

# Corporate Actions Guidebook





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## INTRODUCTION

Corporate action transactions involve a lot of moving parts. There are a few activities for which issuers are responsible and then Broadridge will manage the rest. For each corporate action in this handbook, you will find a timeline with assigned responsibilities, along with a detailed description of each activity.

## BROADRIDGE CONTACT INFORMATION

Shareholders with questions, including for information on how to replace lost/stolen/destroyed/mutilated certificates, can contact Broadridge directly:

**+1 855 793 5068\* | [shareholder@broadridge.com](mailto:shareholder@broadridge.com)**

\*Phone number may vary if dedicated line currently in place

## REVERSE STOCK SPLIT (EXCHANGE AGENT)

ACTIVITY	WHO MANAGES?	WHEN?
Acquire a new CUSIP	Issuer	As early as possible
Notify the stock exchange	Issuer	At least 15 days before event
Draft shareholder communications	Issuer + Broadridge	At least 15 days before event
Close security to activity	Broadridge	On event date
Circulate calculation file	Broadridge	On event date
Mail letter of transmittal	Broadridge	Within 4 days after event
Exchange eligible shares	Broadridge	Within 4 days after event
Send reminder mailings (OPTIONAL)	Broadridge	3-6 months after event
Perform post-merger clean-up (OPTIONAL)	Issuer + Broadridge	6 months+ after event
Deliver unclaimed property (CONDITIONAL)	Broadridge	1 year+ after event

## PREPARING FOR THE EVENT

### AS EARLY AS POSSIBLE

**Issuer will need to acquire a new CUSIP number and forward it to your Broadridge Event Manager.**

Timing is important. It may take the CUSIP Bureau two business days to issue a new CUSIP number. After that, it will take DTC approximately 10 business days to make the CUSIP DTC eligible. Forward the new CUSIP notification to your Broadridge Event Manager as early as possible so that they can notify DTC.

**Important:** The new CUSIP must be DTC eligible prior to the effective date.

### AT LEAST FIFTEEN (15) DAYS BEFORE EVENT

**Issuer will notify the stock exchange on which the security trades.**

If the security trades on the OTC market, you will need to file required documents with FINRA. Broadridge, as agent, will need to submit a FINRA TA Verification Form using information included in the filing you submit.

### AT LEAST FIFTEEN (15) DAYS BEFORE EVENT

**Issuer and Broadridge will draft shareholder communications, usually consisting of a transmittal letter and cover letter.**

Broadridge will mail these communications shortly after the effective date to shareholders who have outstanding certificates.

## ON THE EVENT DATE

**Broadridge and DTC will close the security to any further activity.**

Going forward any transfers or sales will be processed under the post-reverse stock split security.

**Broadridge will circulate a calculation file for your approval using the effective date shareholder file.**

Based on these calculations, Broadridge will create a nominee account under the new security and request that you wire cash in lieu funds.

## AFTER THE EVENT DATE

### **WITHIN FOUR (4) DAYS AFTER EVENT**

**Broadridge will mail a letter of transmittal and cover letter to anyone who holds certificates, or a combination of certificates and book-entry shares.**

Shares will only be exchanged upon a valid and full presentation of their original certificates and a completed letter of transmittal.

### **WITHIN FOUR (4) DAYS AFTER EVENT**

**Broadridge will automatically exchange the shares of anyone holding book-entry shares in their account, including DTC.**

## OPTIONAL/CONDITIONAL ACTIVITIES AFTER THE EVENT DATE

### **3-6 MONTHS AFTER EVENT**

**Broadridge will send a reminder mailing to anyone that has not yet exchanged their shares.**

### **6 MONTHS+ AFTER EVENT**

**Broadridge will perform a post-merger clean-up program to help reunite shareholders with their property.**

At some point there will be a drop in the number of shareholder presentations, even after the reminder mailing. Broadridge will work with a PMC program provider that will analyze accounts at risk of escheatment, confirm life-status and obtain updated contact information. This is a voluntary service and is performed at the direction of the Issuer and the vendor of their choosing.

### **1 YEAR+ AFTER EVENT**

**Broadridge will deliver unclaimed property to the state of residence, or state of incorporation for foreign shareholder accounts, following rules set by each state.**

Once unclaimed property is delivered to the state, the shareholder will need to work with that state to claim their entitlement.

## TENDER OFFER (TENDER & INFORMATION AGENT)

ACTIVITY	WHO MANAGES?	WHEN?
File for effectiveness with SEC (If applicable)	Broadridge	At least 15 days before launch
Draft shareholder communications	Issuer + Broadridge	At least 15 days before launch
Consolidate shareholder records	Broadridge	At least 2 days before launch
Mail offer documents	Broadridge	Within 5 days of launch
Track shareholder responses	Broadridge	During offer period
Finalize entitlements and prorations	Issuer + Broadridge	1 day after offer expiration
Request tender proceeds from purchaser	Issuer + Broadridge	2 days after offer expiration
Debit validly tendered shares	Issuer + Broadridge	3 days after offer expiration

### BEFORE TENDER LAUNCH

#### AT LEAST FIFTEEN (15) DAYS BEFORE LAUNCH

Broadridge will file for effectiveness with SEC.\*

#### AT LEAST FIFTEEN (15) DAYS BEFORE LAUNCH

Issuer and Broadridge will draft shareholder communications with all appropriate offer documents.

Broadridge will prepare these communications for mailing. They will be mailed shortly after the launch date to eligible shareholders.

#### TWO (2) DAYS BEFORE LAUNCH

Broadridge will consolidate shareholder records.

Broadridge will conduct a search for Beneficial Shareholders using the launch date as record date. The search will be submitted no less than 48 hours prior to record date. At the same time, we will work with you to consolidate Registered Shareholder records.

**If we do not serve as your transfer agent, you will need to give your agent authorization to release shareholder records to us.**

### AFTER LAUNCH DATE

#### WITHIN FIVE (5) DAYS OF LAUNCH

Broadridge will mail offer documents to eligible shareholders via 1st Class USPS.

#### DURING OFFER PERIOD

Broadridge will track shareholder responses, including which Registered Shareholders have made valid presentation, as well as submissions made through the DTC system.

Broadridge will issue daily reports during the offer period. Several reports will circulate on expiration date, typically around 12:00pm, 3:00pm, and a final report at 5:30pm (assuming a 5:00pm expiration time). A final report will also circulate at midnight if the offer calls for a midnight expiration. If the offer includes a guarantee period, reports will circulate daily until the expiration of that period.

\*If Broadridge has been contracted for filing services

## AFTER OFFER EXPIRATION

### DAY AFTER EXPIRATION

Broadridge will work with issuer counsel to finalize entitlement and—if necessary—perform proration calculations.

**Note:** Proration calculations are only required if the offer is oversubscribed. We will provide proration rates and calculations to DTC. DTC typically asks for up to 48 hours to review the calculations and apply them to their systems.

### WITHIN TWO (2) DAYS AFTER EXPIRATION

Broadridge will request the purchaser wire tender proceeds.

### 1-3 DAYS AFTER EXPIRATION

Broadridge will work with you to debit validly tendered shares and make issuance of the proceeds.

Any shares not accepted in the offer due to proration are reinstated to the shareholder accounts. Payments are typically made via check and sent 1st Class Mail to the tendering shareholder. DTC will submit an official request for payment and upon receipt of the tender proceeds, they will make payment to their underlying holders.

**If Broadridge does not act as your transfer agent:** We will request an updated registered shareholder file as of expiration date. From that file, we will confirm the validity of the tendering shareholder balances and ask your transfer agent to debit those shares so that we can issue payment to the shareholders. We will also forward DTC's official request for entitlements to your agent so they can debit Cede & Co.'s balance.



## SUBSCRIPTION OFFER (SUBSCRIPTION & INFORMATION AGENT)

ACTIVITY	WHO MANAGES?	WHEN?
Request new CUSIP (if applicable)	Issuer	As soon as possible
File for effectiveness with SEC (if applicable)	Broadridge	At least 15 days before launch
Draft shareholder communications	Issuer + Broadridge	At least 15 days before launch
Consolidate shareholder records	Broadridge	At least 2 days before launch
Mail offer documents	Broadridge	Within 5 days of launch
Track shareholder responses	Broadridge	During offer period
Validate entitlements and prorations	Issuer + Broadridge	1 day after offer expiration
Issue entitlements to subscribing shareholders	Issuer + Broadridge	2 days after offer expiration
Wire subscription proceeds to issuer	Broadridge	Shortly after offer expiration

### BEFORE SUBSCRIPTION LAUNCH

#### AS SOON AS POSSIBLE

##### Issuer will request a new CUSIP number (if applicable).

Subscription offers sometimes result in the issuance of a new security (a new preferred issue, warrants, etc.). We suggest that issuers request the new CUSIP from the CUSIP Bureau as early as possible in the process. DTC requires 10 business days to make a new security DTC eligible. Broadridge, in concert with your transfer agent (if not Broadridge), will work with DTC to facilitate the DTC eligibility process.

#### AT LEAST FIFTEEN (15) DAYS BEFORE LAUNCH

##### Broadridge will file for effectiveness with SEC. \*

#### AT LEAST FIFTEEN (15) DAYS BEFORE LAUNCH

##### Issuer and Broadridge will draft shareholder communications with all appropriate offer documents.

Broadridge will prepare these communications for mailing. They will be mailed shortly after the launch date to eligible shareholders.

#### AT LEAST TWO (2) DAYS BEFORE LAUNCH

##### Broadridge will consolidate shareholder records.

Broadridge will conduct a search for Beneficial Shareholders using the launch date as record date. The search will be submitted no less than 48 hours prior to record date. At the same time, we will work with you to consolidate Registered Shareholder records.

**If we do not serve as your transfer agent, you will need to give your agent authorization to release shareholder records to us.**

\*If Broadridge has been contracted for filing services

## AFTER OFFER DATE

### WITHIN FIVE (5) DAYS OF LAUNCH

Broadridge will mail offer documents to eligible shareholders via 1st Class USPS.

### DURING OFFER PERIOD

Broadridge will track shareholder responses, including which Registered Shareholders have made valid presentation, as well as submissions made through the DTC system.

Broadridge will issue daily reports during the offer period.

Several reports will circulate on expiration date, typically around 12:00pm, 3:00pm, and a final report at 5:30pm (assuming a 5:00pm expiration time). A final report will also circulate at midnight if the offer calls for a midnight expiration. If the offer includes a guarantee period, reports will circulate daily until the expiration of that period.

## AFTER OFFER EXPIRATION

### DAY AFTER EXPIRATION

Broadridge will work with issuer counsel to finalize entitlement and—if necessary—perform proration calculations.

**Note:** Proration calculations are only required if the offer is oversubscribed. We will provide proration rates and calculations to DTC. DTC typically asks for up to 48 hours to review the calculations and apply them to their systems.

### TWO (2) DAYS AFTER EXPIRATION

Broadridge will work with you to issue entitlements to subscribing shareholders.

**If Broadridge is not your transfer agent:** We will send an issuance file to your transfer agent. You will need to provide them with authorization to make issuance based on the file Broadridge provides.

DTC will send their official request for entitlements to Broadridge as subscription agent. If Broadridge acts as your transfer agent, we will work with your relationship manager to issue the entitlements to DTC. If Broadridge is not your transfer agent, we will forward DTC's official request for entitlements to your agent. Again, you will need to provide them with authorization to make issuance based on the DTC presentation.

### SHORTLY AFTER EXPIRATION

Broadridge will wire subscription proceeds to the issuer.

If subscribing shareholders are due a refund (due to overpayment or because of a prorated submission), Broadridge will issue a check to that holder.



## STOCK EXCHANGE (EXCHANGE AGENT)

ACTIVITY	WHO MANAGES?	WHEN?
Notify the stock exchange	Issuer	At least 15 days before event
Draft shareholder communications	Issuer + Broadridge	At least 15 days before event
Consolidate shareholder records	Broadridge	At least 4 days before event
Close security to activity	Broadridge + DTC	On event date
Circulate calculation file	Broadridge	On event date
Receive final certification letter (CONDITIONAL)	Broadridge	Morning after event
Mail letter of transmittal	Broadridge	Within 4 days after event
Exchange eligible shares	Broadridge	Within 4 days after event
Send reminder mailings (OPTIONAL)	Broadridge	3-6 months after event
Perform post-merger clean-up (OPTIONAL)	Issuer + Broadridge	6 months+ after event
Deliver unclaimed property (CONDITIONAL)	Broadridge	1 year+ after event

## PREPARING FOR THE EVENT

### AT LEAST FIFTEEN (15) DAYS BEFORE EVENT

**Issuer will notify the stock exchange on which the security trades.**

If the security trades on the OTC market, you will need to file required documents with FINRA. Broadridge, as agent, will need to submit a FINRA TA Verification Form using information included in the filing you submit.

### AT LEAST FIFTEEN (15) DAYS BEFORE EVENT

**Issuer and Broadridge will draft shareholder communications, usually consisting of a transmittal letter and cover letter.**

Broadridge will mail these communications shortly after the effective date to shareholders who have outstanding certificates.

### AT LEAST FOUR (4) DAYS BEFORE EVENT

**Broadridge will consolidate shareholder records.**

If Broadridge acts as transfer agent for the security, we will utilize the shareholder data on file as of the effective date.

If the security records are held with another transfer agent, Broadridge will request shareholder files about four (4) business days prior to the effective date. The issuer will need to authorize the release of files to Broadridge.

If the shareholder records are held internally with the target company, we will upload the data using a template shareholder file that the issuer will populate.

## ON THE EVENT DATE

**Broadridge and DTC will close the security to any further activity.**

Going forward, any shareholder account maintenance (i.e. changes in registration or address updates) will need to be processed either through the exchange process or on the entitlement security records.

**Broadridge will circulate a calculation file for your approval using the effective date shareholder file.**

Based on these calculations, Broadridge will create a nominee account under the new security and request that you wire cash in lieu funds.

## AFTER THE EVENT DATE

### MORNING AFTER EVENT

**Broadridge will receive a file certification letter from your transfer agent representing the final shareholder totals.**

**Note:** This only applies if Broadridge is not serving as transfer agent. The target issuer will need to provide their agent with authorization to release the files to Broadridge, typically included in the termination notice to their agent.

### WITHIN FOUR (4) DAYS AFTER EVENT

**Broadridge will mail a letter of transmittal and cover letter to anyone who holds certificates, or a combination of certificates and book-entry shares.**

Shares will only be exchanged upon a valid and full presentation of their original certificates and a completed letter of transmittal.

### WITHIN FOUR (4) DAYS AFTER EVENT

**Broadridge will automatically exchange the shares of anyone who holds book-entry shares in their account, including DTC.**

## OPTIONAL/CONDITIONAL ACTIVITIES AFTER THE EVENT DATE

### 3-6 MONTHS AFTER EVENT

**Broadridge will send a reminder mailing to anyone that has not yet exchanged their shares.**

### 6 MONTHS+ AFTER EVENT

**Broadridge will perform a post-merger clean-up program to help reunite shareholders with their property.**

At some point there will be a drop in the number of shareholder presentations, even after the reminder mailing. Broadridge will work with a PMC program provider that will analyze accounts at risk of escheatment, confirm life-status, and obtain updated contact information. This is a voluntary service and is performed at the direction of the Issuer and the vendor of their choosing.

### 1 YEAR+ AFTER EVENT

**Broadridge will deliver unclaimed property to the state of residence, or state of incorporation for foreign shareholder accounts, following rules set by each state.**

Once unclaimed property is delivered to the state, the shareholder will need to work with that state to claim their entitlement.



## CASH EXCHANGE (PAYING AGENT)

ACTIVITY	WHO MANAGES?	WHEN?
Notify the stock exchange	Issuer	At least 15 days before event
Draft shareholder communications	Issuer + Broadridge	At least 15 days before event
Identify ineligible shares	Issuer + Broadridge	At least 15 days before event
Consolidate shareholder records	Broadridge	At least 4 days before event
Close security to activity	Broadridge + DTC	On event date
Circulate calculation file	Broadridge	On event date
Receive final certification letter (CONDITIONAL)	Broadridge	Morning after event
Mail letter of transmittal	Broadridge	Within 4 days after event
Exchange eligible shares	Broadridge	Within 4 days after event
Send reminder mailings (OPTIONAL)	Broadridge	3-6 months after event
Perform post-merger clean-up (OPTIONAL)	Issuer + Broadridge	6 months+ after event
Deliver unclaimed property (CONDITIONAL)	Broadridge	1 year+ after event

## PREPARING FOR THE EVENT

### AT LEAST FIFTEEN (15) DAYS BEFORE EVENT

**Issuer will notify the stock exchange on which the security trades.**

If the security trades on the OTC market, you will need to file required documents with FINRA. Broadridge, as agent, will need to submit a FINRA TA Verification Form using information included in the filing you submit.

### AT LEAST FIFTEEN (15) DAYS BEFORE EVENT

**Issuer and Broadridge will draft shareholder communications, usually consisting of a transmittal letter and cover letter.**

Broadridge will mail these communications shortly after the effective date to shareholders who have outstanding certificates.

### AT LEAST FIFTEEN (15) DAYS BEFORE EVENT

**Issuer and Broadridge will work together to identify shares not eligible to receive cash proceeds.**

If ineligible shares sit in a registered shareholder account, Broadridge will debit those shares without making payment. Any original certificate(s) will need to be confiscated by Broadridge.

If ineligible shares are held in a brokerage account within the Cede & Co. position, you will need to work with your broker and DTC to identify those shares and issue DTC a suppression letter. Based on that suppression letter, DTC will debit those specific shares without expecting to receive payment.

### **AT LEAST FOUR (4) DAYS BEFORE EVENT**

#### **Broadridge will consolidate shareholder records.**

If Broadridge acts as transfer agent for the security, we will utilize the shareholder data on file as of the effective date.

If the security records are held with another transfer agent, Broadridge will request shareholder files about four (4) business days prior to the effective date. The issuer will need to authorize the release of files to Broadridge.

If the shareholder records are held internally with the target company, Broadridge will upload the data using a template shareholder file that the issuer will populate.

## **ON THE EVENT DATE**

#### **Broadridge and DTC will close the security to any further activity.**

Broadridge will circulate a calculation file for your approval using the effective date shareholder file.

Based on these calculations, Broadridge will request that you wire cash entitlement funds.

## **AFTER THE EVENT DATE**

### **MORNING AFTER EVENT**

#### **Broadridge will receive a file certification letter from your transfer agent representing the final shareholder totals.**

**Note:** This only applies if Broadridge is not serving as transfer agent. The target issuer will need to provide their agent with authorization to release the files to Broadridge, typically included in the termination notice to their agent.

### **WITHIN FOUR (4) DAYS AFTER EVENT**

#### **Broadridge will mail a letter of transmittal and cover letter to anyone who holds certificates, or a combination of certificates and book-entry shares.**

Shares will only be exchanged upon a valid and full presentation of the original certificates and a completed letter of transmittal.

### **WITHIN FOUR (4) DAYS AFTER EVENT**

#### **Broadridge will automatically exchange the shares of anyone who holds book-entry shares in their account, including DTC.**

## **OPTIONAL/CONDITIONAL ACTIVITIES AFTER THE EVENT DATE**

### **3-6 MONTHS AFTER EVENT**

#### **Broadridge will send a reminder mailing to anyone who has not yet exchanged their shares.**

### **6 MONTHS+ AFTER EVENT**

#### **Broadridge will perform a post-merger clean-up program to help reunite shareholders with their property.**

At some point, there will be a drop in the number of shareholder presentations, even after the reminder mailing. Broadridge will work with a PMC program provider that will analyze accounts at risk of escheatment, confirm life-status, and obtain updated contact information. This is a voluntary service and is performed at the direction of the Issuer and the vendor of their choosing.

### **1 YEAR+ AFTER EVENT**

#### **Broadridge will deliver unclaimed property to the state of residence, or state of incorporation for foreign shareholder accounts, following rules set by each state.**

Once unclaimed property is delivered to the state, the shareholder will need to work with that state to claim their entitlement.

## STOCK & CASH EXCHANGE (EXCHANGE AGENT)

ACTIVITY	WHO MANAGES?	WHEN?
Notify the stock exchange	Issuer	At least 15 days before event
Draft shareholder communications	Issuer + Broadridge	At least 15 days before event
Consolidate shareholder records	Broadridge	At least 4 days before event
Close security to activity	Broadridge + DTC	On event date
Circulate calculation file	Broadridge	On event date
Receive final certification letter (CONDITIONAL)	Broadridge	Morning after event
Mail letter of transmittal	Broadridge	Within 4 days after event
Exchange eligible shares	Broadridge	Within 4 days after event
Send reminder mailings (OPTIONAL)	Broadridge	3-6 months after event
Perform post-merger clean-up (OPTIONAL)	Issuer + Broadridge	6 months+ after event
Deliver unclaimed property (CONDITIONAL)	Broadridge	1 year+ after event

### PREPARING FOR THE EVENT

#### AT LEAST FIFTEEN (15) DAYS BEFORE EVENT

**Issuer will notify the stock exchange on which the security trades.**

If the security trades on the OTC market, you will need to file required documents with FINRA. Broadridge, as agent, will need to submit a FINRA TA Verification Form using information included in the filing you submit.

#### AT LEAST FIFTEEN (15) DAYS BEFORE EVENT

**Issuer and Broadridge will draft shareholder communications, usually consisting of a transmittal letter and cover letter.**

Broadridge will mail these communications shortly after the effective date to shareholders who have outstanding certificates.

#### AT LEAST FOUR (4) DAYS BEFORE EVENT

**Broadridge will consolidate shareholder records.**

If Broadridge acts as transfer agent for the security, we will utilize the shareholder data on file as of the effective date.

If the security records are held with another transfer agent, Broadridge will request shareholder files about four (4) business days prior to the effective date. The issuer will need to authorize the release of files to Broadridge.

If the shareholder records are held internally with the target company, we will upload the data using a template shareholder file that the issuer will populate.

## ON THE EVENT DATE

**Broadridge and DTC will close the security to any further activity.**

Going forward, any shareholder account maintenance (i.e. changes in registration or address updates) will need to be processed either through the exchange process or on the entitlement security records.

**Broadridge will circulate a calculation file for your approval using the effective date shareholder file.**

Based on these calculations, Broadridge will create a nominee account under the new security and request that you wire cash in lieu funds.

## AFTER THE EVENT DATE

### MORNING AFTER EVENT

**Broadridge will receive a file certification letter from your transfer agent representing the final shareholder totals.**

**Note:** This only applies if Broadridge is not serving as transfer agent. The target issuer will need to provide their agent with authorization to release the files to Broadridge, typically included in the termination notice to their agent.

### WITHIN FOUR (4) DAYS AFTER EVENT

**Broadridge will mail a letter of transmittal and cover letter to anyone who holds certificates, or a combination of certificates and book-entry shares.**

Shares will only be exchanged for cash upon a valid and full presentation of their original certificates and a completed letter of transmittal.

### WITHIN FOUR (4) DAYS AFTER EVENT

**Broadridge will automatically exchange the shares of anyone who holds book-entry shares in their account, including DTC.**

Broadridge Financial Solutions (NYSE: BR), a global Fintech leader with over \$4.5 billion in revenues, provides the critical infrastructure that powers investing, corporate governance and communications to enable better financial lives. We deliver technology-driven solutions to banks, broker-dealers, asset and wealth managers and public companies. Broadridge's infrastructure serves as a global communications hub enabling corporate governance by linking thousands of public companies and mutual funds to tens of millions of individual and institutional investors around the world. In addition, Broadridge's technology and operations platforms underpin the daily trading of on average more than U.S. \$10 trillion of equities, fixed income and other securities globally.

[broadridge.com](https://broadridge.com)



## OPTIONAL/CONDITIONAL ACTIVITIES AFTER THE EVENT DATE

### 3-6 MONTHS AFTER EVENT

**Broadridge will send a reminder mailing to anyone that has not yet exchanged their shares.**

### 6 MONTHS+ AFTER EVENT

**Broadridge will perform a post-merger clean-up program to help reunite shareholders with their property.**

At some point there will be a drop in the number of shareholder presentations, even after the reminder mailing. Broadridge will work with a PMC program provider that will analyze accounts at risk of escheatment, confirm life-status, and obtain updated contact information. This is a voluntary service and is performed at the direction of the Issuer and vendor of their choosing.

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**Broadridge will deliver unclaimed property to the state of residence, or state of incorporation for foreign shareholder accounts, following rules set by each state.**

Once unclaimed property is delivered to the state, the shareholder will need to work with that state to claim their entitlement.

