



570 Washington Blvd.
Jersey City, J 07310

To: Participants of The Depository Trust Company (“DTC”), National Securities Clearing Corporation (“NSCC”) and Fixed Income Clearing Corporation (“FICC”)

Attention: DTCC Client

Subject: Nominations to the Board of Directors of The Depository Trust & Clearing Corporation

Date: December 19, 2024

The Annual Meeting of Shareholders of The Depository Trust & Clearing Corporation (“DTCC”) will be held on or about March 27, 2025. At that time, the annual election of the Board of Directors of DTCC will take place.

DTCC’s Selection Process and Character and Fitness Standards (the “Standards”) for the annual nomination and election of Directors is set forth on the following pages.

The Governance Committee of the Board of Directors of DTCC invites suggestions for participant director nominees from participants of DTC, NSCC and FICC. The Governance Committee is seeking candidates having the characteristics specified in the attached Standards and encourages submissions to take into account gender, race, ethnicity and other diversity considerations. Individuals who are nominated and elected to the Board of DTCC will also be elected to the Boards of DTC, NSCC and FICC.

All nominations must include the following:

- Candidate CV and/or bio that lists current title, employer, and business address
- Completed Candidate Questionnaire (included on page 5 of these materials)

Please send the above to the Governance Committee, c/o Annette Nichols, Corporate Secretary, via email to corporatesecretary@dtcc.com **by the deadline of January 17, 2025**. Nominations received after this date will not be considered.

The Governance Committee of the Board of Directors of
DTCC

Ann Reese, Chair
Jon Herrick
William Hirshorn
Igor Modlin
Douglas Spell
James Tabacchi

THE DEPOSITORY TRUST & CLEARING CORPORATION

SELECTION PROCESS AND CHARACTER AND FITNESS STANDARDS FOR BOARD OF DIRECTOR CANDIDATES

Each year, the Board proposes a slate of director nominees for election at the Annual Meeting of Shareholders. The process of screening potential director candidates has been delegated to the Governance Committee by the Board. In accordance with the statutory requirements of “fair representation,” the Board must be representative of DTCC’s participant shareholders, who by virtue of making deposits to a clearing fund or otherwise, share the risk of loss associated with settlement defaults or other clearing agency losses. Invitations to stand for election are extended to director nominees by the Non-Executive Chairman of the Board and the Chair of the Governance Committee.

In evaluating an individual to serve as a director of DTCC, the Governance Committee will carefully consider each nominee’s expertise, availability, and integrity, and demonstrate that the addition of such individual to the Board, would, when taken as a whole, support diversity of skills, knowledge, experience, and perspectives of the Board. As part of the evaluation process, the Governance Committee will also consider the views of other stakeholders who may be affected by the decisions of the registered clearing agency and whether a nominee would complement other Board members, such that, if elected, the Board, taken as a whole, would represent the views of the owners and participants, a range of different business strategies, models, and sizes across participants, as well as a range of customers and clients served by such participants. The Governance Committee will also identify whether each nominee would meet the definition of “independent director” pursuant to under SEC Rule 17ad-25 (through the DTCC Director Conflicts of Interest Questionnaire and Independence Assessment), and whether the nominee has a known material relationship with DTCC or any affiliate thereof, an owner, a participant, or a representative of another stakeholder of DTCC or any affiliate.

Criteria considered by the Governance Committee in evaluating nominees to the Board include:

1. Characteristics essential for effectiveness as a Board member, including such factors as expertise, availability, integrity, independence, objectivity, sound judgment and leadership;
2. Relevant expertise and experience, such as in the areas of: (a) strategic planning; (b) risk management (specifically relevant to the following risk areas: credit; market; liquidity; operational; compliance/legal/regulatory; risk modeling/valuation; systemic); (c) information technology; (d) operations (such as payment systems; clearance/settlement; new products); (e) management of a business unit or function; (f) finance; (g) audit; (h) governmental/legislative relationship management; (i) regulatory affairs; and (j) compensation and human resources; and (k) governance;
3. The type and size, as well as business strategies and models, of the firm that the nominee is from;
4. Substantial seniority in their own firms;

5. Industry affiliations;
6. Education / other certification(s); and
7. For current Directors eligible for re-election, length of service on the Board, attendance, participation, and contribution at Board and committee meetings

The Board also strives to ensure diversity of representation among its members. When considering prospects for possible recommendation to the Board, the Governance Committee reviews available information about the expertise, qualifications, attributes and skills of prospects, as well as their gender, race, ethnicity and other diversity considerations.

For Participant Directors, additional criteria considered by the Governance Committee include:

1. The ability to represent users of DTCC's clearing agency services of The Depository Trust Company, Fixed Income Clearing Corporation and National Securities Clearing Corporation. With respect to user representation, the Governance Committee will consider the nature of the firm a prospective director is associated with, and will include among nominees one or more representatives of subsidiary participants that are engaged in one or more of the following activities: (a) custodian bank; (b) investment bank; (c) retail broker-dealer; (d) clearing firm; (e) government securities dealer; and (f) mortgage-backed securities dealer; and
2. Ownership of DTCC common stock by the entity employing the nominee.

For Non-Participant Directors, additional criteria considered by the Governance Committee include:

1. The ability to bring additional skills and expertise to the Board;
2. The ability to mitigate potential conflicts of interest of participant directors; and
3. The ability to introduce different perspectives.

The Governance Committee is responsible for reviewing with the Board, on an annual basis, the appropriate criteria that directors are required to fulfill (including experience, qualifications, attributes, skills and other characteristics) in the context of the current make-up of the Board and the needs of the Board given the circumstances of the Corporation.

The Governance Committee values the input of participant shareholders in identifying director candidates, and it solicits suggestions from industry members for prospective director nominees. The Governance Committee also considers possible nominations on its own initiative. The Governance Committee considers recommendations for Board candidates submitted by industry members and participant shareholders using the same criteria it applies to recommendations from the Governance Committee, directors and members of management. Participant shareholders of each of the clearing agency subsidiaries are allocated entitlements to purchase the common stock of DTCC based upon their usage,

and participant shareholders who take advantage of the opportunity to purchase such stock are thereby able to vote in the election of directors.

In developing and presenting its director recommendations to the Board of Directors, the Governance Committee will consider the current composition of the Board as a whole, including whether the Board reflects the appropriate balance of participant and non-participant directors (bearing in mind the statutory requirements of “fair representation,” which requires the Board to be representative of its participant shareholders), sound judgment, diversity and skills and experience needed to effectively oversee DTCC’s business, such as risk management experience, seniority, business specialization, technical skills, industry stature and experience at their own organizations.

Upon the Board’s approval, the Board will propose a slate of director nominees for election at the Annual Meeting of Shareholders. The nominations shall be included in proxy materials sent to the shareholders at least 10 days prior to the Annual Meeting of Shareholders. If any shareholder wishes to vote to elect a person who has not been nominated, it may nominate and vote for that person by so indicating on the proxy card. Voting will be on a cumulative basis, which permits shareholders with a minority interest an opportunity to obtain representation on the Board in proportion to their interest in all shares voted.

CANDIDATE QUESTIONNAIRE

Candidate Name:

Part A.

Please complete the following questions:

1. Have you ever been subject to any disciplinary actions by a government regulator or a self-regulatory organization?

☐ No
☐ Yes. Please provide details:

2. Have you ever been employed by one or more firms that have been expelled from the securities industry?

☐ No
☐ Yes. Please provide details:

3. Are you currently a party to any criminal or civil legal proceedings?

☐ No
☐ Yes. Please provide details:

Part B.

Instructions: Please check the box that is most relevant to your skills and experience. Please answer every question. If you do not have any experience in a certain area, please check "None".

BUSINESS:

Strategic Planning	<input type="checkbox"/> None	<input type="checkbox"/> Some	<input type="checkbox"/> Considerable	<input type="checkbox"/> Extensive
New Business Development	<input type="checkbox"/> None	<input type="checkbox"/> Some	<input type="checkbox"/> Considerable	<input type="checkbox"/> Extensive
Mergers & Acquisitions	<input type="checkbox"/> None	<input type="checkbox"/> Some	<input type="checkbox"/> Considerable	<input type="checkbox"/> Extensive
Restructuring/Expansion of Markets	<input type="checkbox"/> None	<input type="checkbox"/> Some	<input type="checkbox"/> Considerable	<input type="checkbox"/> Extensive
Product Management	<input type="checkbox"/> None	<input type="checkbox"/> Some	<input type="checkbox"/> Considerable	<input type="checkbox"/> Extensive

Product Development	<input type="checkbox"/> None	<input type="checkbox"/> Some	<input type="checkbox"/> Considerable	<input type="checkbox"/> Extensive
Expense Management	<input type="checkbox"/> None	<input type="checkbox"/> Some	<input type="checkbox"/> Considerable	<input type="checkbox"/> Extensive
Customers	<input type="checkbox"/> None	<input type="checkbox"/> Some	<input type="checkbox"/> Considerable	<input type="checkbox"/> Extensive

RISK MANAGEMENT:

Credit/Market/Liquidity	<input type="checkbox"/> None	<input type="checkbox"/> Some	<input type="checkbox"/> Considerable	<input type="checkbox"/> Extensive
Operational	<input type="checkbox"/> None	<input type="checkbox"/> Some	<input type="checkbox"/> Considerable	<input type="checkbox"/> Extensive
Compliance/Legal/Regulatory	<input type="checkbox"/> None	<input type="checkbox"/> Some	<input type="checkbox"/> Considerable	<input type="checkbox"/> Extensive
Payment Systems/Clearance/ Settlement	<input type="checkbox"/> None	<input type="checkbox"/> Some	<input type="checkbox"/> Considerable	<input type="checkbox"/> Extensive
New Initiatives/New Products	<input type="checkbox"/> None	<input type="checkbox"/> Some	<input type="checkbox"/> Considerable	<input type="checkbox"/> Extensive
Risk Modeling Valuation	<input type="checkbox"/> None	<input type="checkbox"/> Some	<input type="checkbox"/> Considerable	<input type="checkbox"/> Extensive

OPERATIONS/TECHNOLOGY:

Operations	<input type="checkbox"/> None	<input type="checkbox"/> Some	<input type="checkbox"/> Considerable	<input type="checkbox"/> Extensive
Technology	<input type="checkbox"/> None	<input type="checkbox"/> Some	<input type="checkbox"/> Considerable	<input type="checkbox"/> Extensive
Infrastructure Services	<input type="checkbox"/> None	<input type="checkbox"/> Some	<input type="checkbox"/> Considerable	<input type="checkbox"/> Extensive
Application Development	<input type="checkbox"/> None	<input type="checkbox"/> Some	<input type="checkbox"/> Considerable	<input type="checkbox"/> Extensive
Capacity Planning	<input type="checkbox"/> None	<input type="checkbox"/> Some	<input type="checkbox"/> Considerable	<input type="checkbox"/> Extensive
Information Security	<input type="checkbox"/> None	<input type="checkbox"/> Some	<input type="checkbox"/> Considerable	<input type="checkbox"/> Extensive
Disaster Recovery	<input type="checkbox"/> None	<input type="checkbox"/> Some	<input type="checkbox"/> Considerable	<input type="checkbox"/> Extensive

FINANCE:

Accounting	<input type="checkbox"/> None	<input type="checkbox"/> Some	<input type="checkbox"/> Considerable	<input type="checkbox"/> Extensive
Cash Management	<input type="checkbox"/> None	<input type="checkbox"/> Some	<input type="checkbox"/> Considerable	<input type="checkbox"/> Extensive
Liquidity Management	<input type="checkbox"/> None	<input type="checkbox"/> Some	<input type="checkbox"/> Considerable	<input type="checkbox"/> Extensive
Capital Planning	<input type="checkbox"/> None	<input type="checkbox"/> Some	<input type="checkbox"/> Considerable	<input type="checkbox"/> Extensive
Regulatory Capital Planning	<input type="checkbox"/> None	<input type="checkbox"/> Some	<input type="checkbox"/> Considerable	<input type="checkbox"/> Extensive
Strategic Financial Management	<input type="checkbox"/> None	<input type="checkbox"/> Some	<input type="checkbox"/> Considerable	<input type="checkbox"/> Extensive

AUDIT:

Internal Controls ☐ None ☐ Some ☐ Considerable ☐ Extensive

Internal Audit Activities ☐ None ☐ Some ☐ Considerable ☐ Extensive

Financial Reporting and
External Audit Activities ☐ None ☐ Some ☐ Considerable ☐ Extensive

Legal and Regulatory
Compliance Activities ☐ None ☐ Some ☐ Considerable ☐ Extensive

GOVERNMENTAL ☐ None ☐ Some ☐ Considerable ☐ Extensive
EXPERIENCE

REGULATORY/LEGISLATIVE ☐ None ☐ Some ☐ Considerable ☐ Extensive
RELATIONSHIP
MANAGEMENT: