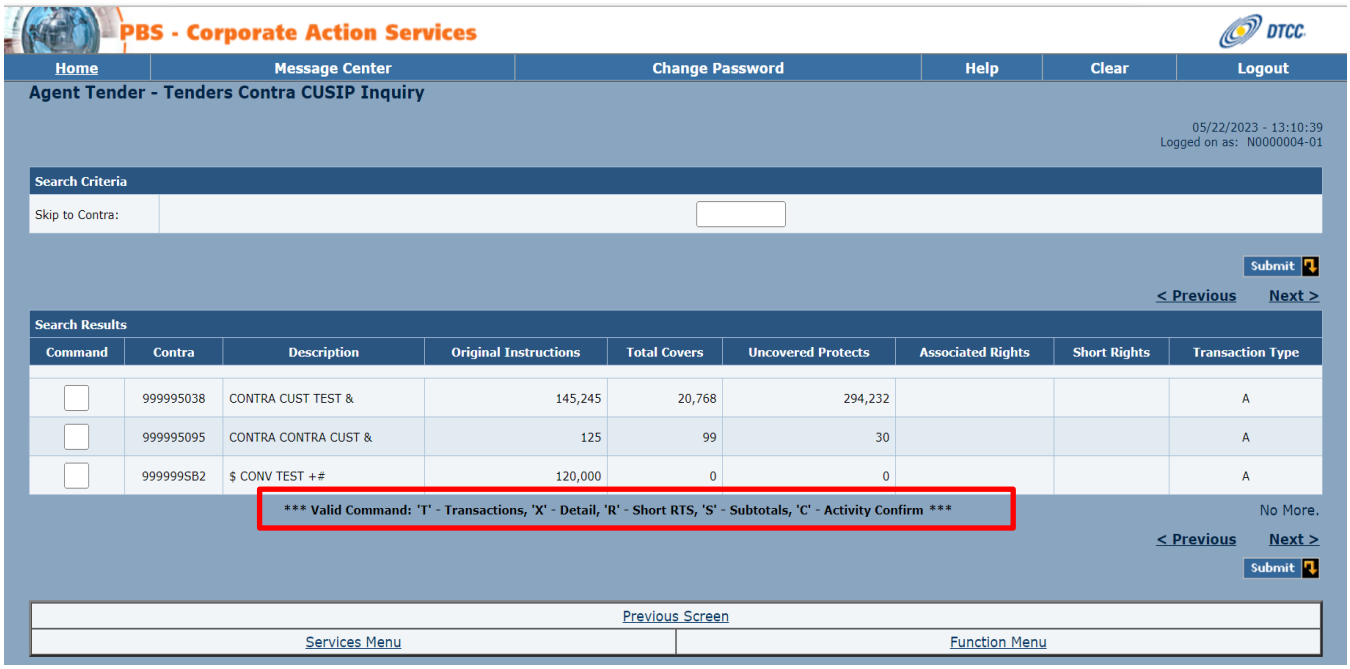
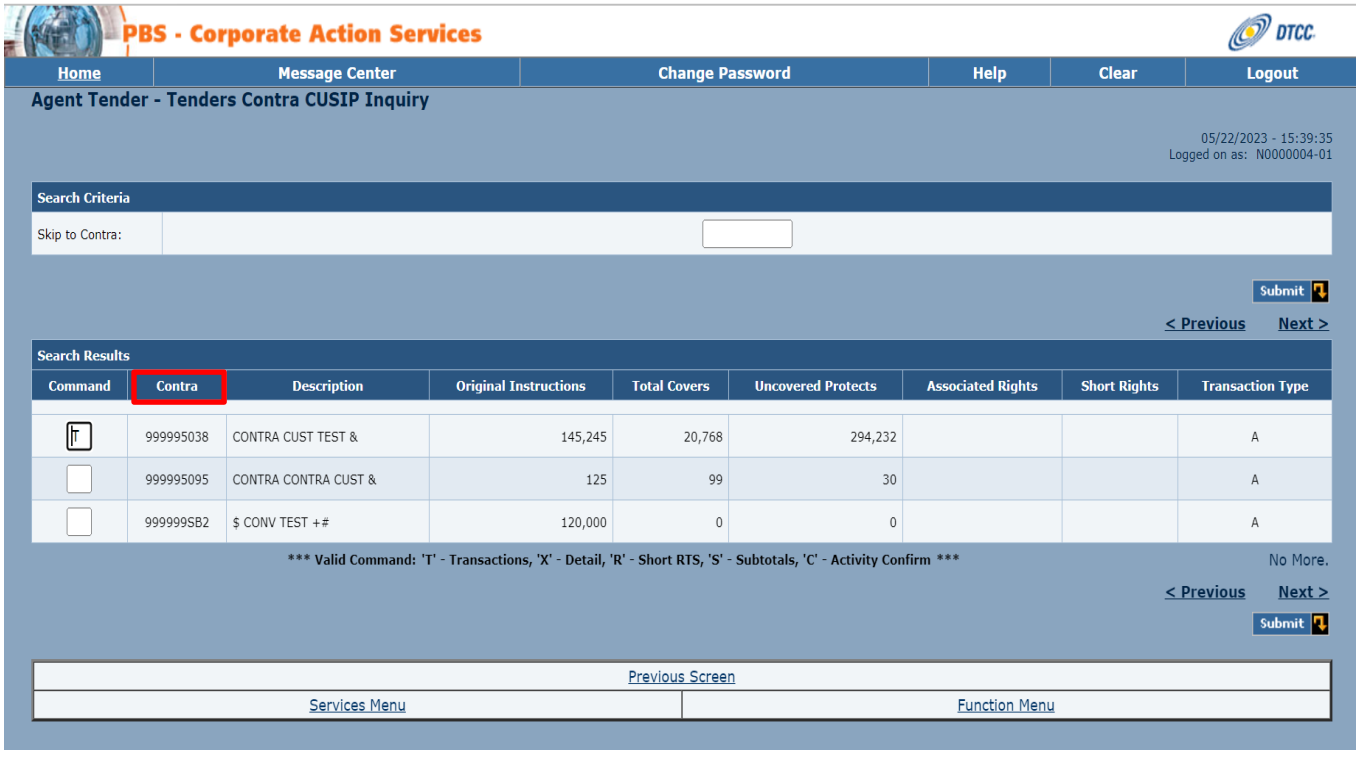


Transaction Information: Enter “T” for transactions (instructions) in the command box and then click the submit button to see instructions submitted for the selected offer.



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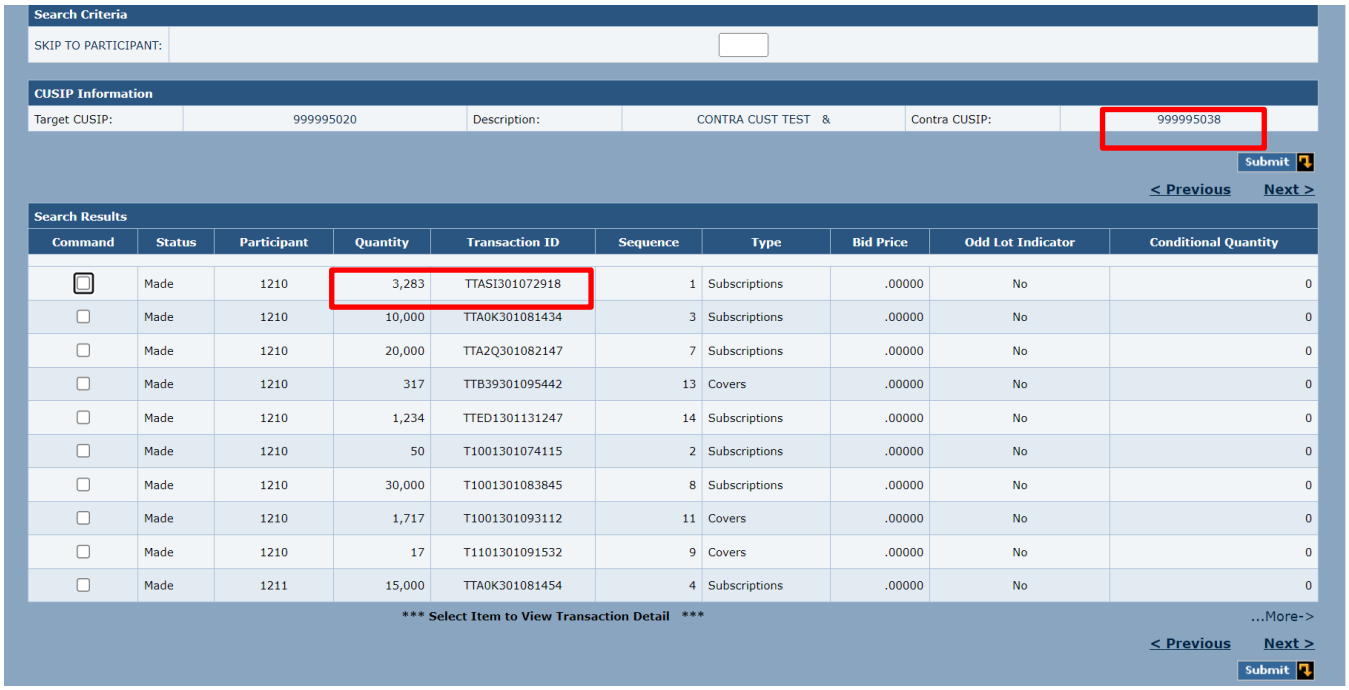
This will bring you all instructions for the offer selected. To view each instruction's details, select the specific instruction and go to the command box and select it to highlight the box as shown in the screenshot below, and then click the submit button.



Search Criteria

SKIP TO PARTICIPANT:

CUSIP Information

Target CUSIP:	999995020	Description:	CONTRA CUST TEST &	Contra CUSIP:	999995038

Submit

< Previous Next >

Search Results

Command	Status	Participant	Quantity	Transaction ID	Sequence	Type	Bid Price	Odd Lot Indicator	Conditional Quantity
☐	Made	1210	3,283	TTASI301072918	1	Subscriptions	.00000	No	0
☐	Made	1210	10,000	TTA0K301081434	3	Subscriptions	.00000	No	0
☐	Made	1210	20,000	TTA2Q301082147	7	Subscriptions	.00000	No	0
☐	Made	1210	317	TTB39301095442	13	Covers	.00000	No	0
☐	Made	1210	1,234	TTED1301131247	14	Subscriptions	.00000	No	0
☐	Made	1210	50	T1001301074115	2	Subscriptions	.00000	No	0
☐	Made	1210	30,000	T1001301083845	8	Subscriptions	.00000	No	0
☐	Made	1210	1,717	T1001301093112	11	Covers	.00000	No	0
☐	Made	1210	17	T1101301091532	9	Covers	.00000	No	0
☐	Made	1211	15,000	TTA0K301081454	4	Subscriptions	.00000	No	0

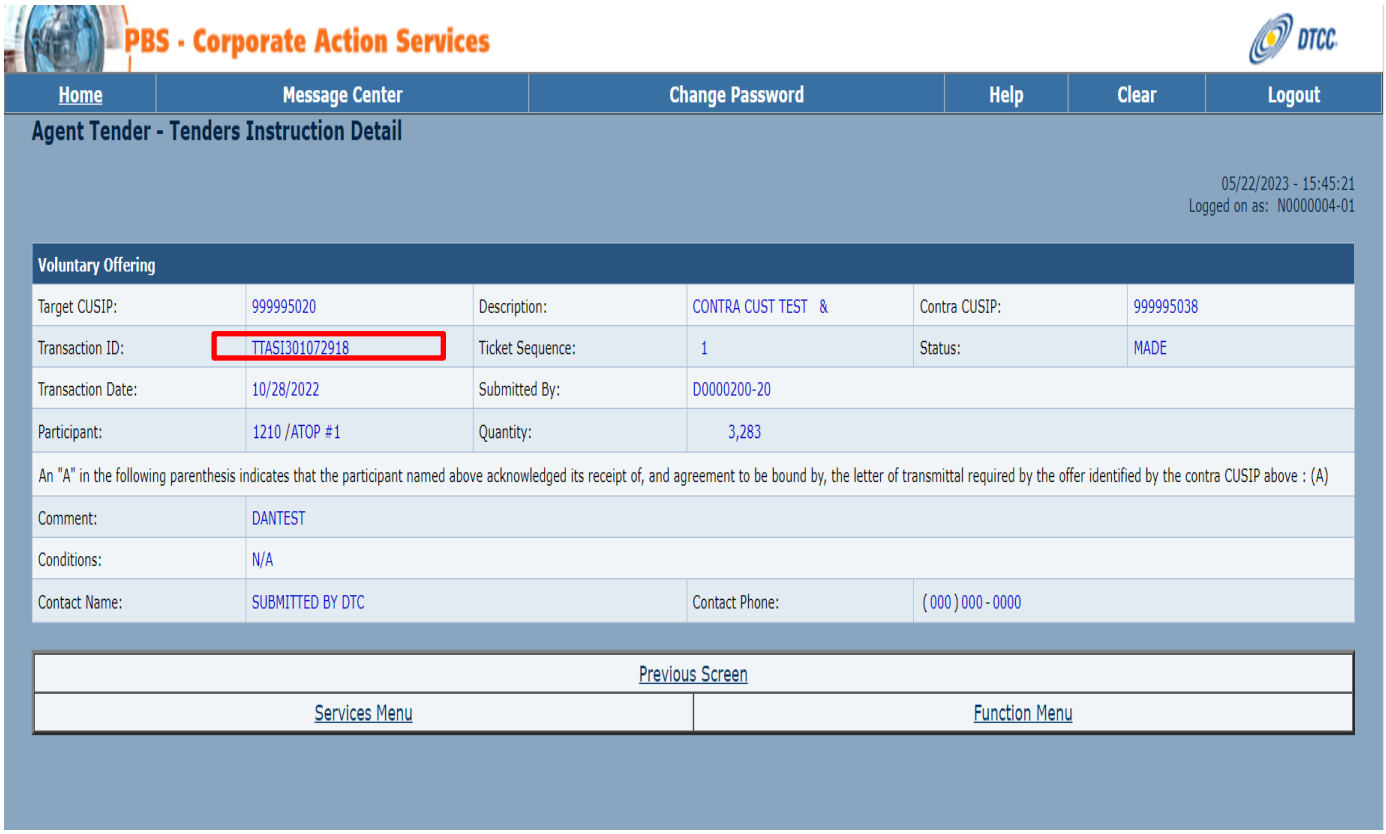
*** Select Item to View Transaction Detail *** ...More->

< Previous Next >

Submit

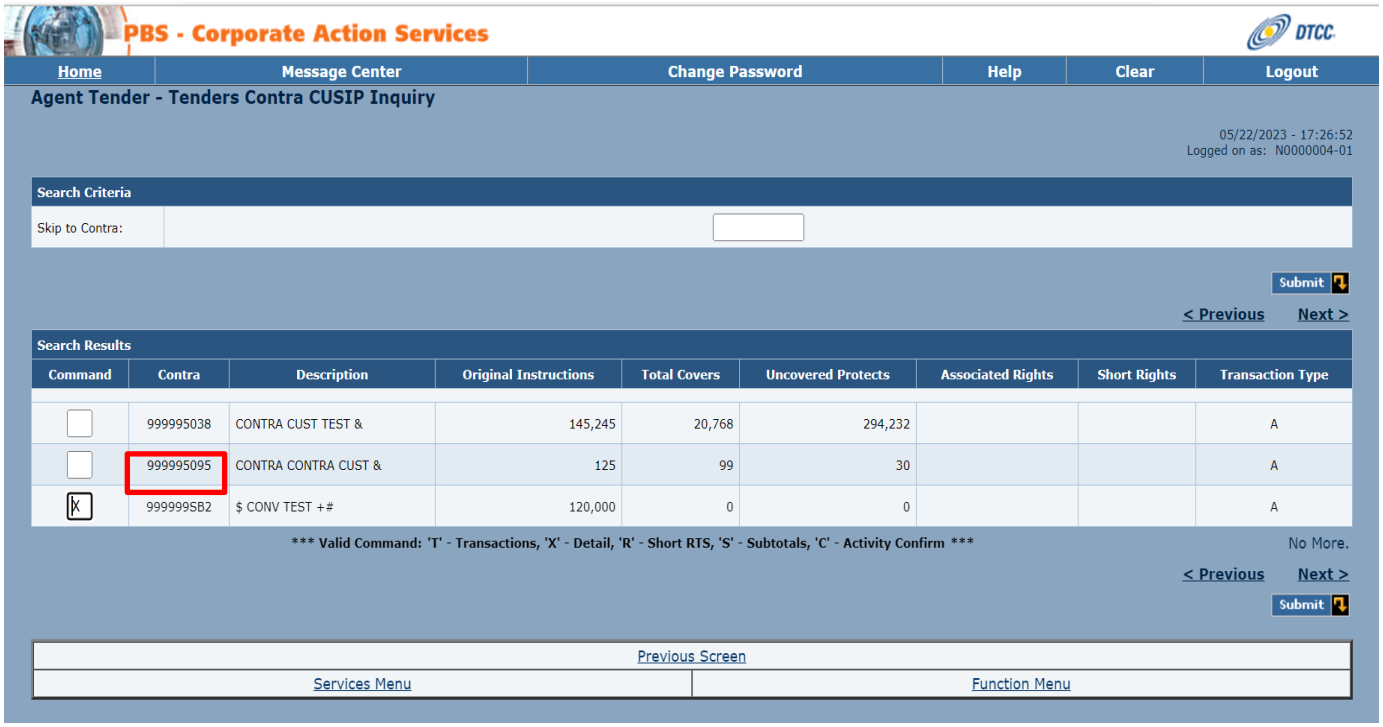
This will bring you to a screen showing details of the instruction and the submitter.

DTCC Public (White)



DTCC Public (White)

Offer Details: Enter “X” in the command box and click the submit button to see offer details for the selected offer.

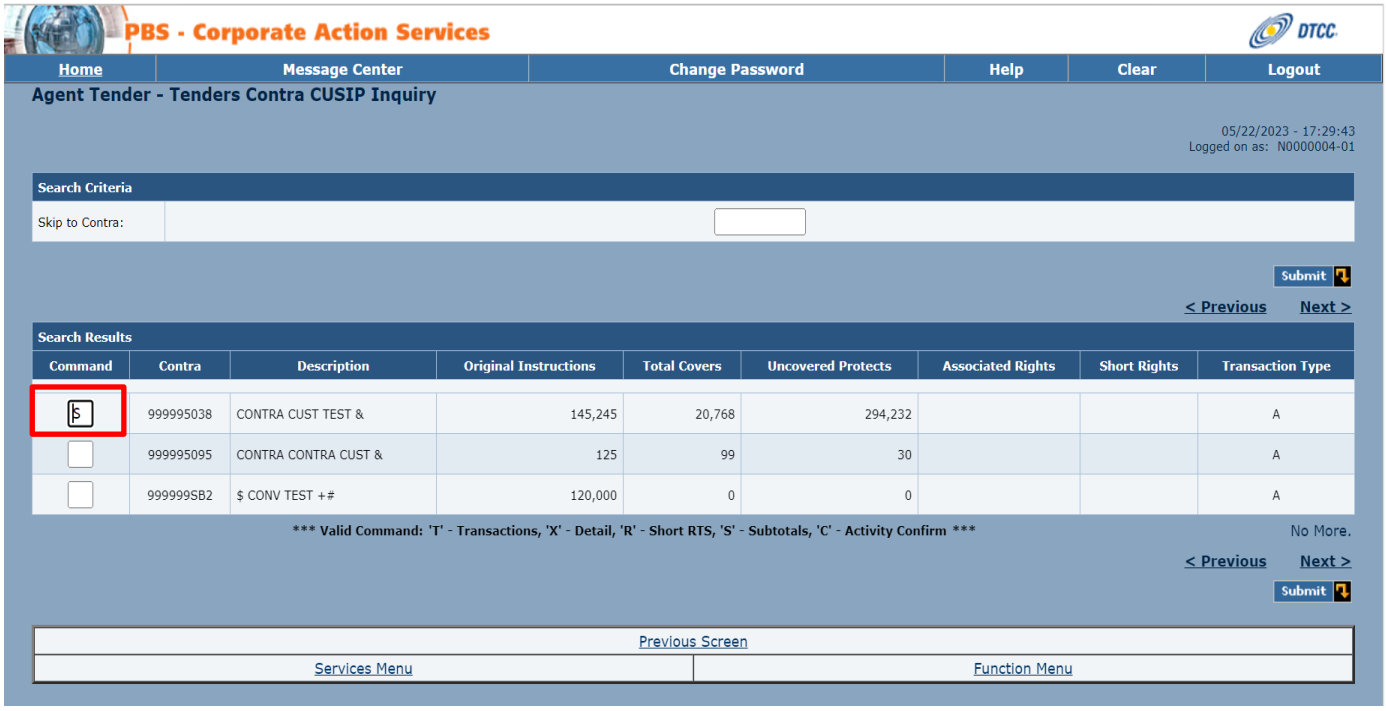


This will bring you to the details of the offer selected.

DTCC Public (White)

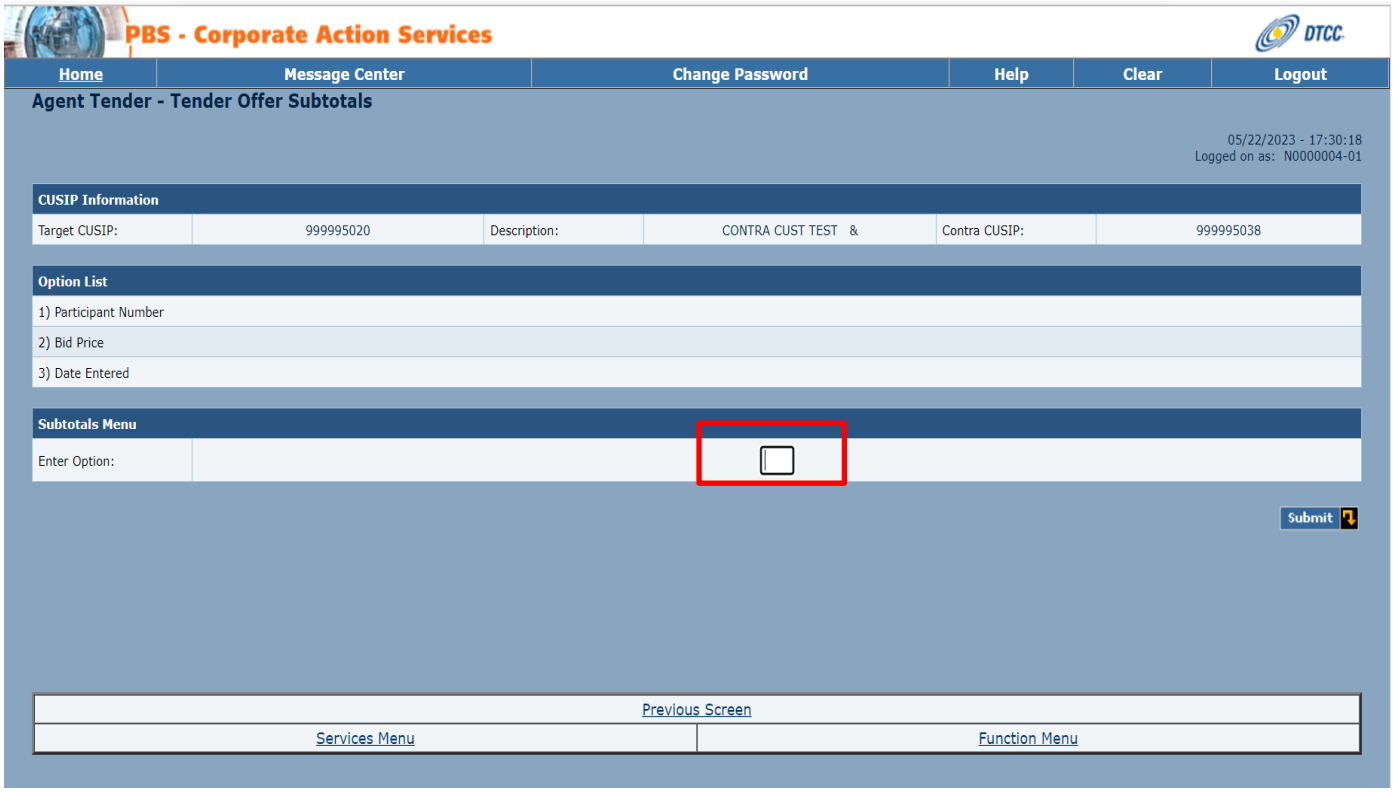
DTCC Public (White)

Subtotal Details: By entering the (S) command you will have the option to view instructions by 3 criteria: 1) Participant Number, 2) Bid Price, and 3) Date Entered. Enter “S’ in the command box on the offer you would like to see one of the three options and click the submit button. It will bring you to the next screen with the options listed to further select.

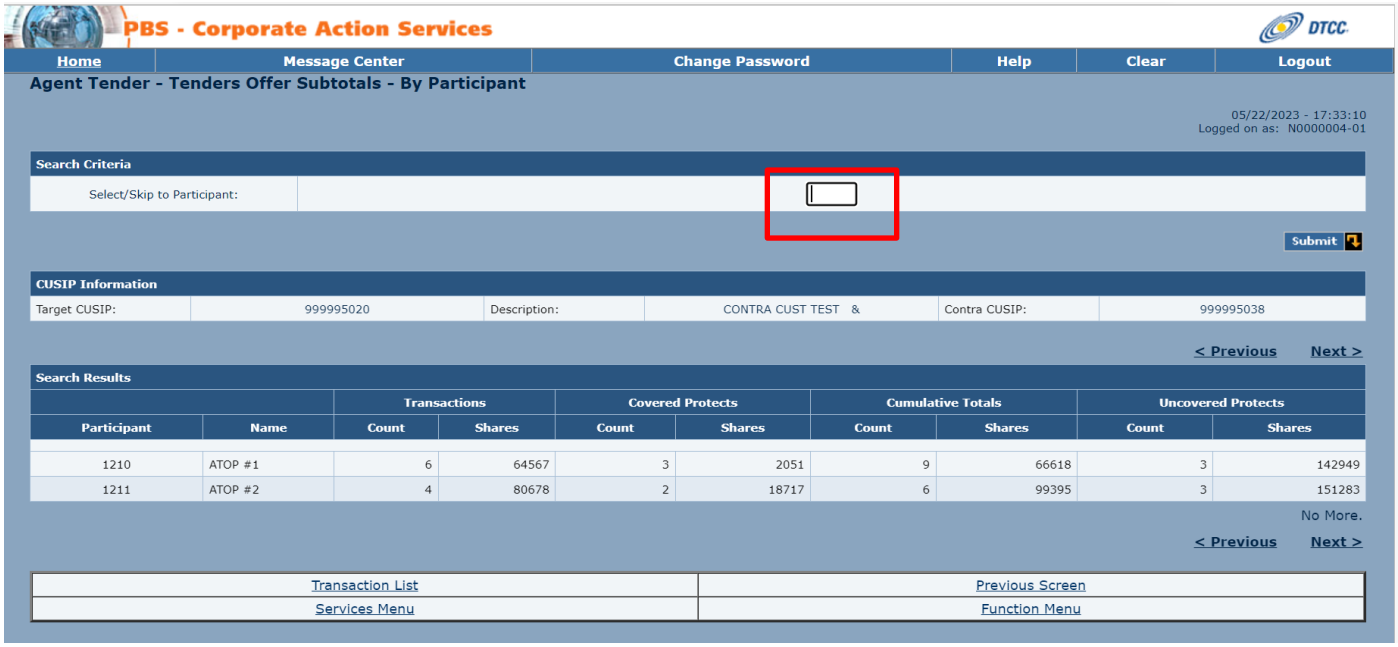


Subtotal Details- Participant Number: To view instructions by Participant Number, enter a “1” in the enter option field and click the submit button.

DTCC Public (White)

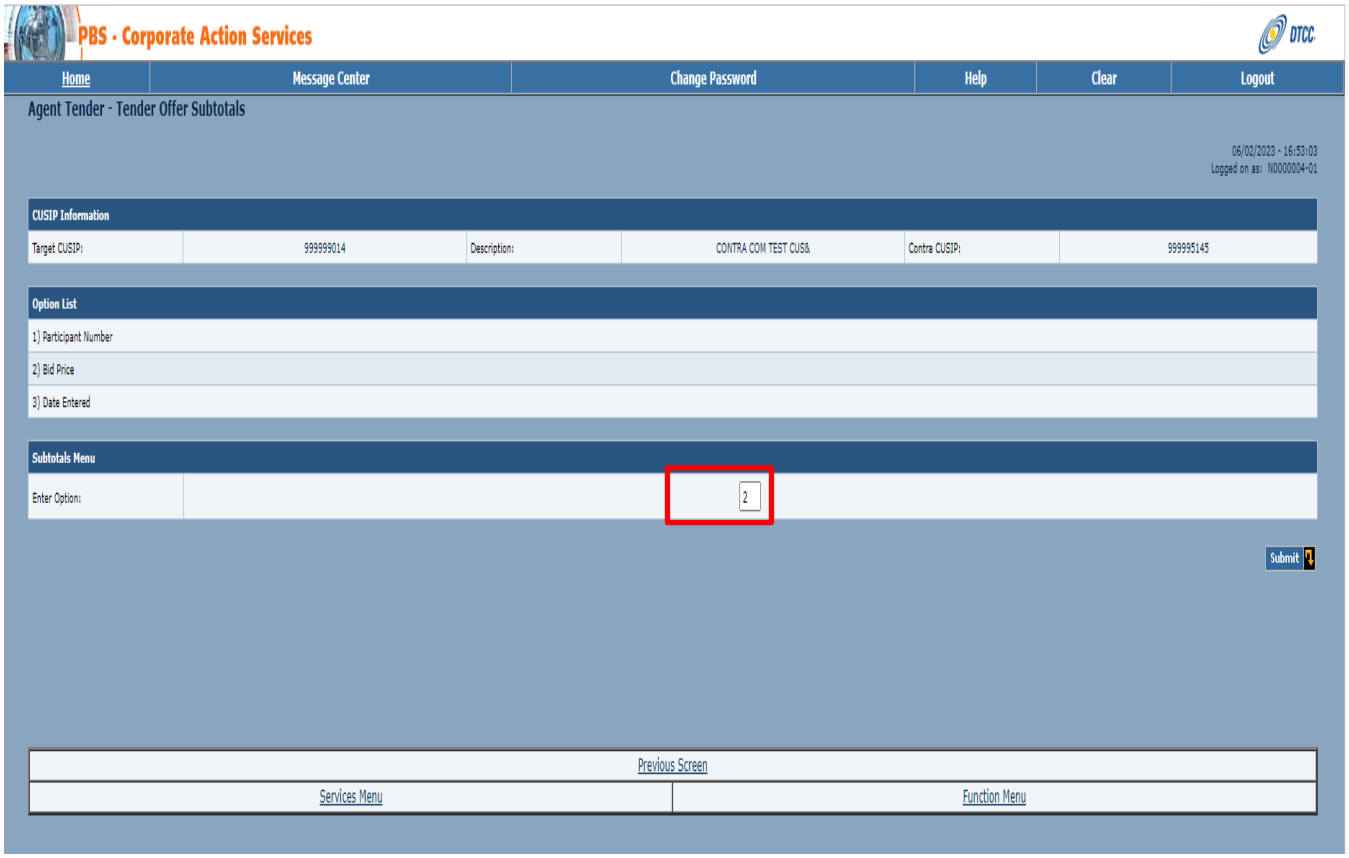


This will bring you to a screen with transactions for the tender offer displayed in Participant number order (lowest to highest). On this screen you can further enter a specific Participant Number to view their submitted instructions in the offer.



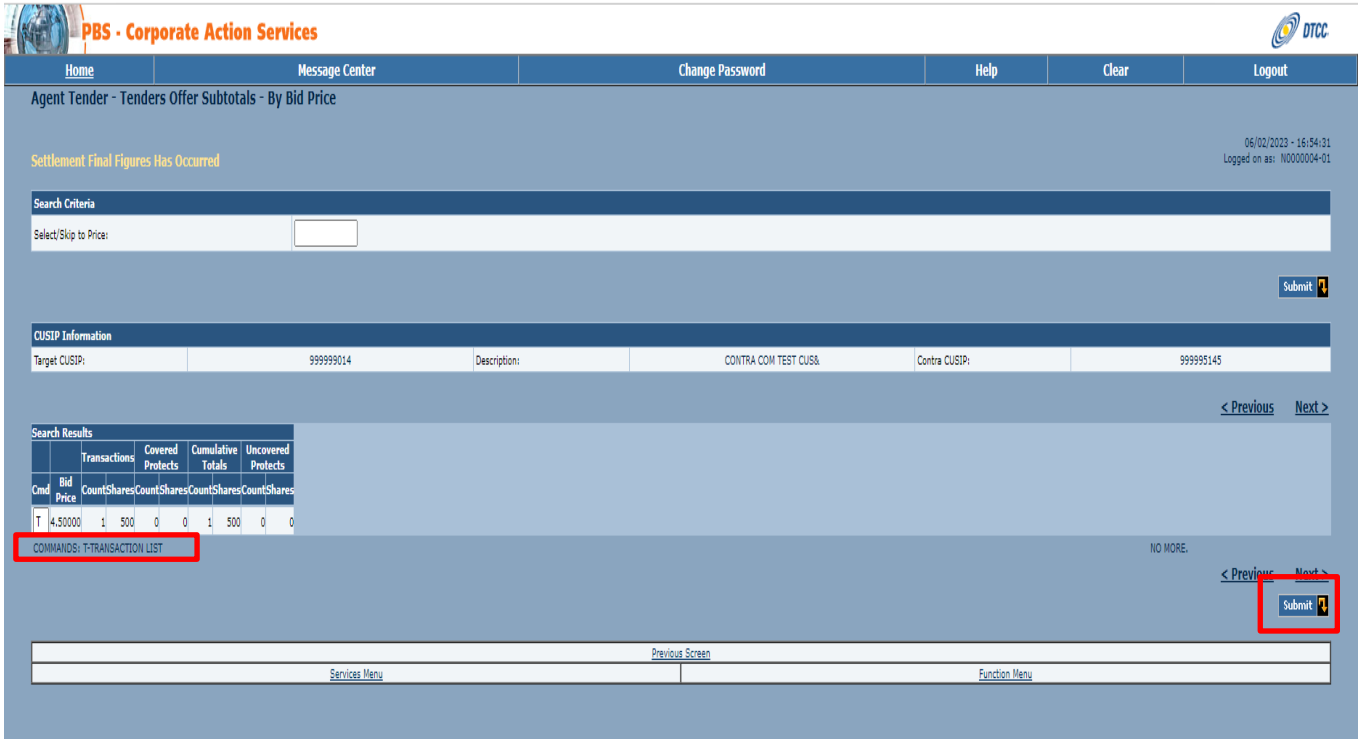
DTCC Public (White)

Subtotal Details- Bid Price: To view instructions by Bid Price, on the Tender Offer Subtotals main screen enter a “2” in the enter option field and click the submit button.



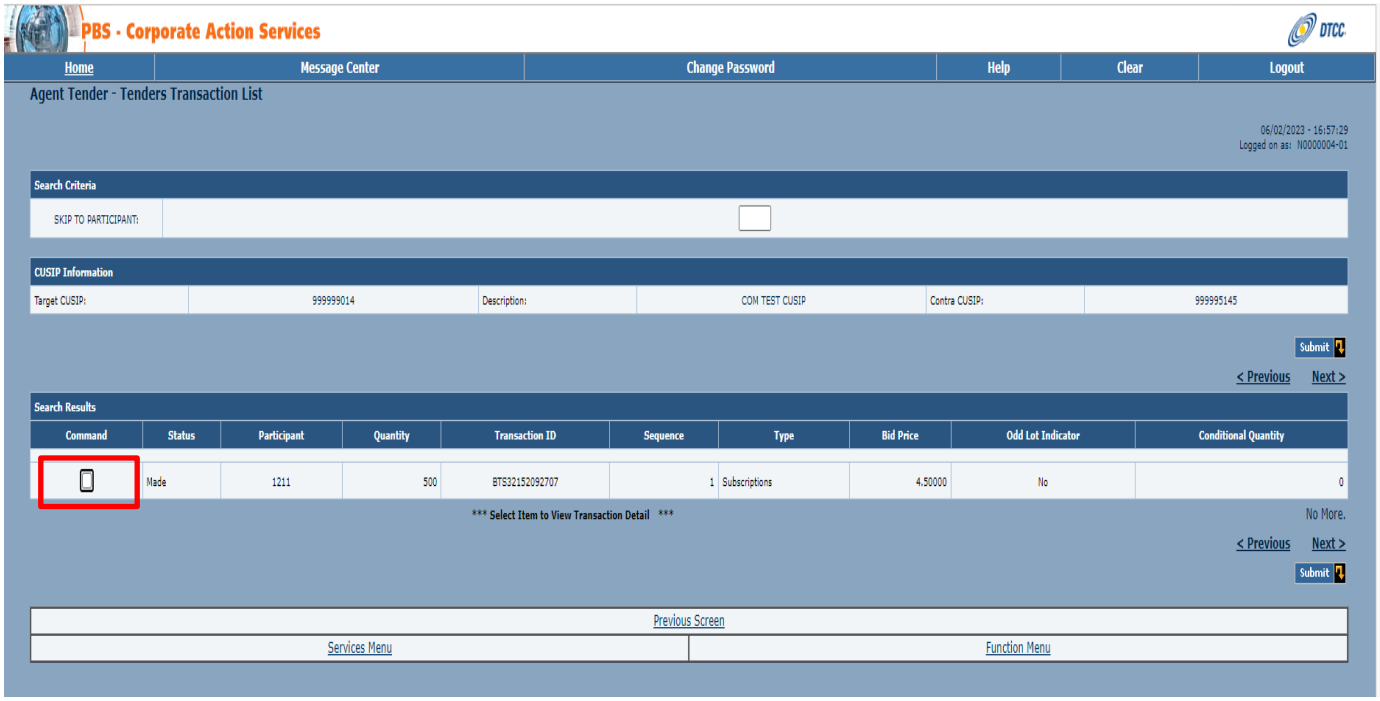
DTCC Public (White)

On this screen the transactions totals by Bid Price are displayed, as shown in the example of the chart on the left side of the screen. To view further details on a transaction, enter “T” in the command box for the selected transaction as shown below and click the submit button.



To view further details of a specific instruction, go to the command box and select it to highlight the box as shown in the screenshot below, and then click the submit button.

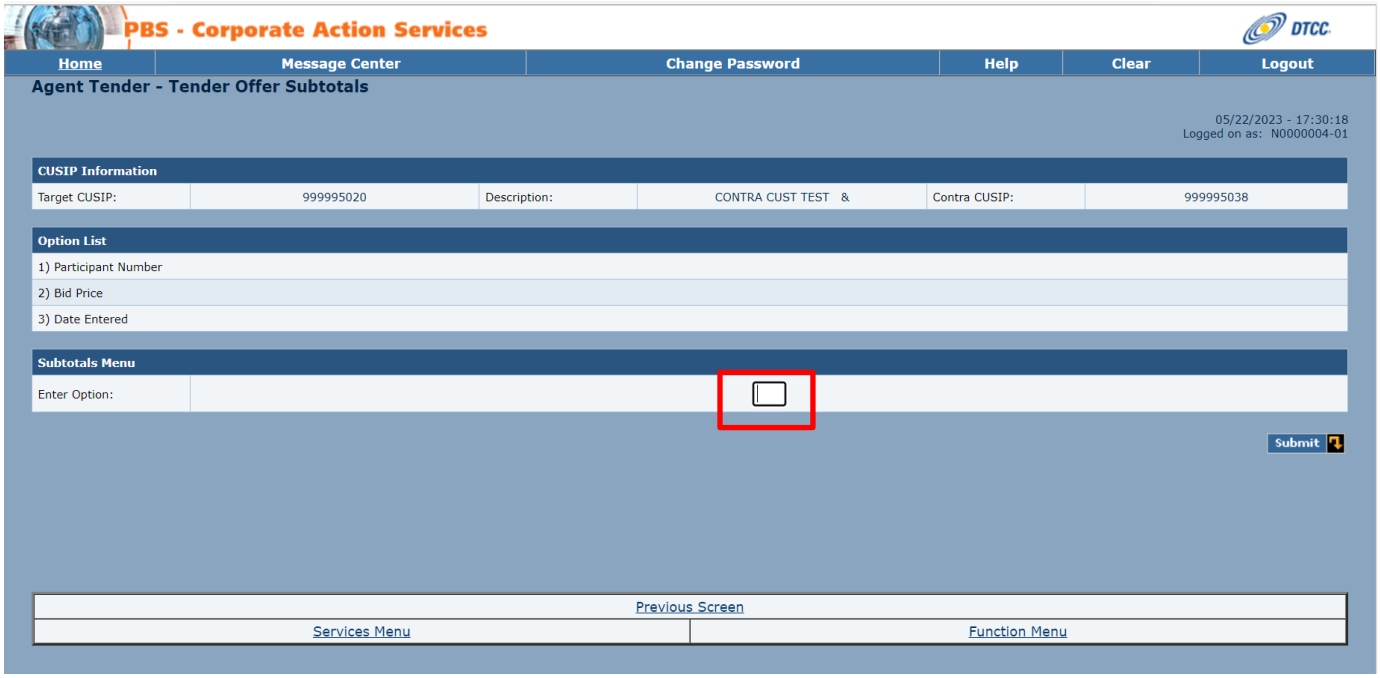
DTCC Public (White)



This will bring you to the instruction detail screen below.

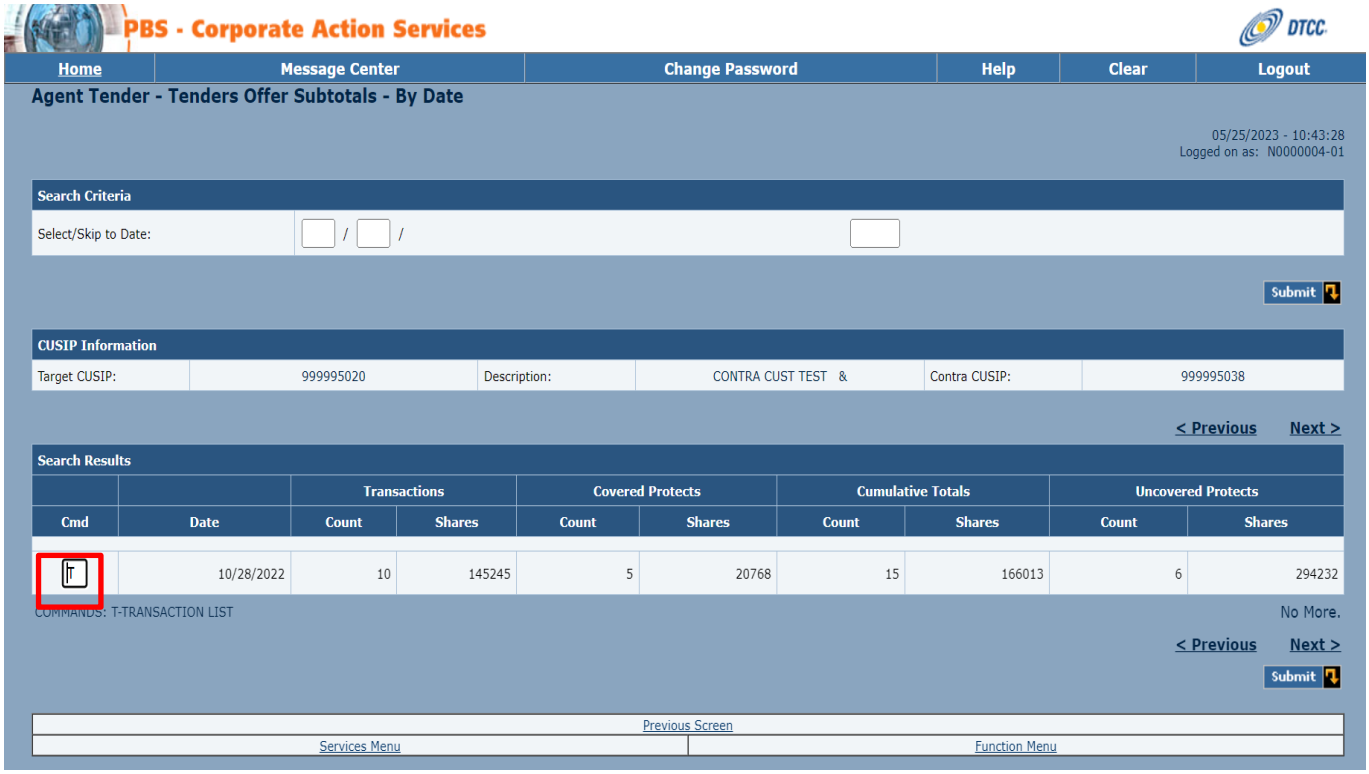
Subtotal Details- Date Entered: To view instructions by Date Entered, on the Tender Offer Subtotals main screen enter a “3” in the enter option field and click the submit button.

DTCC Public (White)



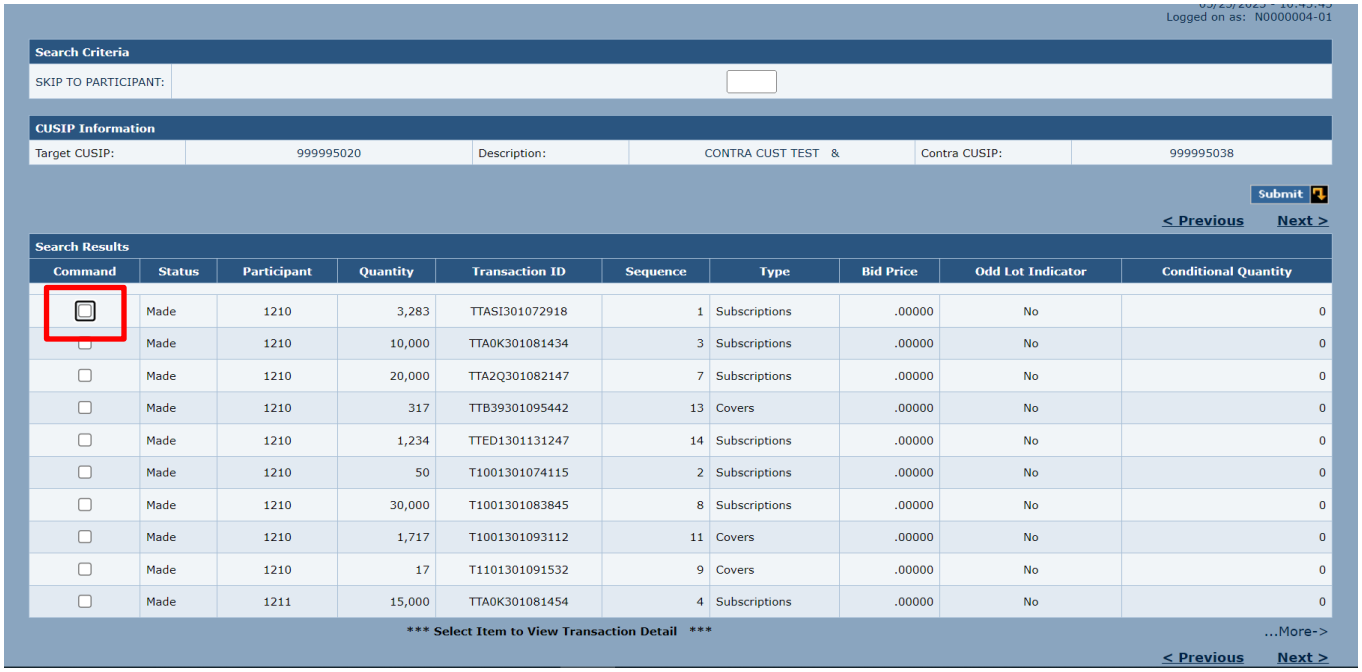
DTCC Public (White)

The inquiry will bring you to all transactions in date order (most recent to latest). To view further details on a transaction, enter “T” in the command box for the selected transaction and click the submit button.

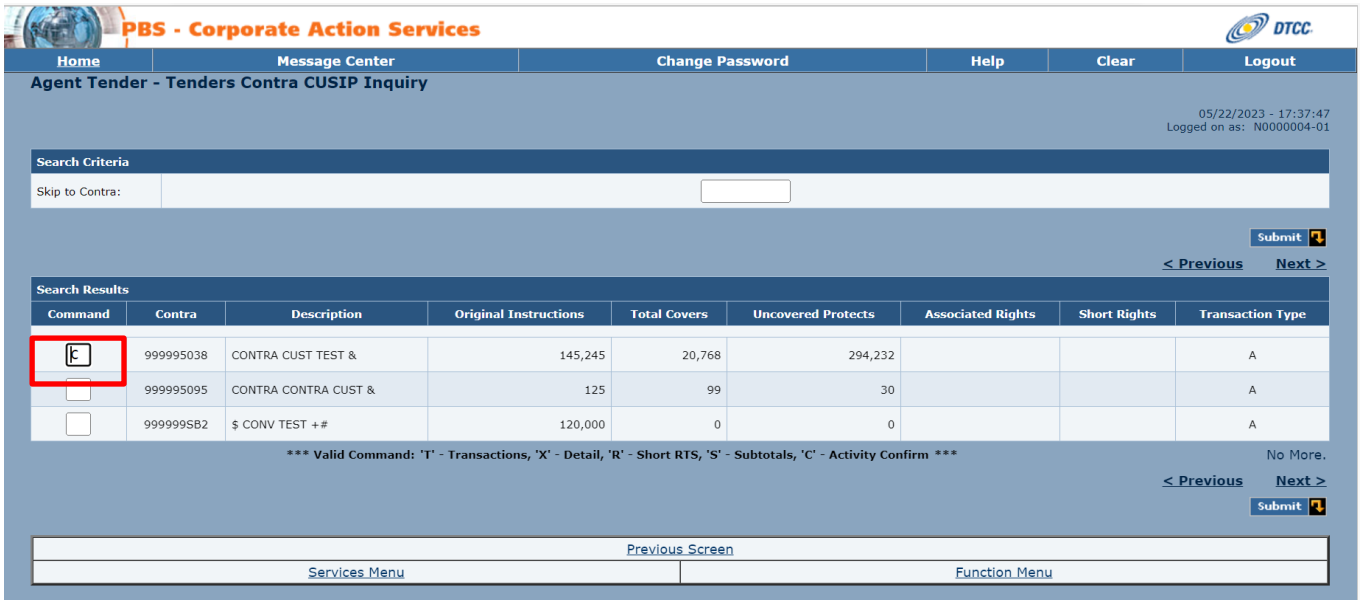


DTCC Public (White)

This will bring you to the list of transactions for the offer. To view further details of a specific instruction, go to the command box and select it to highlight the box as shown in the screenshot below, and then click the submit button.

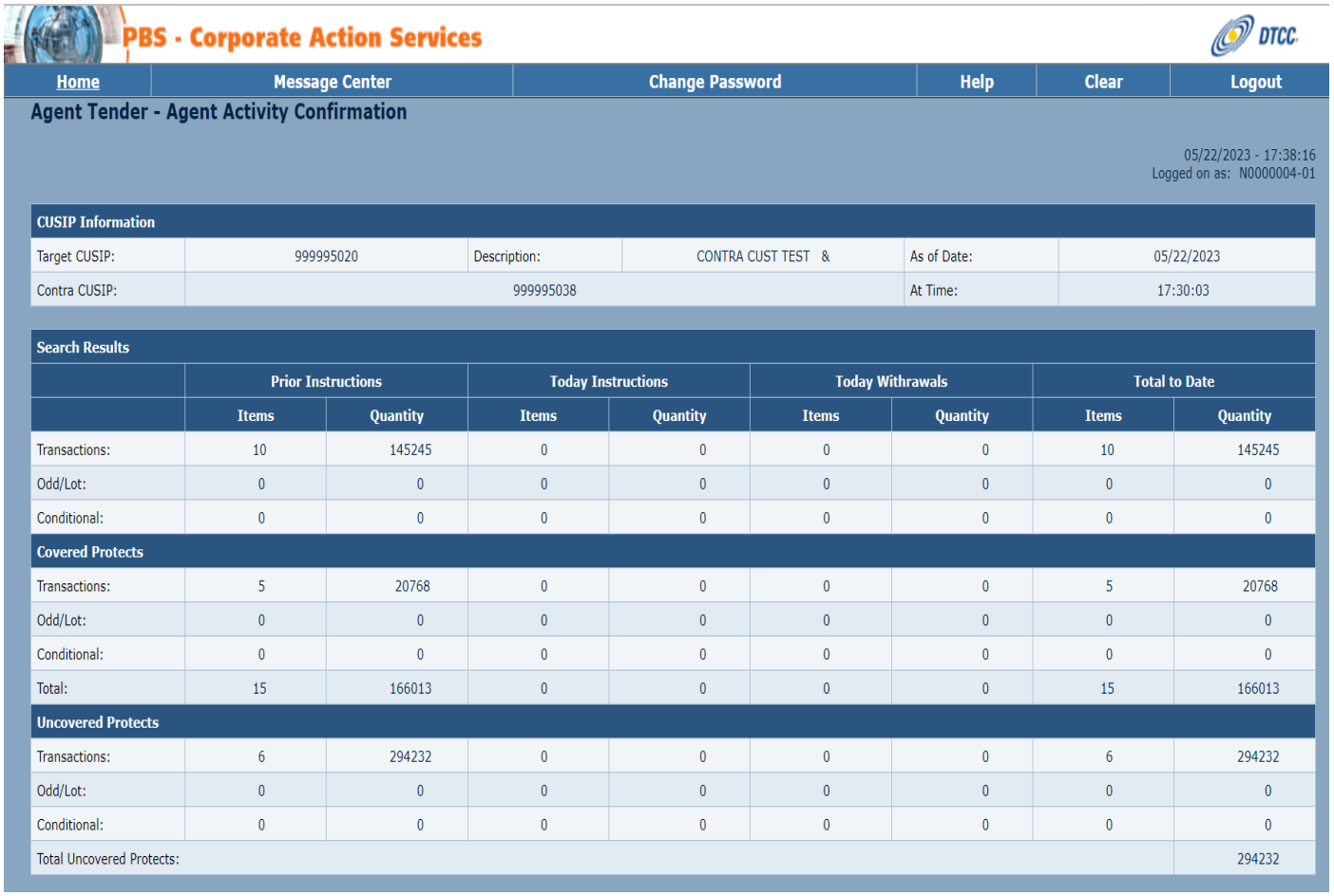


<u>Activity Confirm:</u> Enter a (C) in the command box and click the submit button, to view the "Agent Activity Confirmation" screen.



DTCC Public (White)

The Agent Activity Confirmation screen provides cumulative instruction totals and quantities for prior day's instructions, current day's instructions, withdrawals, and the total to date instructions.



PBS - Corporate Action Services

DTCC

Home | Message Center | Change Password | Help | Clear | Logout

Agent Tender - Agent Activity Confirmation

05/22/2023 - 17:38:16
Logged on as: N0000004-01

CUSIP Information					
Target CUSIP:	999995020	Description:	CONTRA CUST TEST &	As of Date:	05/22/2023
Contra CUSIP:	999995038			At Time:	17:30:03

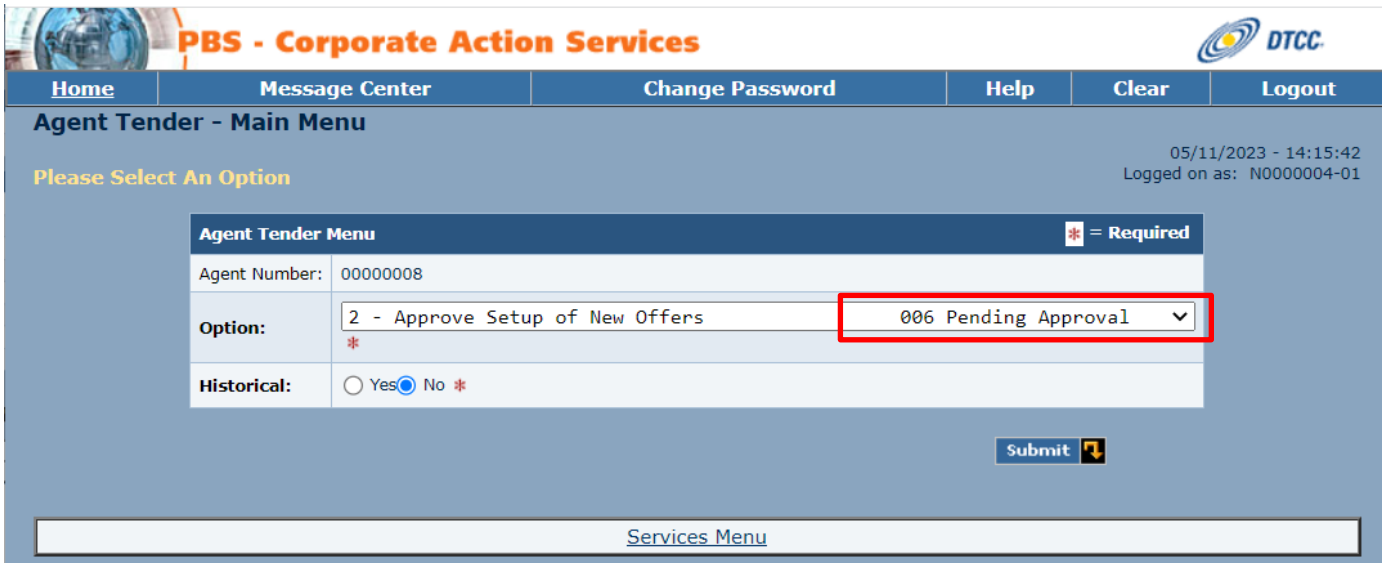
Search Results

	Prior Instructions		Today Instructions		Today Withrawals		Total to Date	
	Items	Quantity	Items	Quantity	Items	Quantity	Items	Quantity
Transactions:	10	145245	0	0	0	0	10	145245
Odd/Lot:	0	0	0	0	0	0	0	0
Conditional:	0	0	0	0	0	0	0	0
Covered Protects								
Transactions:	5	20768	0	0	0	0	5	20768
Odd/Lot:	0	0	0	0	0	0	0	0
Conditional:	0	0	0	0	0	0	0	0
Total:	15	166013	0	0	0	0	15	166013
Uncovered Protects								
Transactions:	6	294232	0	0	0	0	6	294232
Odd/Lot:	0	0	0	0	0	0	0	0
Conditional:	0	0	0	0	0	0	0	0
Total Uncovered Protects:								294232

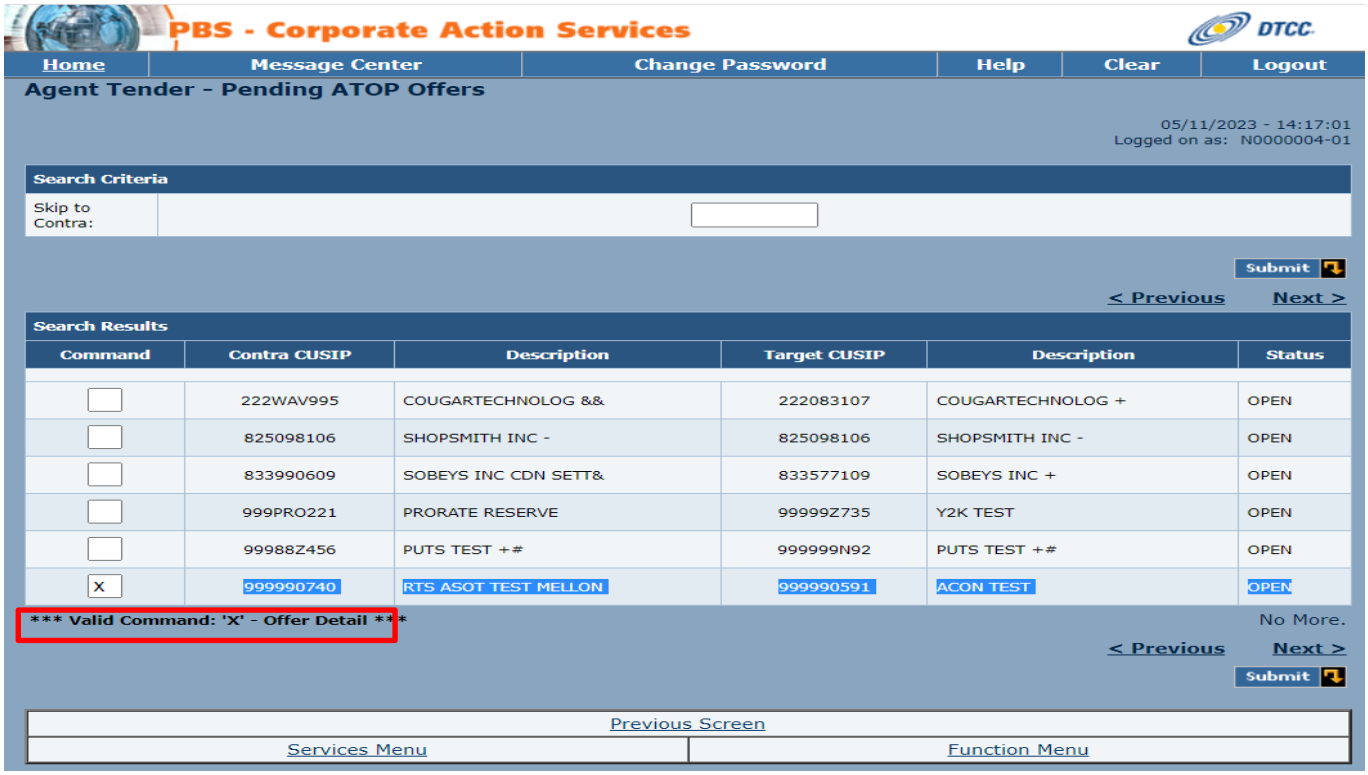
EXHIBIT III: Option 2 – Approve Setup of New Offers

To review the setup of a new offer you have submitted to DTC for ATOP processing which includes approving the Letter of Agreement (LOA) for the offer, select option 2-Approve Setup of New offers from the Agent Tender Main Menu list and click the submit button at the bottom of the screen. A list of offers pending agent approval will display (see next screen). When selecting the option if there are pending approvals, they will appear in the drop-down menu next to the option as in the example on the below screen. If you want to view historical offers, select "Yes" next to Historical and submit.

DTCC Public (White)



On this screen, enter a (X) in the command box on the pending offer details you want to view and click the submit button.



This will bring you to the Tenders Offer Agreement screen where the selected offer's Letter of Agreement (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.

DTCC Public (White)

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.

DTCC Public (White)

LOA STATEMENT EXAMPLES

DTCC Public (White)

LOA Statement Examples (continued)

LOA Statement Examples (continued)

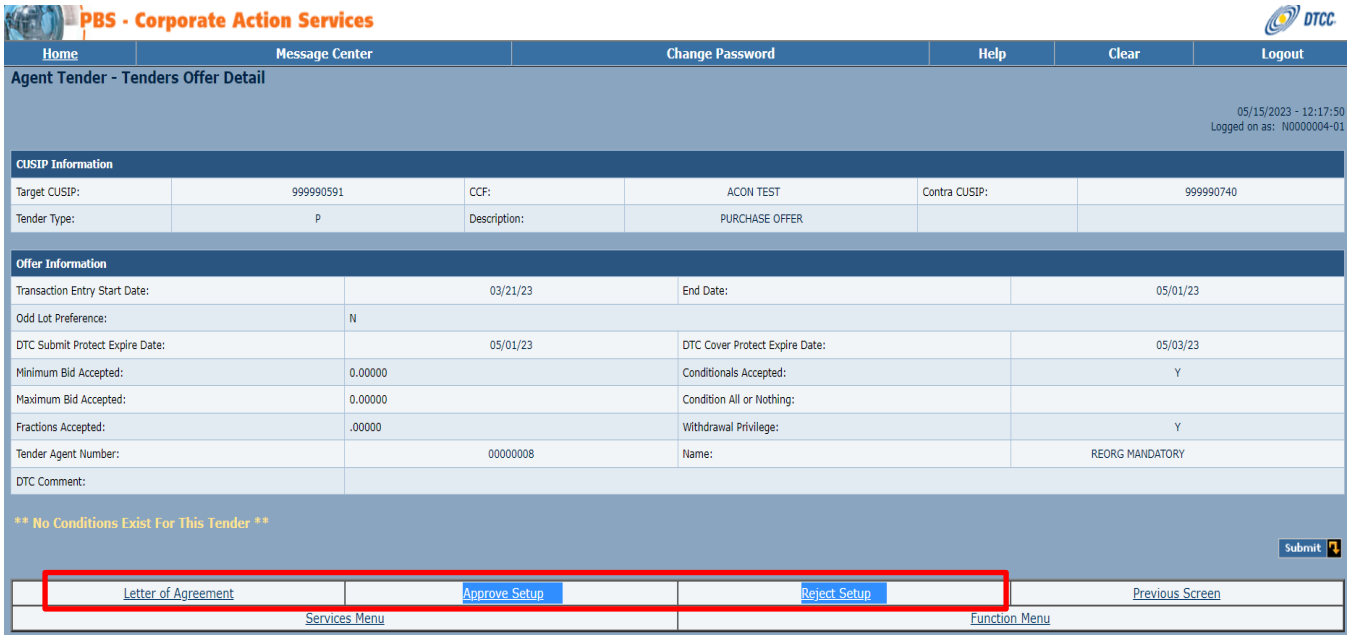
DTCC Public (White)

When you are on the last screen of the LOA statements, after entering “next” this will bring you to the Tenders Offer Detail screen (see next screen).

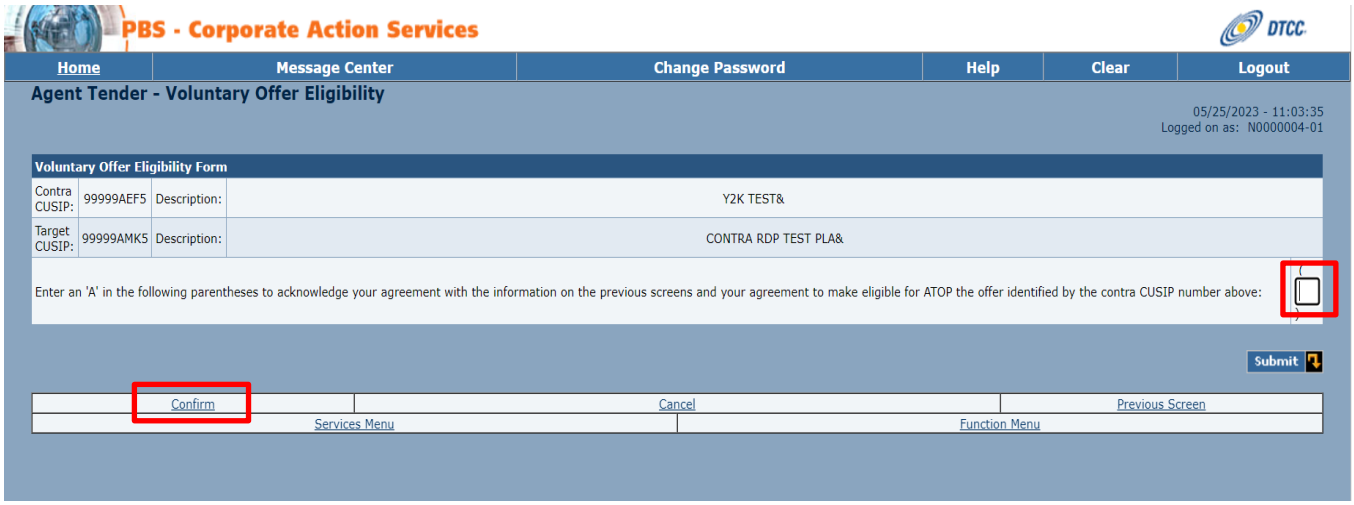
On the Tenders Offer Detail, you will perform the approval of the offer set-up. As previously described in section 1.0 (ATOP Eligibility of an Offer), within one business day of the posting, Agent is required to review and approve the details of the offer and to approve the terms of the LOA for the offer, by entering an acknowledgement in the space indicated on the screen. Once the approval is entered by the Agent, the offer is made eligible for ATOP processing and is available to Participants to enter instructions starting on the Voluntary Offer Instruction (“VOI”) start date. Any delays in approving the LOA by Agent may impact the timeliness of opening the offer to Participants.

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)

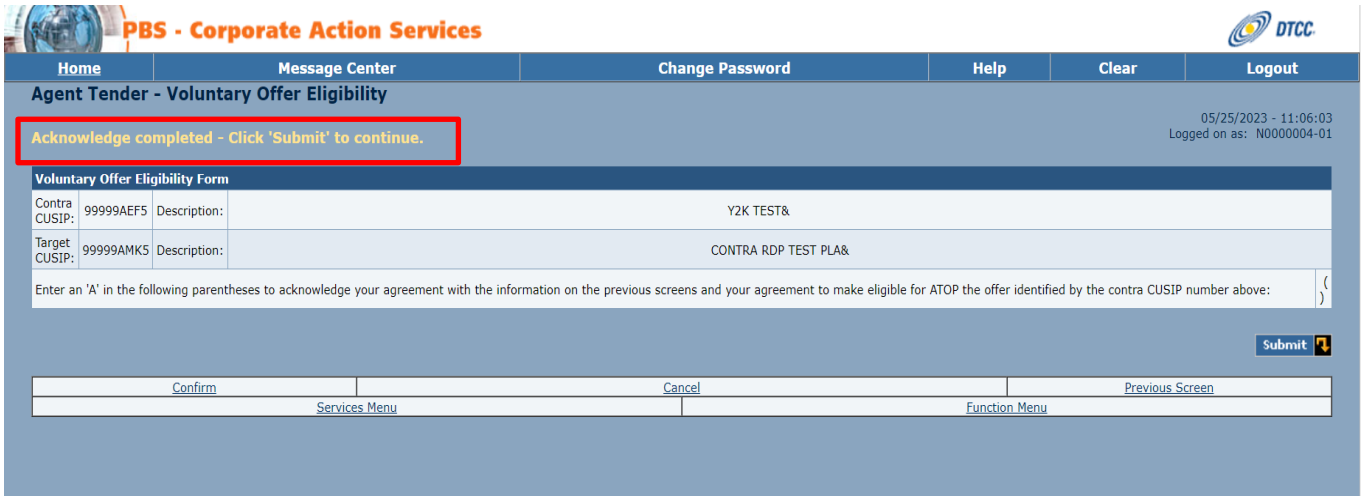


Approving the LOA: This will bring you to the “Voluntary Offer Eligibility” screen to acknowledge your agreement of the offer details and the LOA statements displayed on the previous screens. Enter an “A” in the box at the end of the statement and select “confirm” at the bottom left of the screen.



DTCC Public (White)

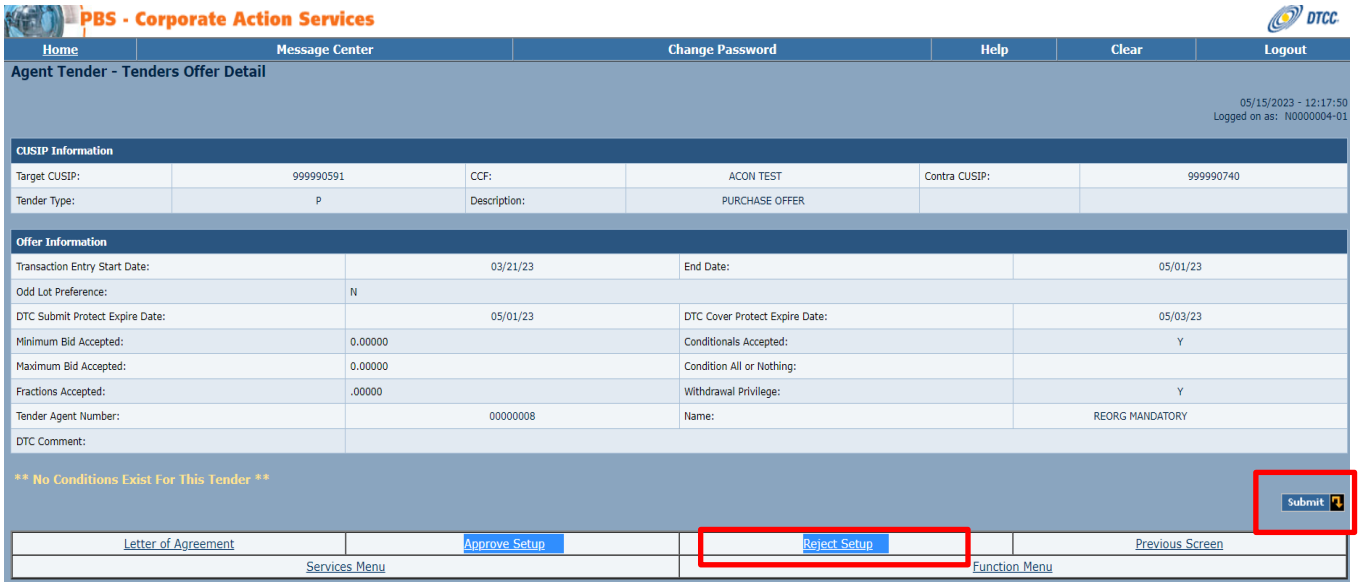
When “confirm” is selected, the message “Acknowledgment Completed” will appear to indicate you have approved offer details and the LOA. Click the submit button to return to the pending offer screen or if there are no pending offers to the main menu.



Rejecting the LOA: If you choose to reject the LOA select “Reject Setup,” and click the submit button, and follow the instructions on the next set of screens.

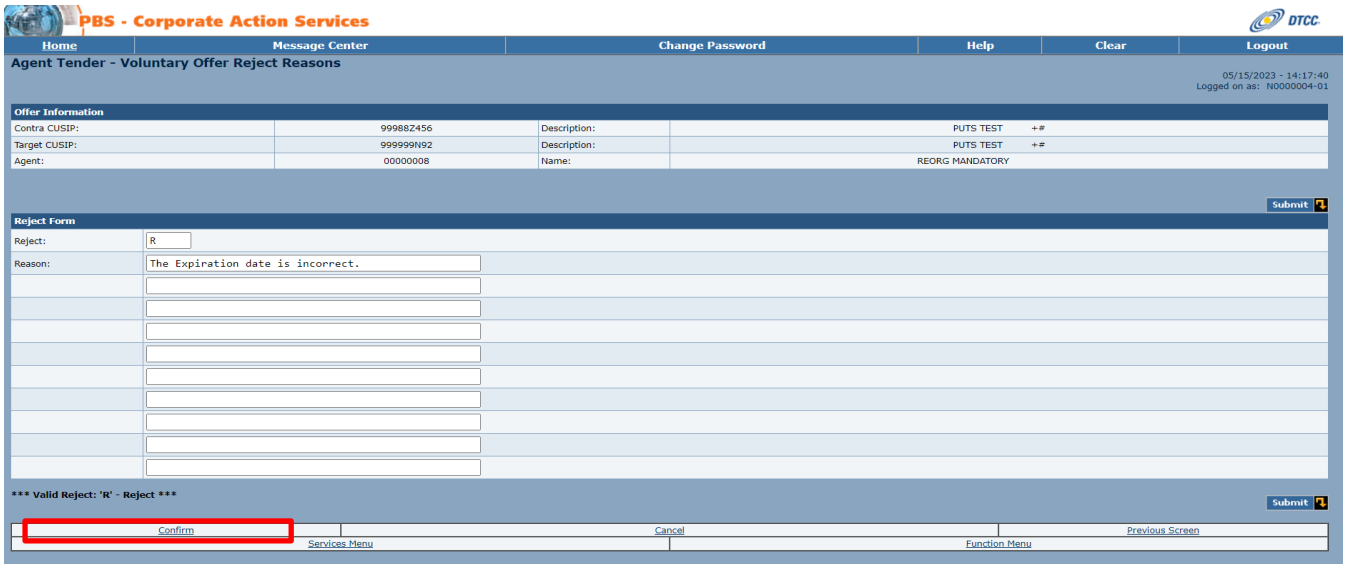
Note

Prior to rejecting the LOA in ATOP, Agent should contact 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.

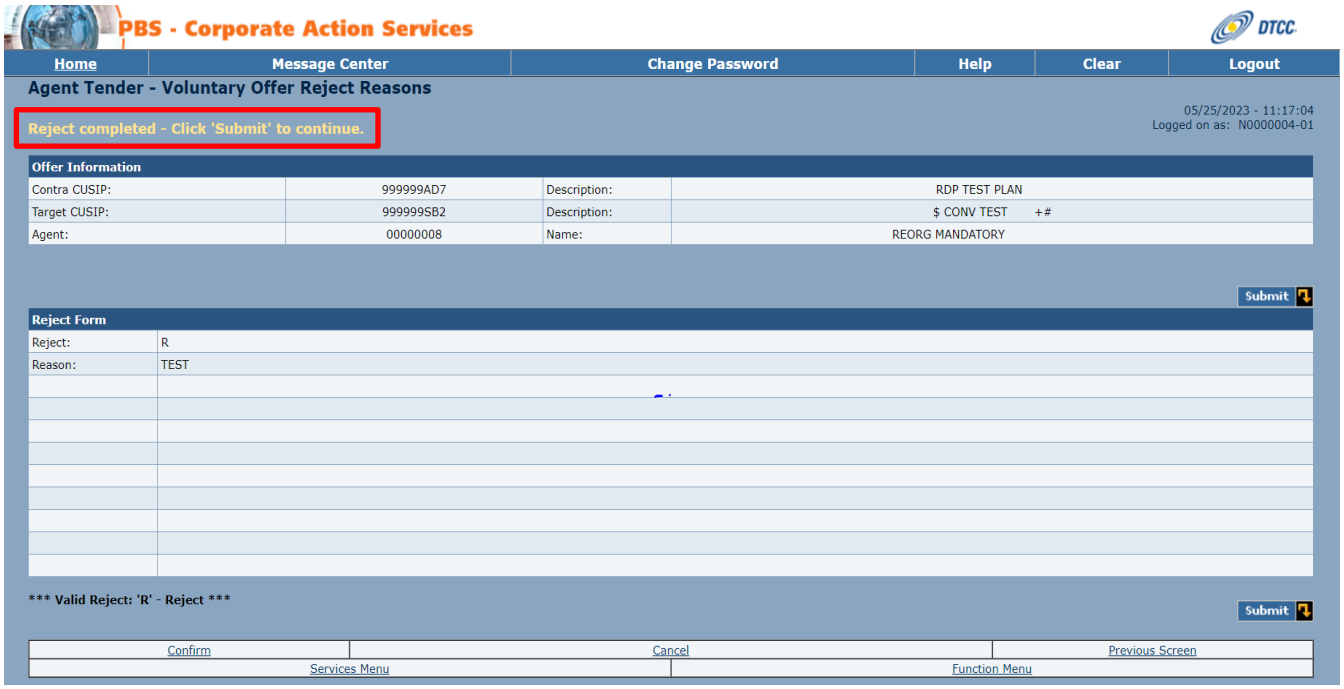


DTCC Public (White)

Enter an “R” in the reject box, and enter a rejection reason, (e.g., the expiration date is incorrect). Then select “confirm” on the bottom left of the screen. After confirming, the message “Reject Completed” will appear.



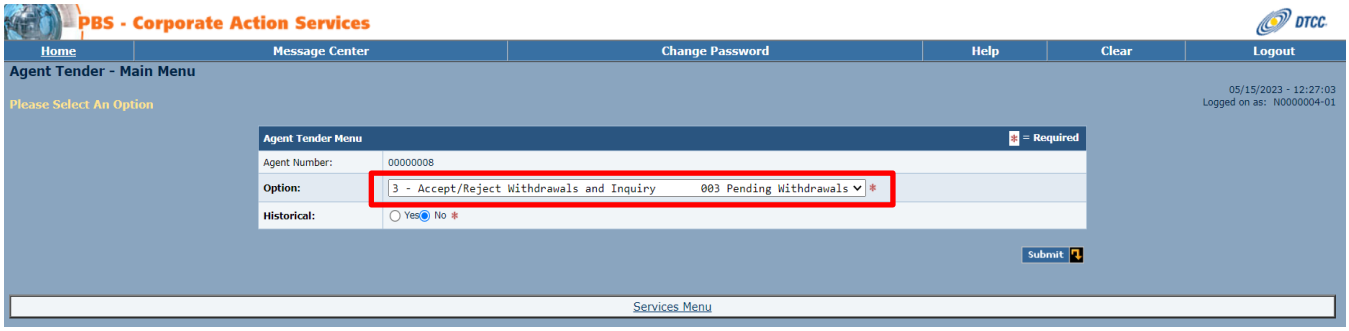
When “confirm” is selected, the message “Reject Completed” will appear on the screen. The Agent is to advise the DTC Reorg contacts (previously notified of the intent to reject the LOA) when the rejection is submitted in ATOP.



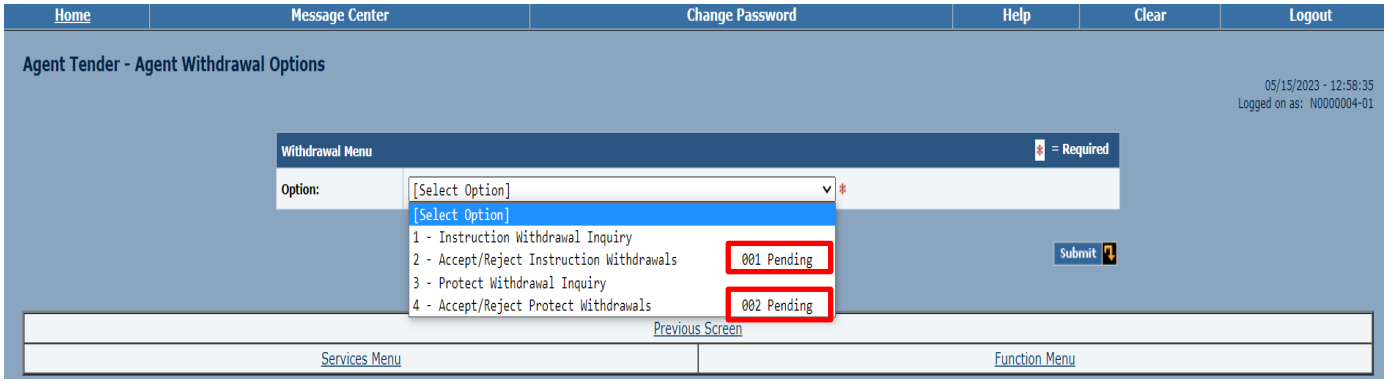
DTCC Public (White)

EXHIBIT IV: Option 3 – Accept/Reject Withdrawals and Inquiry

Agents are required to review pending withdrawals and make a determintion to accept or reject withdrawal requests in a timely manner and prior to the expiration date and time. Pending withdrals after expiration date will delay balancing the offer with DTC. To view and/or take action on withdrawal requests, enter Option 3- Accept /Reject Withdrawls Inquiry from the Agent Tender Main Menu list and click the submit button at the bottom of the screen. When selecting the option if there are pending withdrawals it will be displayed in the drop-down as in the example on the below screens. To view historical transactions, select “Yes” next to Historical and submit.

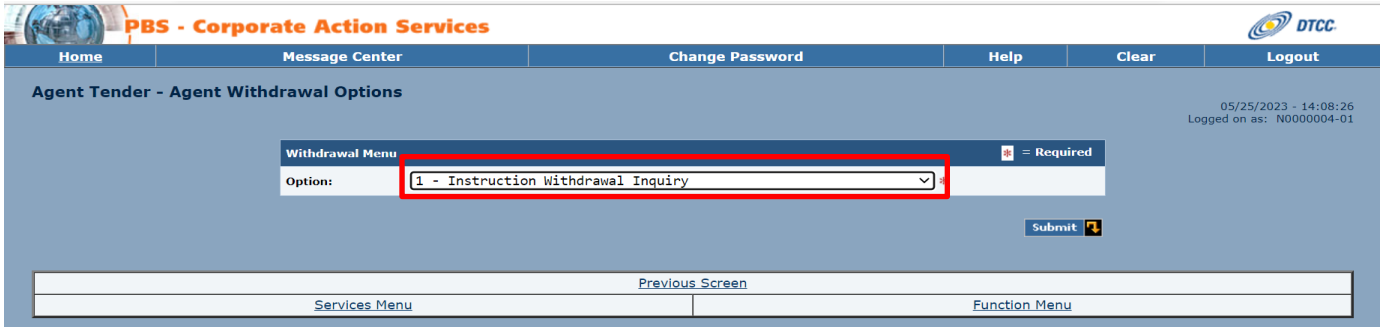


This will take you to the Agent Withdrawal Options screen. There are 4 options available to select are the following: 1-Instruction Withdrawal inquiry, 2- Accept/Reject Instruction Withdrawals, 3- Protects Withdrawal Inquiry, and 4- Accept/Reject Protect Withdrawals. If there are pending actions for the Agent to take it will be indicated in the drop- down menu next to the options.

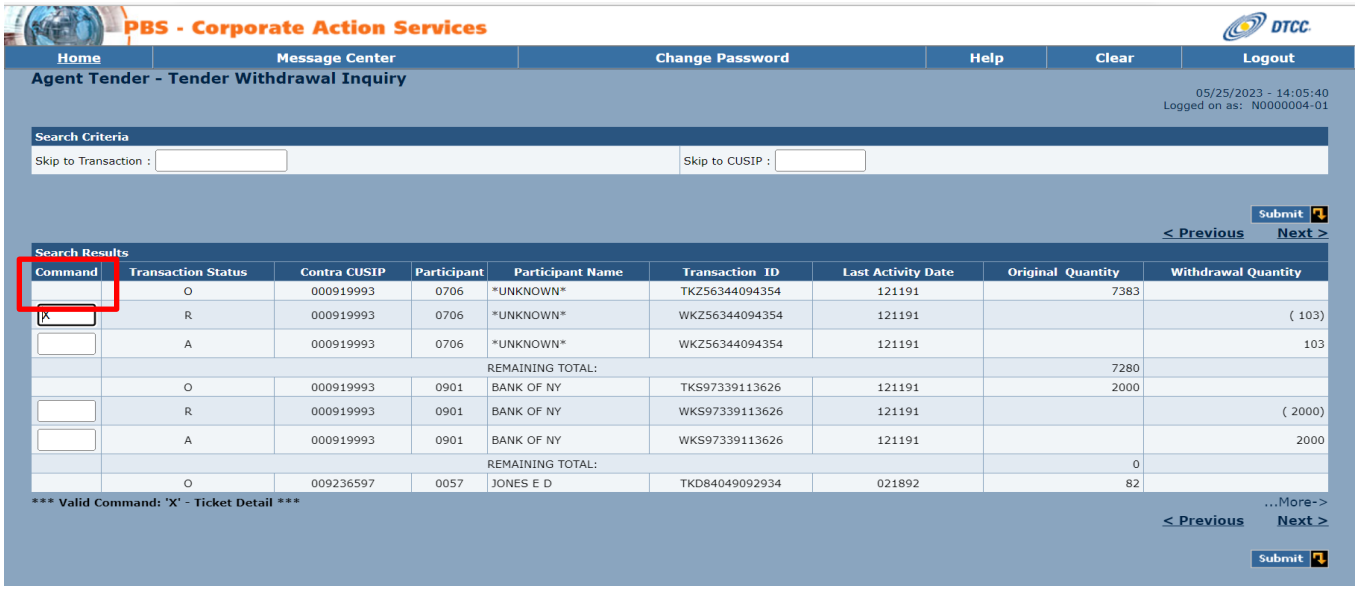


To inquiry, select Option 1-Instruction Withdrawal Inquiry and click the submit button.

DTCC Public (White)

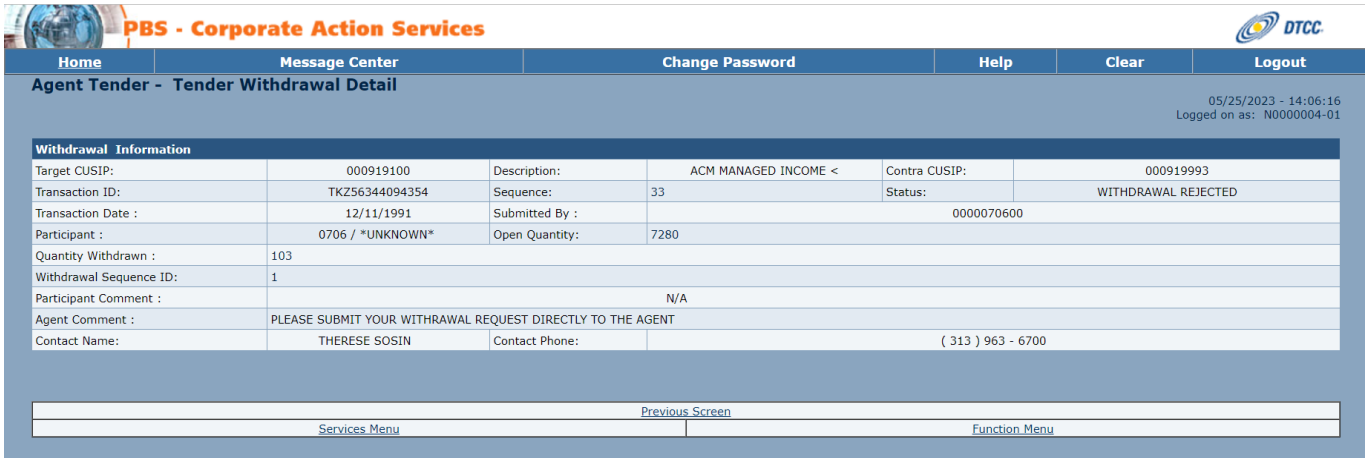


To view details of a withdrawal instruction, enter an “X” in the command box of the withdrawal to view and click the submit button. The transactions status codes are O-Open, R-Rejected, and A-Accepted, and C-Cancelled.

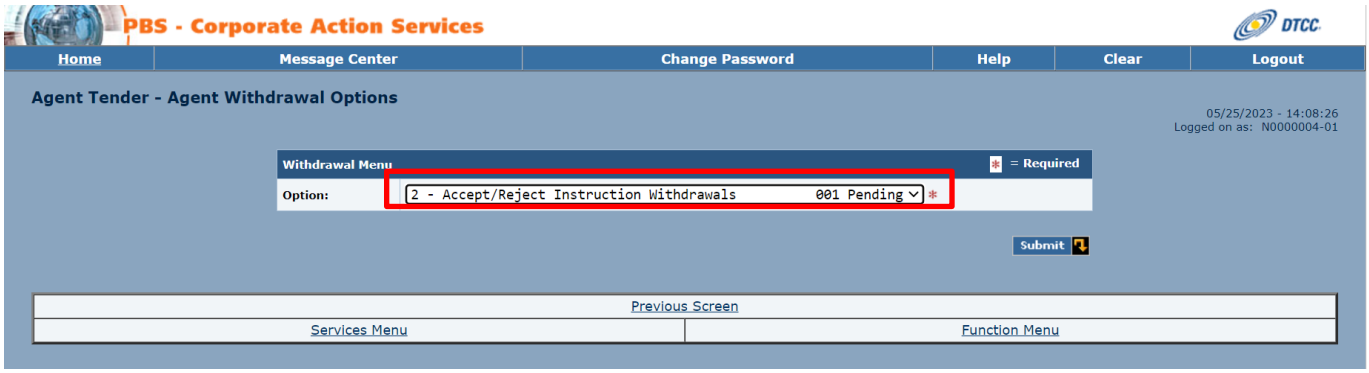


This will bring you to the Tender Withdrawal Detail screen for the transaction selected.

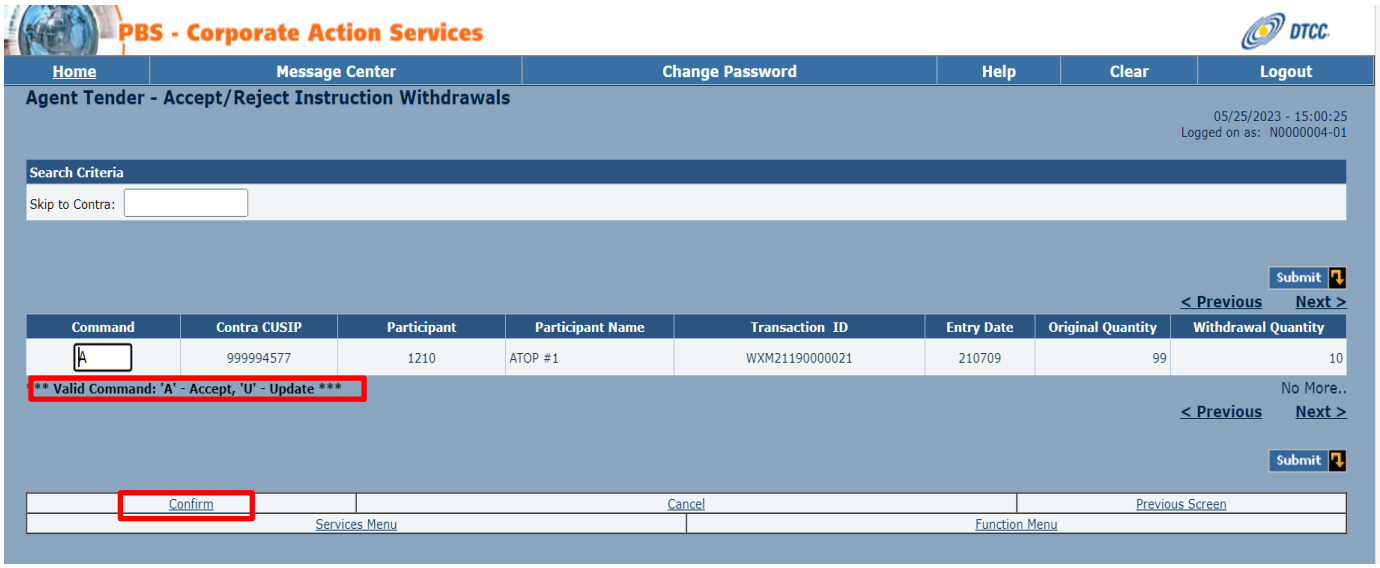
DTCC Public (White)



To action withdrawal instructions, select Option 2- Accept/Reject Instruction Withdrawals and click the submit button.

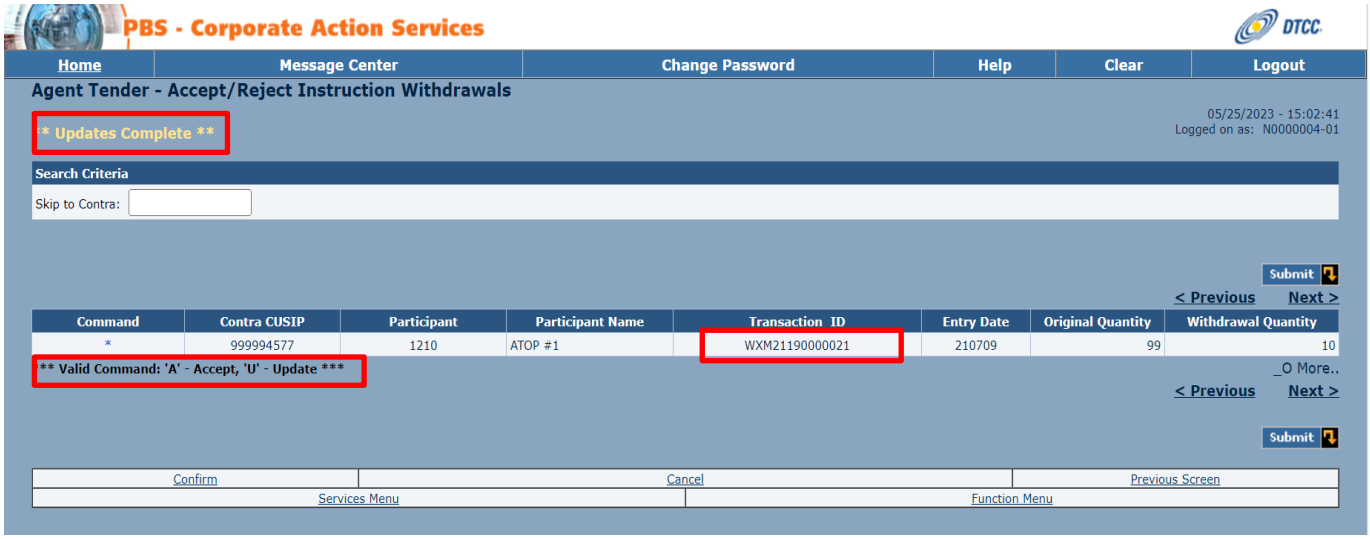


<u>Approve/Accept a Withdrawal:</u> To approve/accept a withdrawal, enter “A” in the command box and select “Confirm”.



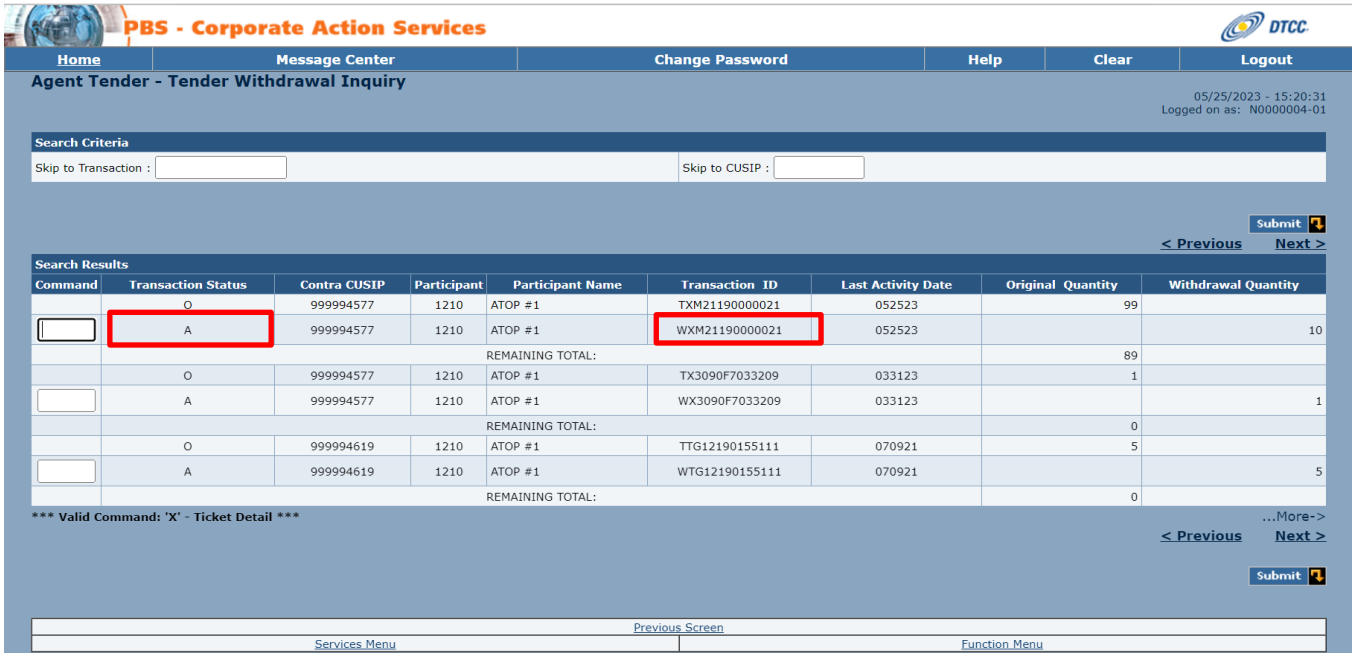
DTCC Public (White)

When confirm is selected, the message “Updates Complete” will appear and when inquiring on the withdrawal the status will now show the withdrawal as accepted (see next screens).

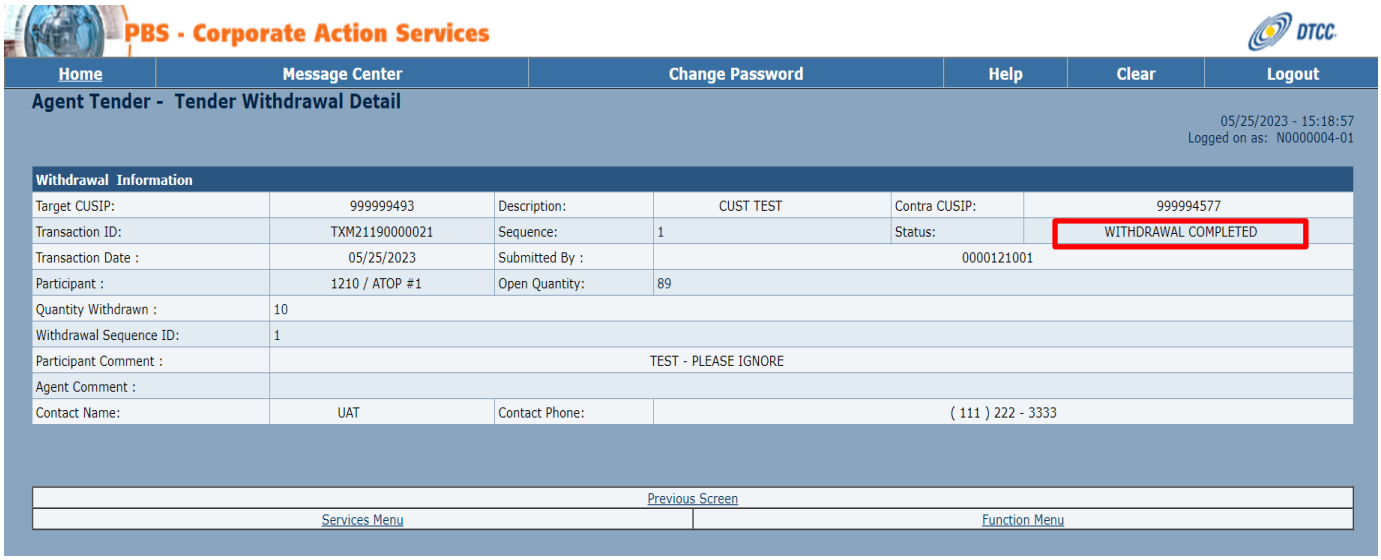


DTCC Public (White)

The withdrawal instruction shows the status of accepted.

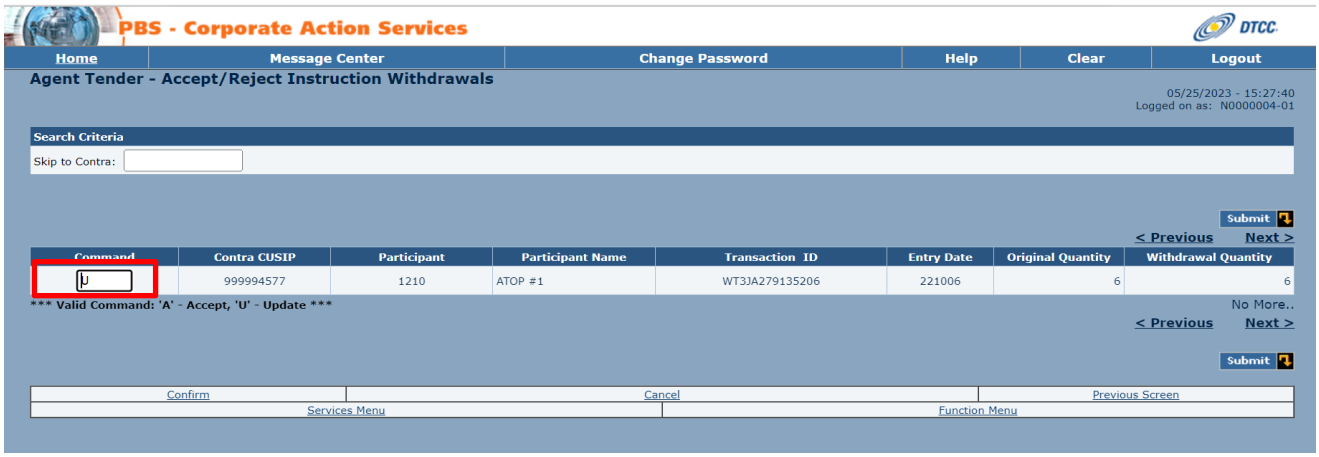


To view details of a withdrawal instruction, enter an “X” in the command box of the withdrawal to view and click the submit button.

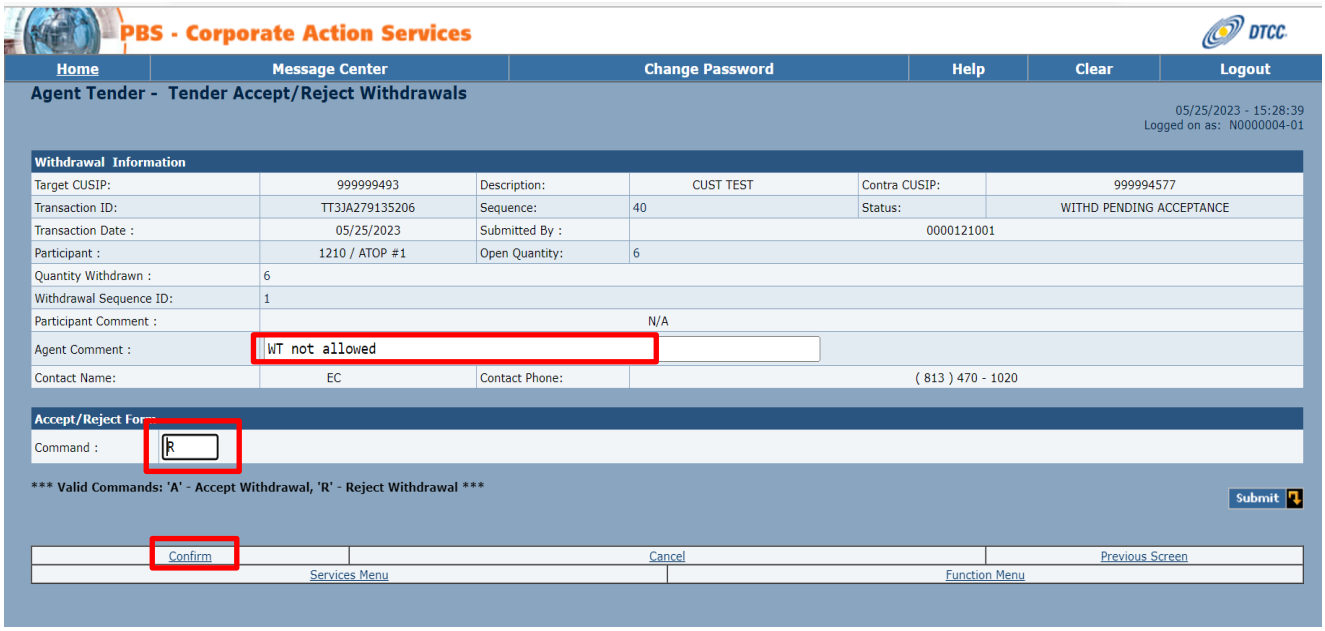


DTCC Public (White)

Reject a Withdrawal: To reject a withdrawal, enter “U” in the command box and click the submit button.

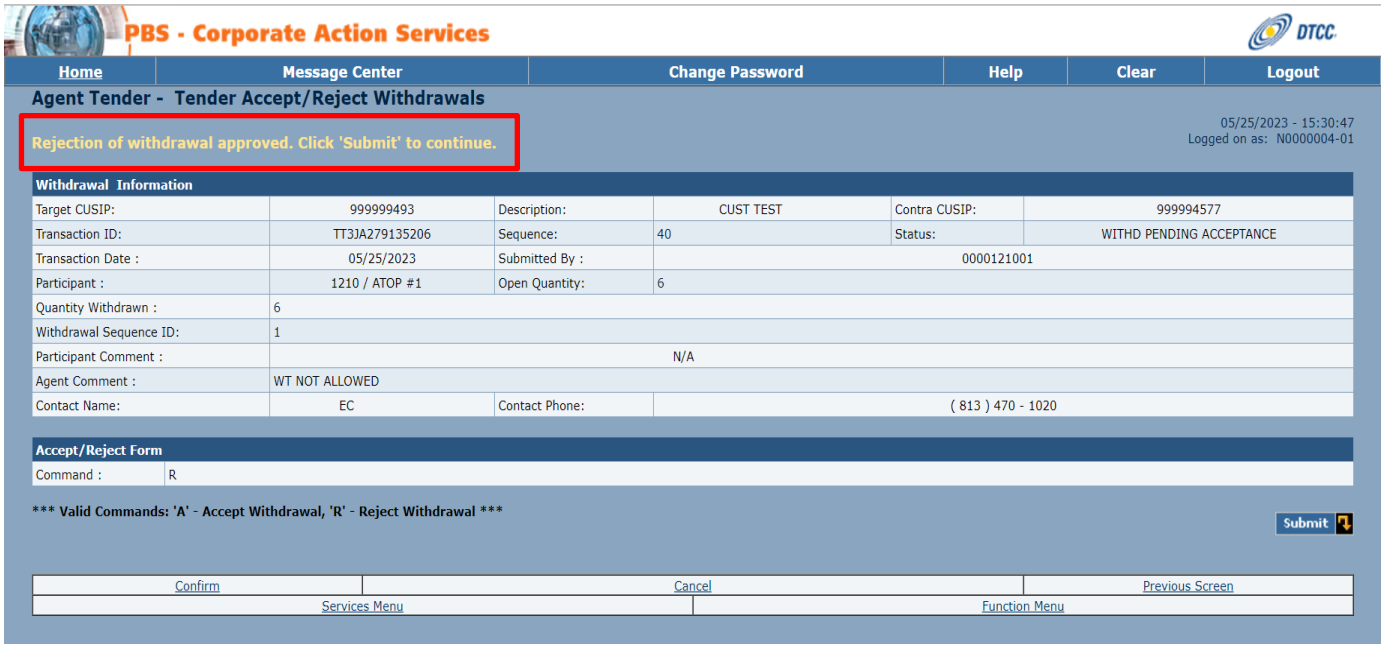


On this next screen, enter the reason for rejecting the withdrawal, and enter the submit button to have the explanation accepted. Then enter “R” in the command box and select Confirm.

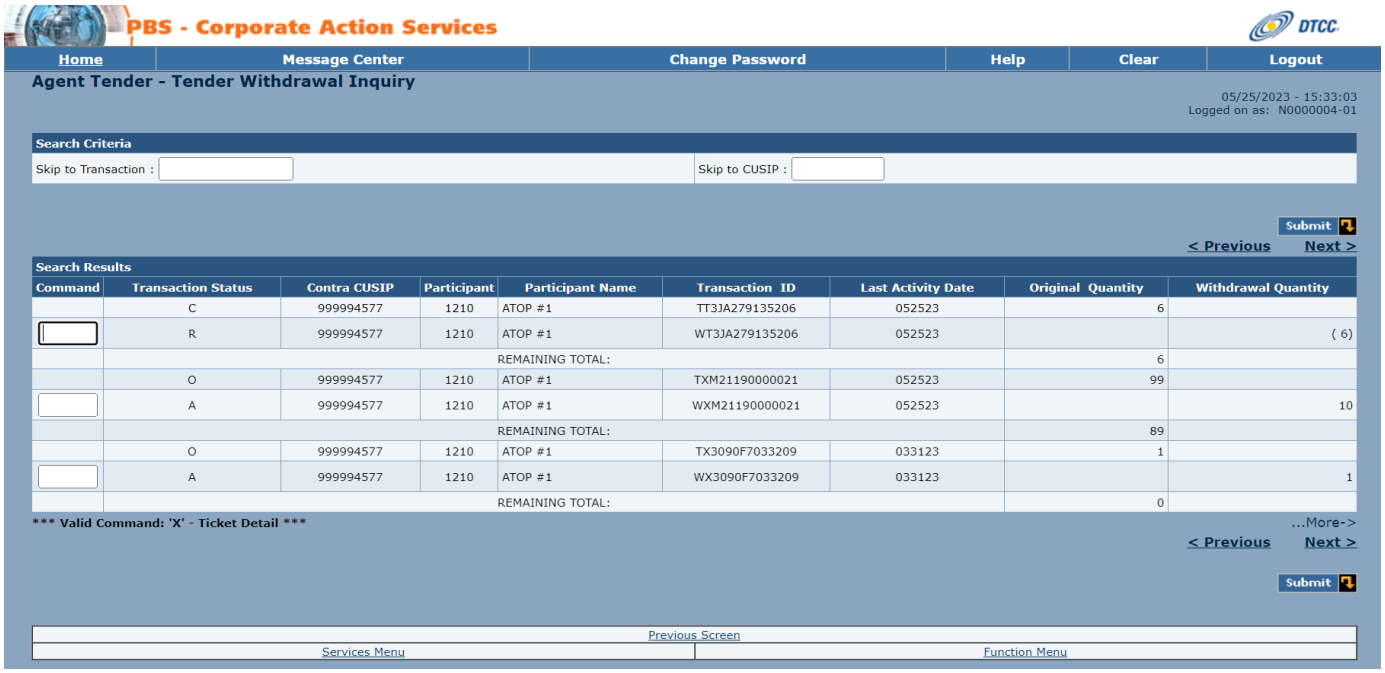


DTCC Public (White)

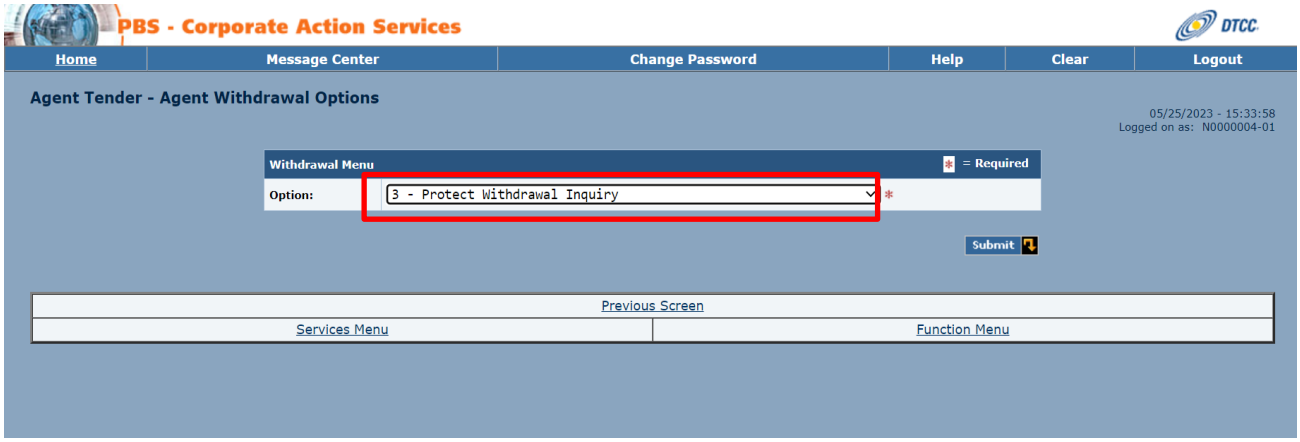
When confirm is selected, the message “Rejection of withdrawal approved” will appear and when inquiring on the withdrawal the status will now show the withdrawal as rejected (see next screen).



DTCC Public (White)



Protect Withdrawal Inquiry: To view and inquire on protect withdrawal requests select Option 3 – Protect Withdrawal Inquiry and click the submit button. *Please see Option 1- Inquiry for Withdrawal Requests, for the steps for this inquiry type as it is the same process.*



Accept / Reject Protect Withdrawals: To action protect withdrawal instructions, select Option 4- Accept/Reject Instruction Protect Withdrawals and click the submit button.

Please see Option 2- Accept/Reject Withdrawal Requests, for the steps for this option type as it is the same process.

DTCC Public (White)

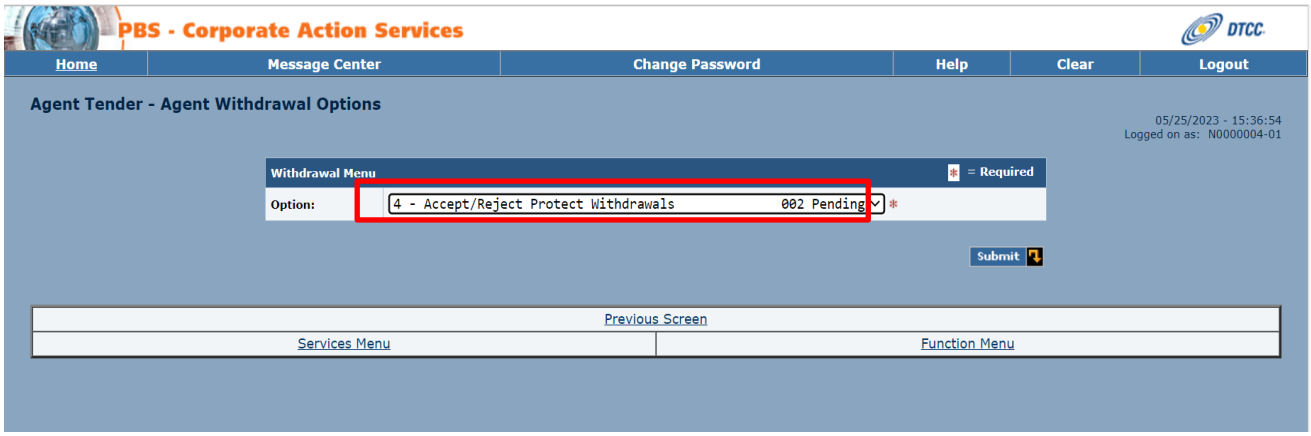
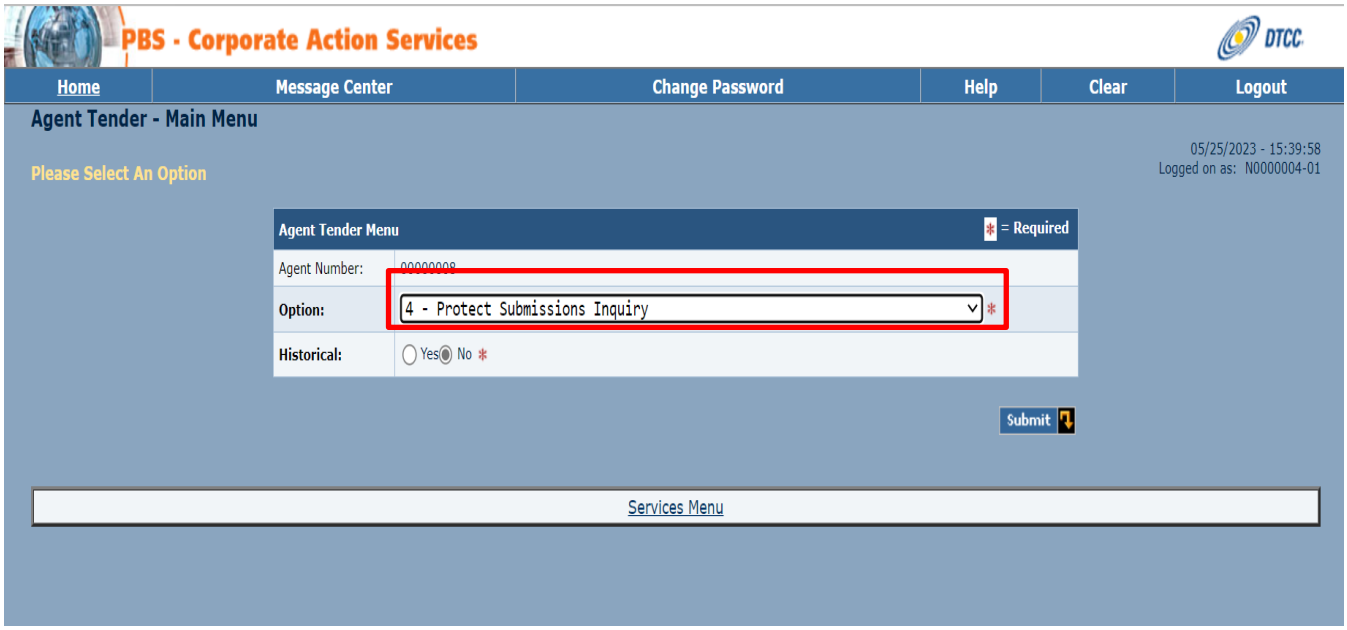


EXHIBIT V: Option 4 – Protect Submission Inquiry

To inquire on protects submitted, select Option 4 – Protect Submission Inquiry from the Agent Tender Main Menu list and click the submit button at the bottom of the screen.



This inquiry will provide a view of all protect submissions with their status (Complete, Expired, or Open). Use the “Next” button to move to the next list of protect submissions. From this screen, select a protect submission to view details by highlighting the command box and clicking on the submit button. (See next screen)

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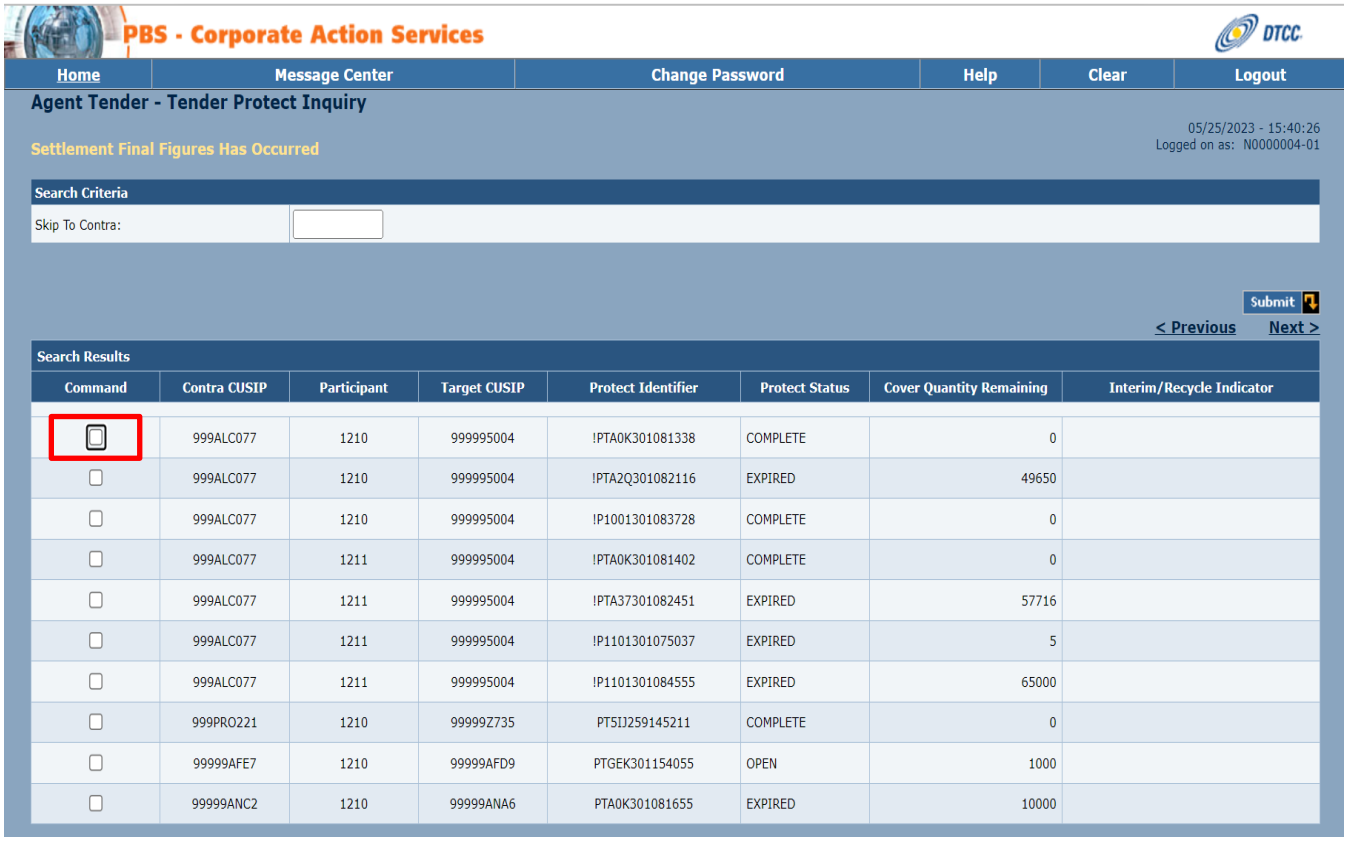
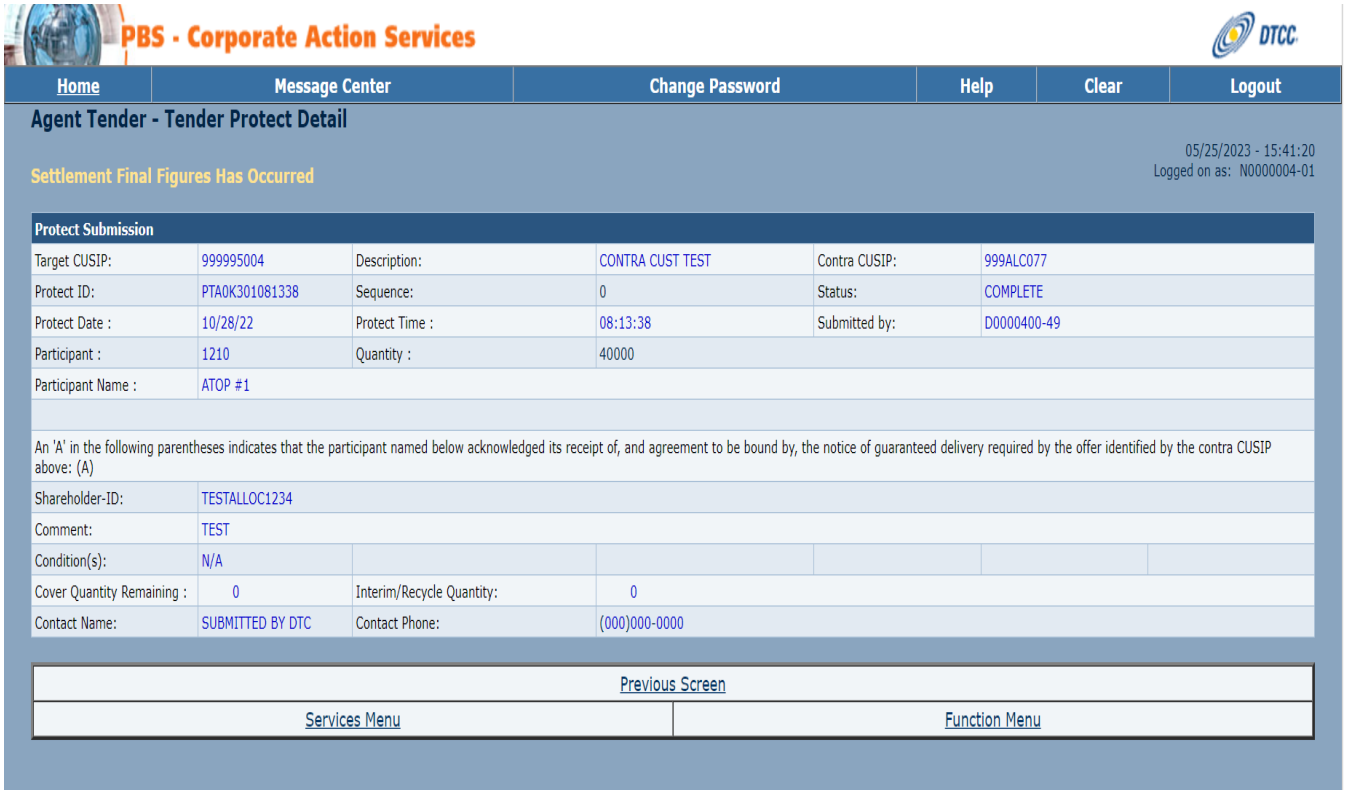


Command	Contra CUSIP	Participant	Target CUSIP	Protect Identifier	Protect Status	Cover Quantity Remaining	Interim/Recycle Indicator
☐	999ALC077	1210	999995004	!PTA0K301081338	COMPLETE	0	
☐	999ALC077	1210	999995004	!PTA2Q301082116	EXPIRED	49650	
☐	999ALC077	1210	999995004	!P1001301083728	COMPLETE	0	
☐	999ALC077	1211	999995004	!PTA0K301081402	COMPLETE	0	
☐	999ALC077	1211	999995004	!PTA37301082451	EXPIRED	57716	
☐	999ALC077	1211	999995004	!P1101301075037	EXPIRED	5	
☐	999ALC077	1211	999995004	!P1101301084555	EXPIRED	65000	
☐	999PRO221	1210	99999Z735	PT5IJ259145211	COMPLETE	0	
☐	99999AFE7	1210	99999AFD9	PTGEK301154055	OPEN	1000	
☐	99999ANC2	1210	99999ANA6	PTA0K301081655	EXPIRED	10000	



Target CUSIP:	999995004	Description:	CONTRA CUST TEST	Contra CUSIP:	999ALC077
Protect ID:	PTA0K301081338	Sequence:	0	Status:	COMPLETE
Protect Date :	10/28/22	Protect Time :	08:13:38	Submitted by:	D0000400-49
Participant :	1210	Quantity :	40000		
Participant Name :	ATOP #1				

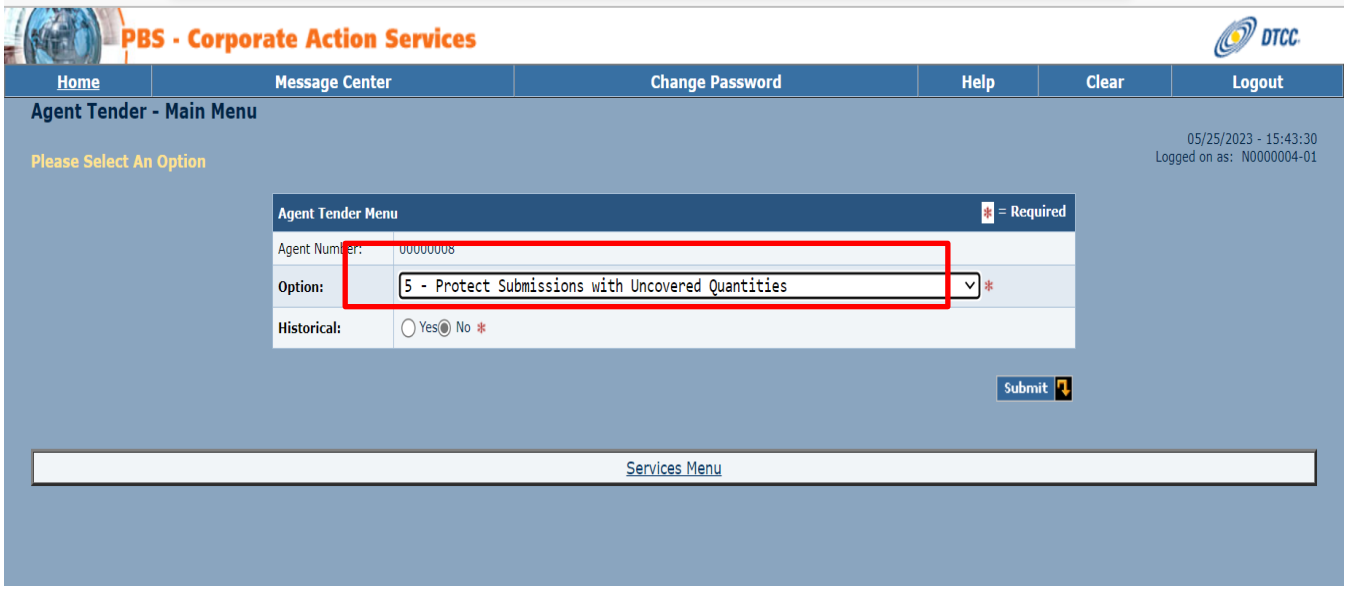
An 'A' in the following parentheses indicates that the participant named below acknowledged its receipt of, and agreement to be bound by, the notice of guaranteed delivery required by the offer identified by the contra CUSIP above: (A)

Shareholder-ID:	TESTALLOC1234		
Comment:	TEST		
Condition(s):	N/A		
Cover Quantity Remaining :	0	Interim/Recycle Quantity:	0
Contact Name:	SUBMITTED BY DTC	Contact Phone:	(000)000-0000

DTCC Public (White)

EXHIBIT VI: Option 5 – Protect Submission with UnCovered Quantities

To inquire on protects submitted with uncovered quantities, select Option 5 – Protect Submission with Uncovered Quantities from the Agent Tender Main Menu list and click the submit button at the bottom of the screen.



This inquiry will provide a view of all protect submissions with uncover quantities. Use the “Next” to move to the next list of protect submissions with uncover quantities. From this screen, select a protect submission to view details by entering an “X” in the command box and clicking on the submit button. (See next screen)

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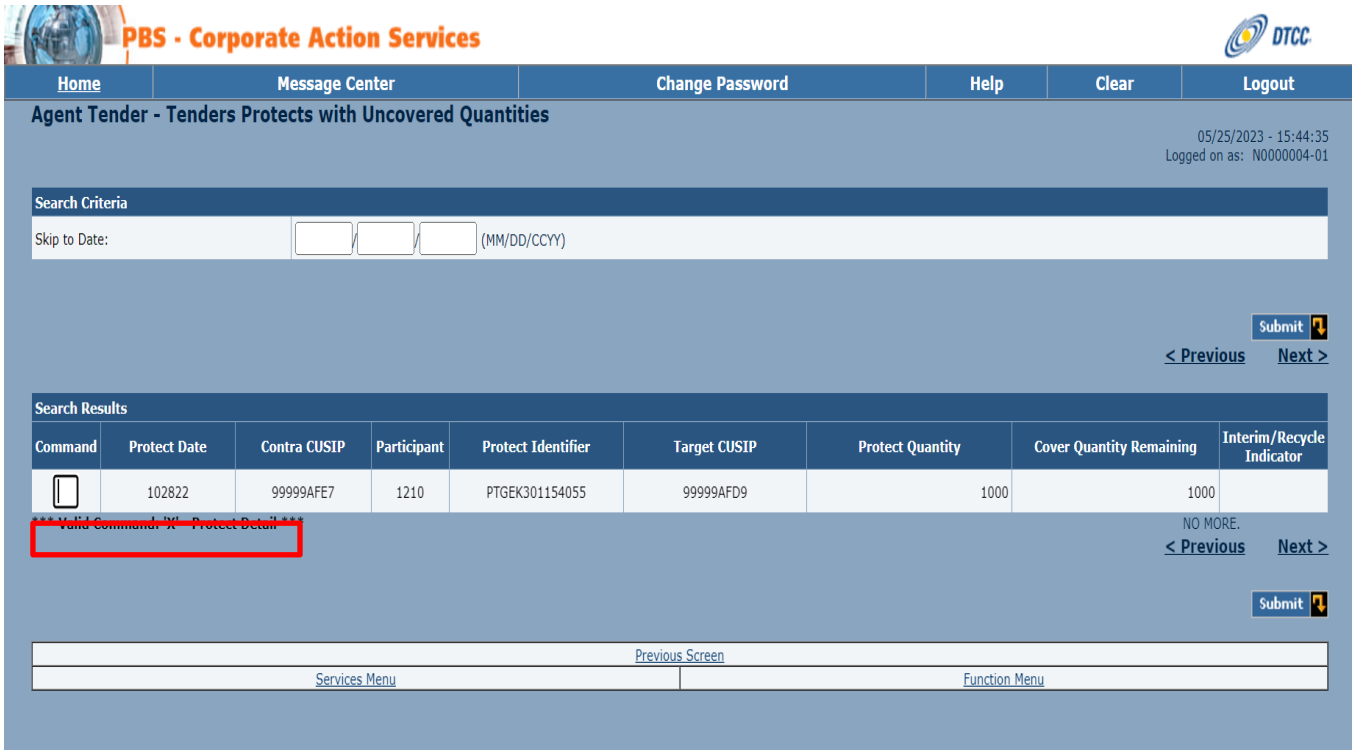

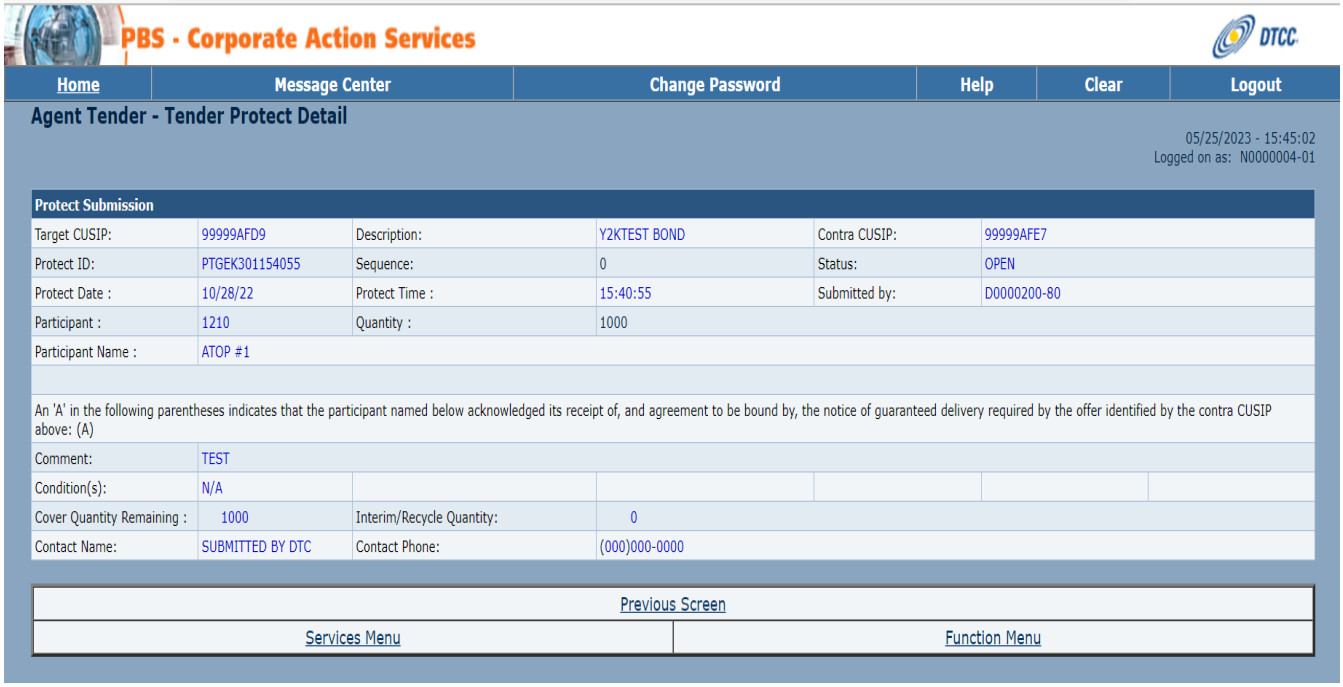

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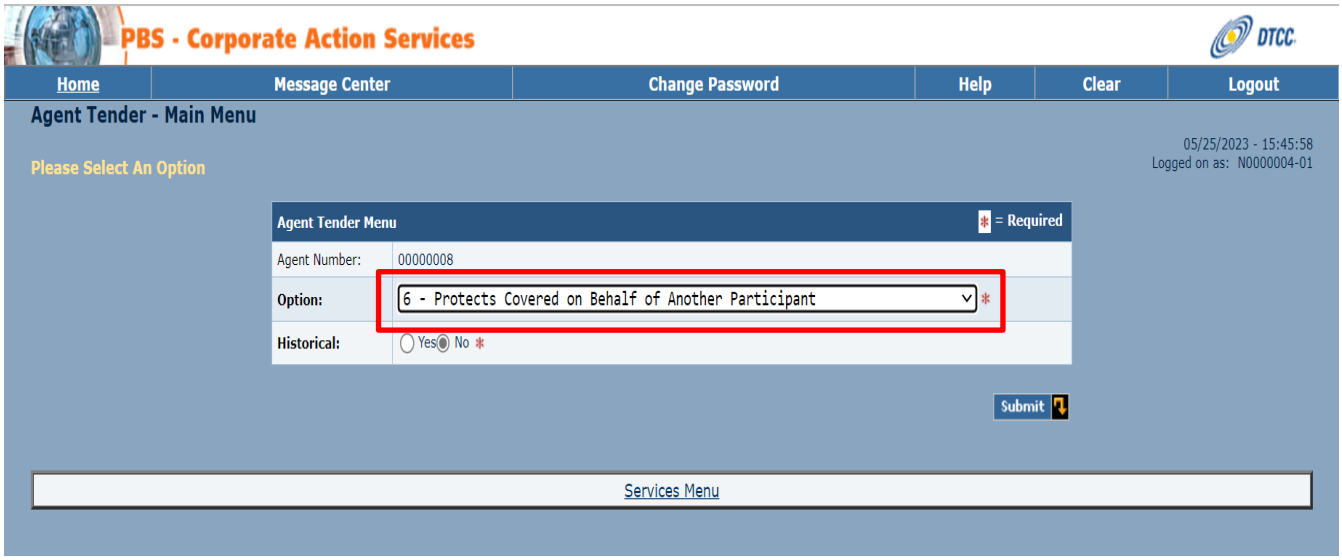
EXHIBIT VII: Option 6 – Protect Covered on Behalf of Another Participant

To inquire on protects submitted with uncovered quantities, select Option 6 – Protect Covered on Behalf of Another Participant from the Agent Tender Main Menu list and click the submit button at the bottom of the screen.



This inquiry will provide a view of all protect submissions covered on behalf of another participant. Use the “Next” to move to the next list of protect submissions covered. From this screen, select a protect submission to view details by highlighting the command box and clicking on the submit button. (See next screen)

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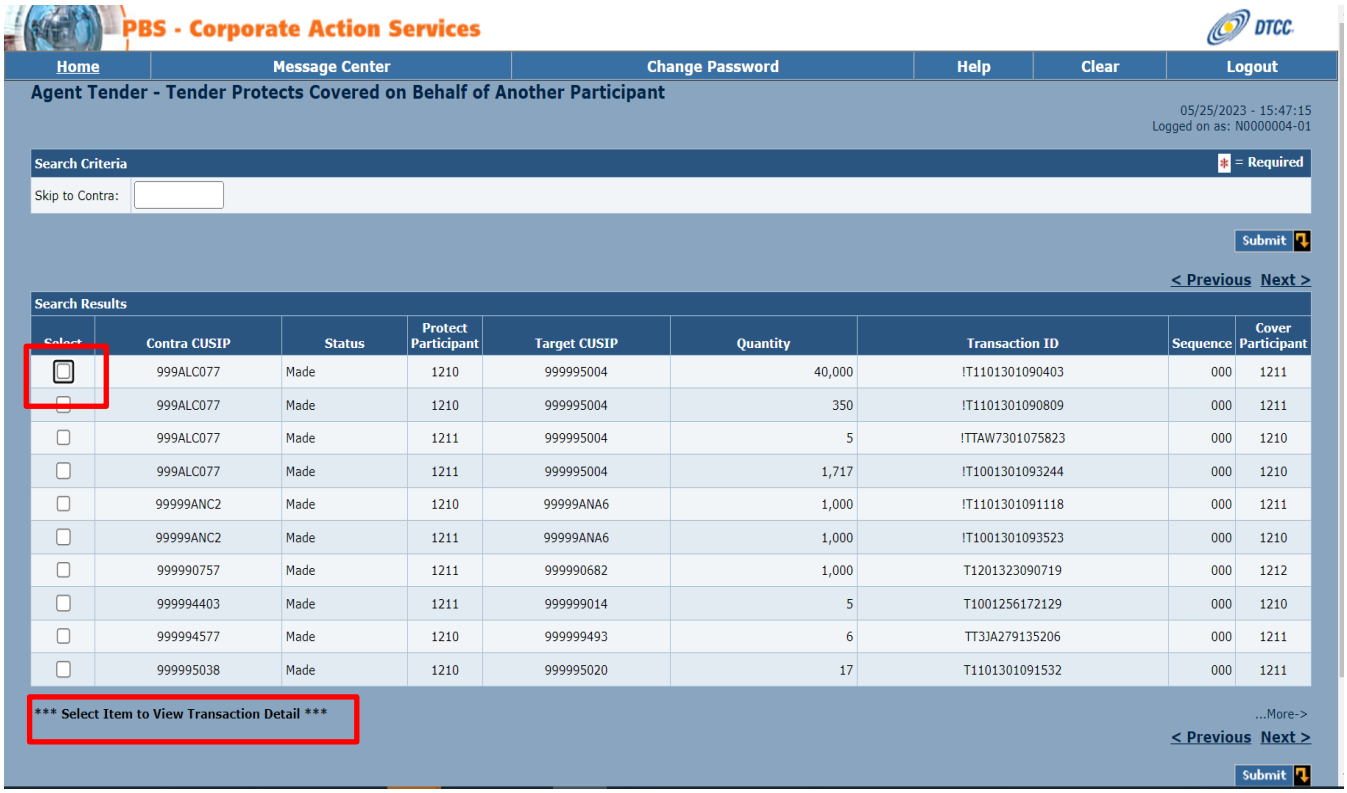

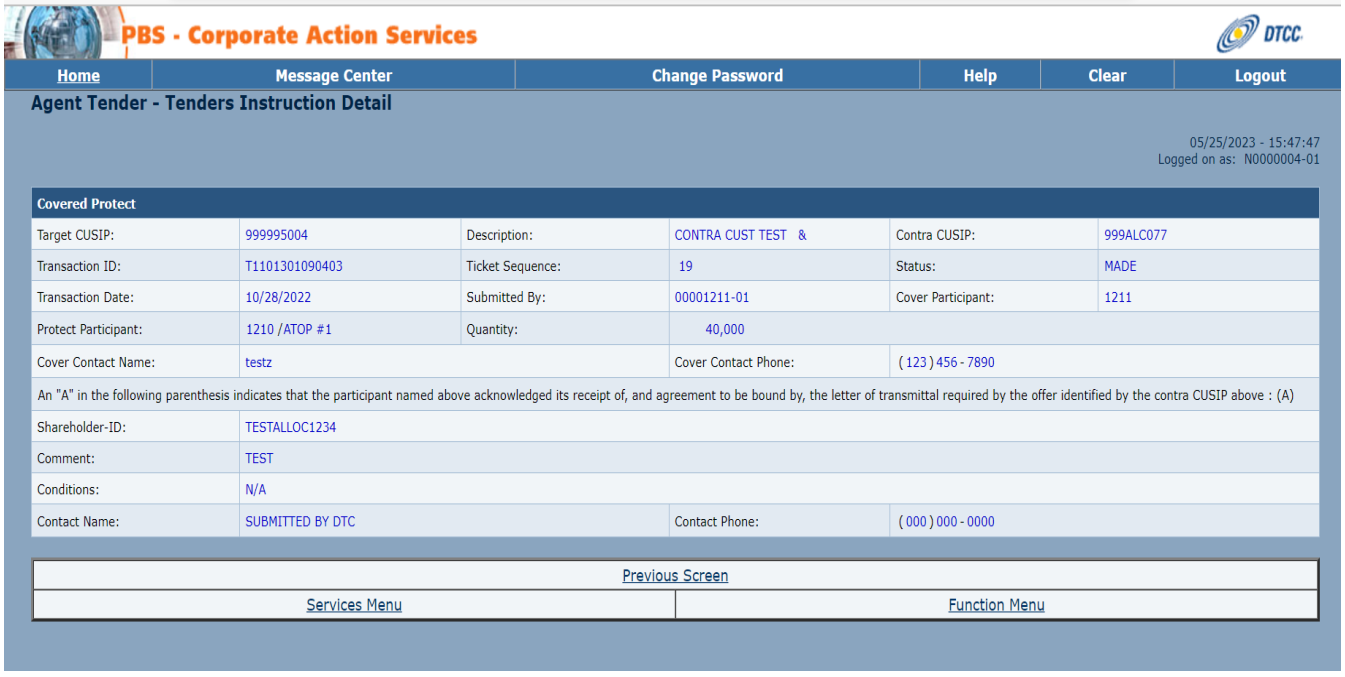

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