

## DTCC ISSUER SERVICES

For over 35 years, DTC has worked to automate and streamline the processing of eligible securities, reducing risk and bringing cost-savings to its members and to the financial services industry. For eligible securities in the increasingly complex financial services arena, DTC provides a variety of services that may assist issuers of those securities. DTCC boosts efficiencies and reduces costs for issuers by helping to automate the lifecycle of a security, working directly with the issuer and/or its agents. For certain securities offered to the public under a registration statement filed with the Securities Exchange Commission (SEC), DTCC's services begin with the initial public offering, and include custody and the transfer of interests in the securities among DTC Participants by electronic "book-entry", as well as servicing the assets by announcing, collecting, allocating and reporting payment of dividends and interest, processing corporate actions and finally, managing the retirement of the security. Certain of these services also extend to securities that are not offered in an underwriting but which otherwise meet DTC eligibility criteria, including issuance under Rule 144A or Reg S or an exemption from registration, under the Securities Act of 1933, which does not impose ownership or transfer restrictions.

## SOME OF THE SERVICES PROVIDED FOR DTCC ELIGIBLE ISSUES:

- Dividend Processing
- Physical Stock Transfers
- Account Transfers ( ACATS )
- Trade Settlements
- Information regarding:
  - Meetings
  - Proxy Voting
  - Consents
  - Mandatory Events
  - Voluntary Events
  - Legal Notices

*For a complete list of services, please visit the following web address for more information:*

<http://www.dtcc.com/products/asset/issuers/index.php>

# BENEFITS, SERVICES AND ELIGIBILITY REQUIREMENTS ASSOCIATED WITH YOUR CORPORATE ACTION

**DTCC**

# DTCC ELIGIBILITY AND YOUR SECURITY

When issuing a new [debt or equity] security, either as a result of an initial public offering or a corporate action event, issuers frequently opt for DTCC eligibility for efficient processing and improved market liquidity. A wide range of servicing activities benefiting both issuers and the holders of their securities are provided by DTC for eligible securities. The settlement process when handled through DTCC eliminates the need to have an agent physically transfer security certificates between parties to a trade, thus helping to increase efficiencies and reduce risk and costs of physical delivery. DTC provides ongoing Asset Servicing on depository eligible securities in regard to physical stock transfers, distributions including principal and interest and dividend payments, corporate actions and position reporting for all securities registered in the nominee name of DTC, "Cede & Co.". For the issuer and its agents, DTC's centralized processing efficiencies offer the benefits of reduced risk and costs, rather than having to individually coordinate with each holder.

## WORKING WITH DTC ON YOUR CORPORATE ACTION EVENT

To help ensure timely allocation of a corporate action by DTCC, it is critical that the Issuer or its Agent notifies DTC well in advance of the upcoming corporate action. When your corporate action becomes public information, please forward any documents pertaining to the event to [mandatoryreorgannouncements@dtcc.com](mailto:mandatoryreorgannouncements@dtcc.com). Your documents should include contact information for both your company and your legal counsel. It is the responsibility of the issuer undertaking a corporate action to provide evidence that the new security resulting from that action satisfies DTC's eligibility criteria. DTC will advise whether an opinion of counsel may be required to substantiate the legal basis for eligibility. In that case, DTC will usually provide a template for the required opinion and the delivery of a satisfactory opinion from counsel acceptable to DTC will be a condition of eligibility.

## INFORMATION REGARDING THE LEGAL OPINION AND DTCC'S OPERATIONAL ARRANGEMENTS

If a legal opinion is required for eligibility, it must be given by an independent, experienced securities practitioner licensed and in good standing within the relevant jurisdiction. Additionally, the transfer agent or paying agent must have a signed Operational Arrangements Agent Letter on file with DTC. DTC's Operational Arrangements set forth the criteria for an issue to become and remain eligible for depository and book-entry services and outlines the Agent's obligations to DTCC.

For additional information on DTCC eligibility please go to [www.dtcc.com/legal/eligibility](http://www.dtcc.com/legal/eligibility)