

Shareholder Services Product Brief Series

# Merger & Acquisition Processing Services

Why a partner with specialized expertise is a key element  
in determining the success of your M&A event



**BNY MELLON**  
SHAREOWNER SERVICES



## Are Your Merger and Acquisition Events Supported by a Partner Who Understands Your Long-Term Strategic Objectives?

We realize an M&A transaction reflects your long-term strategic goals. You need a partner who understands that each event must be expertly managed and flawlessly executed with a disciplined focus on the tactical intricacies of the event. BNY Mellon Shareowner Services (Shareowner Services) is that partner.



What makes Shareowner Services different? We assume the role of your partner in action – applying a client-centric focus and tactical expertise to each element of service throughout your entire event.

Companies just like yours choose us because we bring specialized industry expertise and high quality service that increases cost-efficiencies. Beyond that, clients find peace of mind knowing that they're partnering with a global financial services organization whose corporate culture is infused with disciplined compliance and risk management practices.

- 
- **MERGERS, ACQUISITIONS AND DIVESTITURES**
  - **CAPITAL RAISING**
  - **EQUITY RESTRUCTURING**
  - **CHANGING OWNERSHIP PROFILES**
  - **SMALL SHAREOWNER PROGRAMS**
  - **DEBT, CLASS-ACTION SETTLEMENTS AND BANKRUPTCY DISTRIBUTIONS**
- 

### The Groundwork

Our **people** are one of the most important assets in our service offering. We provide clients with a highly disciplined team of professionals who will not only support your M&A event, but will also serve as your **partner in action**. We'll work closely with you and your key advisors — first planning and strategizing — then executing and implementing. This dynamic combination creates a balanced team poised to execute and manage the most complex event with:

- PMI-certified project managers who deliver expert advice and insights;
- comprehensive event management that fully considers both the tactical and strategic elements of M&A events; and
- a communications team that will execute and manage outreach and priority campaigns by contacting your critical stakeholders through a variety of mediums.

## The Event

The **partnership** among various disciplines within our organization is key to providing clients with a comprehensive best-in-class solution. Integrated service delivery components will support your entire transaction with automated processing, open architecture and superior technology, while complementary product offerings support end-to-end merger and acquisition processing. These superior efficiencies will save you money, without sacrificing quality.

- **Disciplined compliance and risk management protocols** help ensure processing integrity and data security.
- **Flexible cash allocation methods** support traditional fund disbursement, FX processing and expedited electronic distribution vehicles and create swift payment channels.
- **Asset Recovery Services** are a core element of our offering and remain in place long past the close of your event. We help facilitate surrender of certificates and the payment of merger consideration.
- **Escrow Agent Services** provide safekeeping of funds and deliver disbursements to multiple escrow counterparties, under a variety of specified conditions.
- **International Services** support cross-border M&A events.

## The Results

We believe that the best measure of **performance** is your recognition of the outstanding service we deliver and the long-term value your event generates for you and your investors. To measure our performance, we employ a disciplined **Voice of the Client (VoC) methodology** that gauges your satisfaction. VoC allows us to understand what's most important to you and, in turn, enables us to be a collaborative partner – one that provides a thoughtful portfolio of core solutions based on what you have told us you want, rather than what we think you need. VoC ensures that we're meeting or exceeding your expectations or, if not, taking the actions needed to do just that, today and in the future.

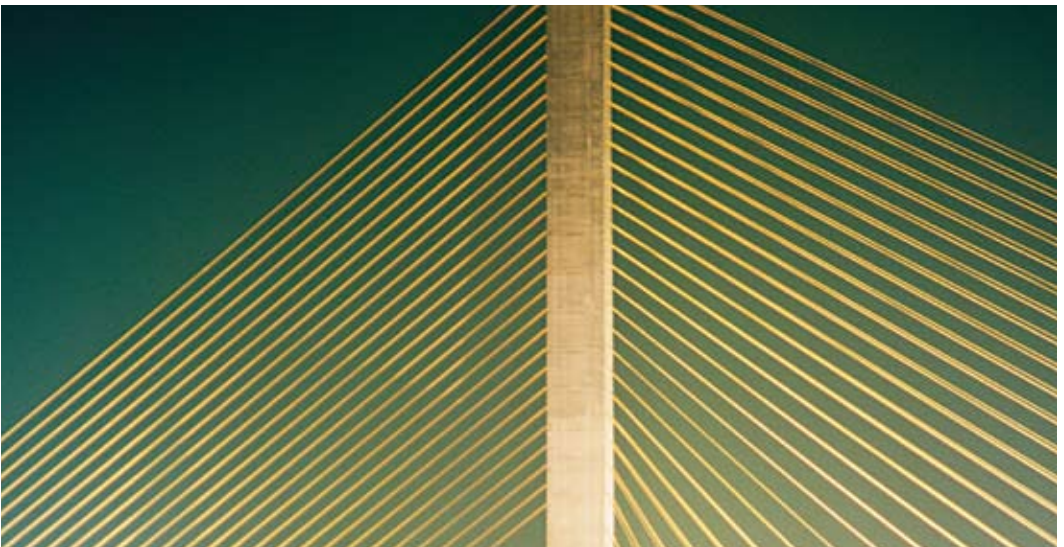
Combined, these elements of **people, partnership and performance** help put your highest goals within reach.

## Beyond the “Basics”

We've leveraged our expertise to build what we consider to be the most innovative merger and acquisition support services. We have the experience and foresight to develop a broad overall solution — taking into account your event's entire life cycle. We handle hundreds of complex transactions each year across all industry lines. This experience has fostered intuitiveness among our staff, which, combined with our proactive approach, guides you through the challenges and hurdles of M&A events.

We also have a deep understanding of the importance of a seamlessly executed mandatory M&A transaction, where a key element is satisfying investors whose share status has changed. We provide clear and timely communications, accurate processing and intuitive support of investor inquiries both during and after the event. Whether you're initiating a stock or cash merger, reverse split or cash redemption, we're fully prepared to support every aspect of the event.

With Shareowner Services as your partner, you can be assured that you have entrusted your event to a provider who has your sensibilities in mind — from the level of corporate involvement you wish to have throughout the event to your shareowners' satisfaction at its completion.



Our core solutions include:

### **Paying Agent**

Whether making cash payments from escrow, cash allocations, bankruptcy distributions or class-action payments, it's essential the transaction be expertly managed with accuracy and efficiency and executed flawlessly. Shareowner Services has a proven track record of providing just that.

Our Paying Agent services include:

- independent service delivery teams that manage distinct functions, ensuring processing integrity;
- our innovative document and workflow system to help reduce processing time and expense;
- daily automated reconciliation that verifies each transaction for accuracy and completeness; and
- real-time management reports via our secure, online client interface, Client ServiceDirect®.

### **Exchange Agent**

With our reputation for handling some of the largest exchanges in the industry, many companies rely on our exchange agent expertise to handle their transaction — even when we are not their transfer agent. We employ a proactive consultative approach with a strong technical background to help attain the highest level of accuracy in your exchange process.

Let our Exchange Agent services help by providing you with:

- intuitive shareowner communications;
- efficient printing and distribution of exchange materials;
- professional call center operations support;
- accurate and secure record keeping for certificate and book holders, Direct Registration plans and shares held through Depository Trust Company;
- combined DRS statement and Cash in Lieu check (with the appropriate 1099 tax form) that can significantly reduce expenses associated with traditional, multiple mailings;

- secure exchange processing; and
- accurate tax reporting.

### **Depository Agent Services**

We understand the challenges associated with a voluntary tender offer. While a traditional merger affords you a lengthier period to communicate your position to your investors, a tender offer's lifecycle is often far shorter and far more complex. From communicating your position to your shareowners and the "street" to processing entitlement, Shareowner Services will apply specialized tactical expertise to the execution of your transaction. Our Depository Agent Services rely on complementary M&A processing areas and engage a number of cross-functional disciplines within our organization. In turn, our clients interface with a single point of contact that synchronizes a tender offer's many moving parts. This seamless coordination allows you to focus on the strategic objectives tied to your event.

---

### **THE MANY MOVING PARTS OF A TENDER OFFER**

- **CREATE SHAREOWNER DEPOSITORY OFFER DOCUMENTS**
  - **MASS 'STREET' DISTRIBUTION OF CAMPAIGN MATERIALS**
  - **RECORDING OF TENDERED SECURITIES**
  - **TABULATION OF THE TENDERED AMOUNT**
  - **PRORATION CALCULATIONS**
  - **DAILY MANAGEMENT REPORTS**
  - **ISSUANCES OF TENDER OFFER ENTITLEMENTS TO PAYEES**
- 

### **Information Agent Services**

Communications with shareowners need to be clear and consistent. That's where a skilled and experienced Information Agent can play a vital role, helping you effectively connect with your shareowners. We have the knowledge and experience necessary to provide effective communications support for M&A transactions.

### **One Team Approach**

With a combined Information Agent and Depository team we provide one source for all relevant deal information and answers to any questions that may arise during the event.

### **Multiple Communication Channels**

A variety of access channels are available to your shareowners through dedicated, toll-free information phone lines, accessible email inquiry systems, and web and telephone based self-service platforms. We can also deploy an experienced customer service center with flexible hours to assist investors and provide additional materials upon request.

### **Total Media and Financial Printing Solutions**

We provide media placement of all financial announcements, printing and logistics services with complete SEC EDGAR filing, and mailing and distribution services, including documented confirmation of mailing and re-mailing of RPO packages.

### **Shareowner Insights**

Our flexible management reporting allows you to see activity by shareowner type and make decisions on appropriate follow-up with these groups.

### **Consider This...**

We're a provider who understands the importance of protecting your payment fund's value throughout the course of your event. With direct access to experienced treasury professionals, you'll benefit from a resource whose expertise exceeds the mechanical aspects of payment fund disbursement by helping to facilitate the security, movement and investment of your capital throughout the event.



# Additional Services that Support Your Event

## **Election Agent Services**

We've handled a large and diverse number of elections and can handle the election processing of physical and book shareowners, beneficial holders, and participants in dividend reinvestment and employee savings plans.

## **Small Shareowner Programs**

A well-designed and well-executed plan will help small shareowners cost-effectively divest or increase their current holdings. These programs offer shareowners an attractive vehicle to modify their accounts, and provide you with a cost-effective means to reduce your shareowner servicing expense. For example, we can structure an exit strategy program allowing shareowners to sell their shares at no cost or a considerably lower cost than selling through a broker. By engaging our proven approaches, including market resale, share repurchase, round-ups and threshold plans, a carefully crafted and cost-effective program is ensured.

## **Dutch Auction Tender Offers**

Engage our advisors before you undertake this complex transaction. We'll provide form letters of transmittal, review returned certificates, record the tender prices, tabulate the tender bids, perform proration calculations and process the offer payments.

## **Plan Processing Agent**

Employing cross-functional disciplines from our Depository Agent Services delivers peace of mind that every aspect of your transaction processing is accounted for. We'll review and record tendered securities, perform proration calculations and make any necessary payments, tabulate the tendered amount and provide you with robust management reporting.

## **Forwarding Agent**

Maintain a physical presence in the United States for the receipt of your items from the Depository Trust Company or brokers and post office collections for your registered shareowners.

## **Redemption Agent Services**

Engage Shareowner Services to design, print and mail letters of transmittal (LTs), receive and process returned LTs and certificates, design and execute effective investor communications including

proficient call center support, execute payments to holders and perform accurate and timely required tax reporting.

## ...And There's More

Our core solutions are easily integrated with additional services that can maximize the value of your relationship with Shareowner Services. These include:

### **Principal Transfer Agent Services**

We fulfill our primary responsibilities to process stock transfer requests, produce daily stock transfer journals, maintain shareowner records and outstanding share figures and resolve your shareowners' inquiries with a definitive focus on the shareowner. We apply our expertise and unique collaborative working style to create fully integrated solutions that support our clients' distinct business needs – from the most basic to the extremely complex.

### **Proxy Solicitation Agent**

We'll provide a thoughtful analysis of your target audience and identify appropriate media outlets to help ensure your messages reach and motivate your constituencies. Then we can help you effectively communicate through multiple channels — including the Internet, Voice Response Unit and customer service representatives — providing multiple channels of information between you and your targeted shareowners. These communication channels not only provide your shareowners with the resources that will help them further understand your proxy proposals, but also offer you insight into their likely responses to a particular event or action.



We'd be happy to provide you with specific case studies and share some of the latest industry happenings. We're only a phone call away.

We'll distinguish your "voice" by asking a single question - What's most important to you? We'll listen to your needs and take action to translate your answer into **results that will matter most to you and your shareowners.**

### Client

Quite simply, your needs are at the center of all we do.

### Compliance

Because we're part of one of the largest global financial services providers, substantial legal, audit and regulatory compliance protocols are in place to help us meet our obligations to you and your shareowners.

### Control

Strong risk management and data security practices are an integral part of our corporate culture.

### Commitment

We communicate openly and often with our clients, introduce solutions that maximize the value of their dollar and demonstrate our thought leadership in a rapidly evolving industry. Most importantly, our investments reflect what our clients have told us they want, rather than what we think they need.



## About BNY Mellon Shareowner Services:

In addition to its top-ranked stock transfer services, BNY Mellon Shareowner Services offers a comprehensive suite of products and services ranging from record keeping and corporate actions to demutualizations, direct investment, dividend reinvestment, proxy solicitation and employee stock plan administration. BNY Mellon Shareowner Services is part of The Bank of New York Mellon's Issuer Services group, which is also a leading provider of corporate trust services and the market leader in servicing depositary receipts with more than 1,300 sponsored programs. Additional information is available at [www.bnymellon.com/shareowner](http://www.bnymellon.com/shareowner).

## About The Bank of New York Mellon:

The Bank of New York Mellon Corporation is a global financial services company focused on helping clients manage and service their financial assets, operating in 34 countries and serving more than 100 markets. The company is a leading provider of financial services for institutions, corporations and high-net-worth individuals, providing superior asset management and wealth management, asset servicing, issuer services, clearing services and treasury services through a worldwide client-focused team. It has more than \$23 trillion in assets under custody and administration, more than \$1.1 trillion in assets under management and services \$11 trillion in outstanding debt. Additional information is available at [www.bnymellon.com](http://www.bnymellon.com).

### **Anthony Thalman**

Director, Shareholder Services  
201.680.4983  
[anthony.thalman@bnymellon.com](mailto:anthony.thalman@bnymellon.com)

### **James Balsan**

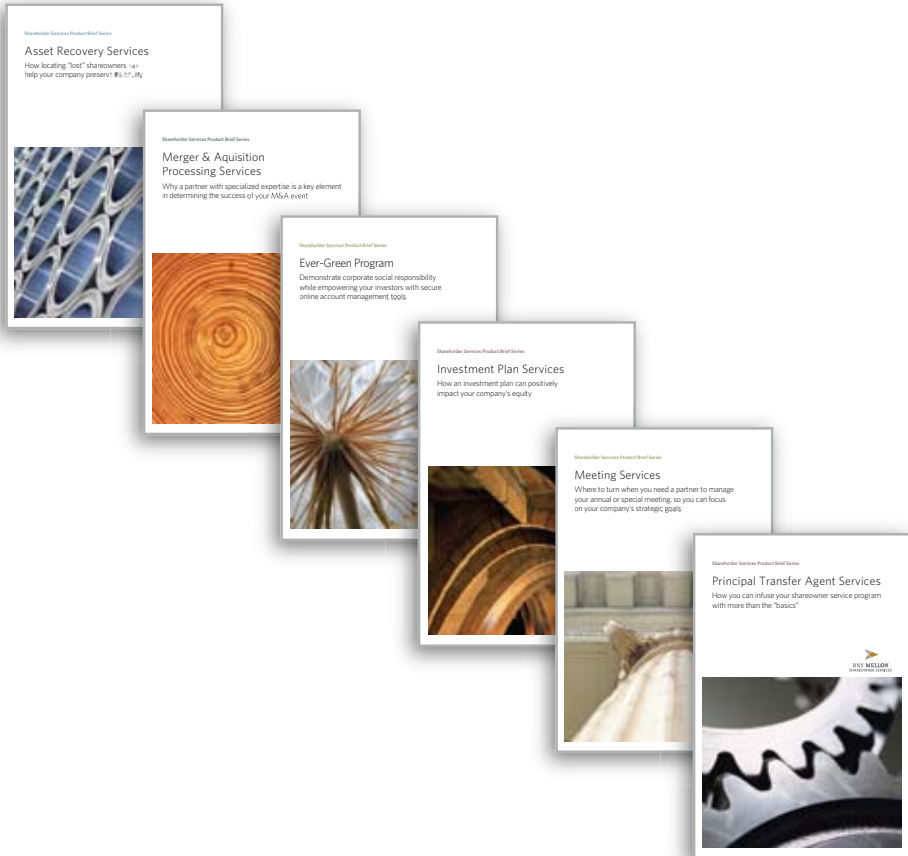
Director, New Business Development  
201.680.4245  
[james.balsan@bnymellon.com](mailto:james.balsan@bnymellon.com)

Successful companies just like yours turn to BNY Mellon Shareowner Services for our formula of proven expertise and collaborative working style. We deliver exceptional results and enduring value to our clients.

# Shareholder Services Product Brief Series

## MERGER & ACQUISITION PROCESSING SERVICES

# Who's Helping You?



**BNY MELLON**  
SHAREOWNER SERVICES

# Who's Helping You?



**BNY MELLON**  
SHAREOWNER SERVICES

BNY Mellon Shareowner Services  
[bnymellon.com/shareowner](http://bnymellon.com/shareowner)