

# Direct registration



It is estimated that nearly 20 million registered shareholders in the United States, representing one-third of the total registered shareholder population, already have book-entry shares through the Direct Registration System (DRS). Currently, over 1,000 issuers are enrolled in DRS, and more than half of these issuers are serviced by Computershare. In the near future, all exchanges will mandate that every new issue be DRS eligible, and that all existing issues migrate to DRS.

## DRS and Profile

DRS enables shareholders to be directly registered on the books of the issuing corporation without having to take possession of a physical stock certificate.

Through the use of the Profile facility of DRS, the movement of shares to and from brokers and transfer agents is facilitated by eliminating many of the paper-based requirements that burden the physical movement of shares. With the shareholder's permission, a participating broker accesses a shareholder's account on the books of the corporation in order to add shares to the account or to move shares from the books of the corporation to the individual's brokerage account.

## Screen-based indemnification and the Profile Surety Program

To address liability for broker-initiated transactions and to ensure that accountability for share movements through Profile is clearly defined, the Depository Trust Company (DTC) established a screen-based indemnification program backed by a surety bond called the Profile Surety Program (PSP).

The combination of the screen-based indemnification and PSP offers the electronic equivalent of a medallion guarantee and significantly reduces financial risk to issuers.

## Benefits of DRS to issuers and shareholders

DRS allows issuers to offer their shareholders the convenience and flexibility of electronic share ownership while simultaneously retaining them as registered shareholders who receive direct communication from the company.

The advantages of direct registration's electronic statement-based ownership include:

- **Loyal shareholders.** By offering DRS, holders who don't want certificated shares have an alternative to holding in street name through a broker, and are more likely to become registered holders. Companies find that registered shareholders tend to be more loyal, vote with management and are more inclined to buy the company's products and services.
- **Cost-savings for issuers.** DRS reduces company costs associated with printing and issuing expensive stock certificates. DRS is also convenient and cost effective during corporate events that require an exchange of shares or additional share distributions such as stock splits or stock dividends.
- **Increased shareholder satisfaction.** DRS provides faster, more convenient electronic share movement.

Computershare is at the  
forefront of electronic  
transfer agency services

- **Cost savings for shareholders.** Shareholders can more easily sell shares through the transfer agent or direct shares to their broker of choice, maximizing their ability to negotiate fees paid on transactions.
- **Reduction in risk.** Implementing DRS allows for timely delivery and on-demand statement of ownership thereby eliminating the risk of lost, stolen or damaged certificates, as well as the cost of replacing or securing storage for certificates.

### A step towards dematerialization

The Securities and Exchange Commission, the Depository Trust Company, various stock exchanges and industry organizations all participated in the creation and implementation of DRS and Profile.

DRS and Profile are foundations for the movement to a Trade +1 settlement environment and key components of the industry's move toward dematerialization—the complete elimination of paper and certificates from securities processing and settlement.

To support dematerialization, industry organizations and states have been amending their requirements and laws to eliminate the need for physical certificates. Today, most issuers have the opportunity to cease issuing certificates completely to maximize the cost-savings from DRS.

### Why choose Computershare?

Computershare is a world leader in providing electronic transfer agency services, and has been at the forefront of efforts to move to book-entry share ownership in the UK, Australia and Canada. Computershare offers US organizations the opportunity to take advantage of our experience in managing certificateless record keeping and processing for corporations around the globe.

In the United States, Computershare was the first to implement DRS and DRS Profile. We are able to provide full DRS system capabilities to our clients, including maintaining book-entry positions, sending transaction advices, processing electronic movement of shares to and from brokers and selling shares.

For more information on how we can help you maximize the benefits of Direct Registration for your company and your shareholders, call Computershare today.

### About Computershare

Computershare is a global leader in transfer agency, employee equity plans, proxy solicitation and other specialized financial and communication services. Many of the world's largest companies employ our innovative solutions to maximize the value of their relationships with investors, employees, customers and members.

#### Related services

- QuickCert™ print-on-demand certificates
- Investment plans
- Investor Web services
- Corporate reorganizations and actions

## Global Presence

Argentina | Australia | Canada | Channel Islands | France | Germany | Hong Kong | India | Ireland | Italy  
Japan | New Zealand | Philippines | Russia | Singapore | South Africa | Spain | United Kingdom | United States

## Direct Registration

the security and convenience of certificateless share ownership

The Company in which you own stock has elected to use the Direct Registration System (DRS) as its means of recording stock ownership. This brochure outlines what DRS means to you as a shareholder.

DRS is share ownership without paper stock certificates. Your shares are held in book-entry form. As the Company's transfer agent, Computershare keeps a record of your shares on the Company's register of owners. When you transfer or sell DRS shares, the transaction takes place electronically without the movement of stock certificates. The following pages more fully describe DRS.

### Why is the Company using DRS?

DRS:

- Eliminates your risk of loss, theft or destruction of certificates, plus the time and expense to replace a lost certificate
- Eliminates the cost of maintaining a secure place to keep your certificates
- Makes your stock transactions faster and easier
- Saves the Company unnecessary printing and mailing expenses
- Supports the U.S. securities industry's move towards certificateless shares
- Has become the global standard for share ownership
- Offers a quick and convenient way of selling your DRS shares

### Without certificates, how will I know how many shares I own?

Each time you have a share transaction you are sent a *Direct Registration Transaction Advice (Advice)* reporting the number of the Company's shares you hold in book-entry form. You are also sent a *Transaction Request Form* which can be used for sales transactions, as described further on in this brochure. For instructions on how to transfer your shares, please refer to the *Transaction Request Form* or call Computershare at the telephone number on your *Advice*.

### What about the certificates I already hold?

You may convert your **certificated shares** in the Company to DRS if you wish. To do this, send your stock certificate(s) and the completed *Transaction Request Form* to:

Computershare Trust Company, Inc.  
Attn: Stock Transfer Department  
350 Indiana Street  
Suite 800  
Golden, CO 80401

Note: We cannot convert your stock certificates to DRS shares without receipt of the actual certificates.

We recommend that you use a courier service.

### How do I sell my DRS shares?

Complete the *Transaction Request Form* and mail it to Computershare:

Computershare Trust Company, Inc.

P.O. Box 1596

Denver, CO 80201-1596

Or Faxed to: (303) 262-0609

Visit [www.computershare.com](http://www.computershare.com)

Or call us directly for other sales options available.

**Note: There is a transaction fee charged for each sales request.**

### Can I transfer my DRS shares to my broker?

Yes, have your broker request your shares be sent to them through the Depository Trust Company's Direct Registration Profile System. You need to supply your broker with a copy of your latest *Advice* and the following information:

- Your Computershare account number (on your *Advice*)
- Your Social Security Number
- Computershare's DTC number, 7812
- The number of whole shares you wish to move from your Computershare account to your brokerage account

## Terms and Conditions of Sales Facility

As a condition to using the Direct Registration services ("DRS") provided by Computershare Trust Co., Inc ("Computershare"), you hereby agree to the following terms:

### 1. Sale Requests.

- (a) As a holder of book-entry shares, you may request in writing (via your *Transaction Request Form*) that Computershare sell all or a portion of your shares. In submitting the sale instruction, you agree that Computershare may transfer your shares to complete the sale, including transfers to a nominee account of Computershare and to Computershare's brokerage firm.
  - (b) Any sale instruction received by Computershare will generally be processed within five (5) Business Days of receipt. (As used herein, the term "Business Day" means any day except a Saturday, Sunday, Federal Reserve Bank holiday or New York Stock Exchange holiday). Proceeds from the sale will generally be mailed within three (3) Business Days of the date upon which the sale transaction is settled. You understand that delays in execution may occur and that the price obtained on the sale may vary from the market price on the day that you transmit your instruction to sell shares. You further agree that Computershare makes no representation or warranty that any of the services shall be performed at any set time, and Computershare shall not be liable for any change in the market value of any security at any time. If you are a shareholder enrolled in the Company's dividend reinvestment or direct stock purchase plan (collectively, the "Plan"), and the Plan provides that split, spin-off, or distributed shares are to be allocated to the shareholder through the Plan, then the sale of the book-entry shares will be subject to the Plan, in which case such shareholders may not use the sales facility.
  - (c) To maximize cost savings, Computershare generally sells orders only in round lot transactions. In this regard, Computershare may combine, or aggregate, sales orders from different individuals. Moreover, Computershare's broker may be required by market conditions to execute more than one transaction in filling a given aggregate order for Computershare and those transactions may occur at different prices and take more than one business day to fill. In each such case, the price to each individual will be the weighted average sale price, net of fees, obtained by Computershare's broker for each aggregate order placed by Computershare.
  - (d) Computershare will instruct its broker, which may be an affiliate of Computershare, to effect sales on any securities market where the Company's common shares are traded, subject to such terms with respect to price, delivery or other factors as Computershare may determine. No instruction to sell shares recently acquired will be accepted until the shares have been definitively posted by Computershare to your book-entry account. You do not have any authority or power to direct the time or price at which shares may be sold or to select the broker or dealer through whom sales are to be made.
  - (e) All sales are final. Once Computershare has received the participant's sale instructions, the request cannot be stopped or cancelled.
2. **Fees.** In processing a sale instruction, you agree that Computershare is entitled to compensation under its fee schedule. The charge for the transaction is described on the *DRS Transaction Request Form*. All fees shall be deducted from the sale proceeds. The fees are subject to change at any time without notice. You may inquire about the applicable fee before requesting a sale.
  3. **Taxes.** Computershare, as dividend disbursing agent and as Direct Registration sales service agent, is required to perform backup withholding on those accounts which do not have a certified tax identification number. To avoid backup withholding on dividend disbursements or on sales of shares, please be sure your tax identification number on file with us is certified through the completion of Form W-9. Please contact us if you need a W-9 form for this purpose.
  4. **Corporate Insiders.** If you are subject to Section 16 of the Securities Exchange Act of 1934 (or any rule promulgated thereunder) or are an affiliate of the Company (as that term is defined in Rule 144 of the Securities Act of 1933), you agree not to use the Sales Facility except in strict compliance with applicable securities law. You further agree that you are solely responsible for determining and maintaining compliance under applicable securities law. (Please note that the processing of such sales orders may entail additional delays.)
  5. **Limitation of Liability.** No obligations other than those that are specifically set forth herein, it being expressly understood that there are no implied duties or obligations under the Direct Registration services provided by Computershare Trust Co., Inc ("Computershare"). Computershare shall not be liable to the Company for any action taken or omitted to be taken in connection with or under DRS except that Computershare shall be liable for direct losses incurred by the Company arising out of the bad faith of Computershare. Under no circumstances whatsoever shall Computershare be liable for special, indirect, incidental, punitive or consequential loss, or damage of any kind whatsoever (including, but not limited to, lost profits), even if Computershare has been advised of the possibility of such loss or damage. Under no circumstances whatsoever shall Computershare be liable for any actions or inactions of any brokerage firm retained by Computershare to perform any services under DRS.
  6. **Entire Agreement and Modifications.** The terms and conditions of this Plan, including this brochure and all exhibits attached hereto, constitutes the entire agreement between the parties with respect to the subject matter hereof and supersedes all prior or contemporaneous agreements, whether written or oral, between the parties. No waiver, alteration, or modification of any of these provisions shall be binding unless in writing and signed by a duly authorized representative of each party.
  7. **Governing Law and Jurisdiction.** The Direct Registration services provided by Computershare Trust Co., Inc ("Computershare") shall be governed by and construed in accordance with the internal laws of the State of Colorado, and the parties hereby consent to the exclusive jurisdiction of courts in Colorado (whether state or federal) over all matters relating to DRS.

## Privacy Notice

At Computershare, we take privacy seriously. In the course of providing services to you in connection with employee stock purchase plans, dividend reinvestment plans, direct stock purchase plans and/or direct registration services, we receive nonpublic personal information about you. We receive this information through transactions we perform for you, from enrollment forms and through other communications with you. We may also receive information about you by virtue of your transactions with affiliates of Computershare or other parties. This information may include your name, social security number, stock ownership information and other financial information.

With respect both to current and former customers, Computershare does not share nonpublic personal information with any non-affiliated third party except as necessary to process a transaction, service your account or as permitted by law. Our affiliates and outside service providers with whom we share information are legally bound not to disclose the information in any manner, unless permitted by law or other governmental process. We strive to restrict access to your personal information to those employees that need to know the information to provide our services to you. Computershare maintains physical, electronic and procedural safeguards to protect your personal information.

Computershare realizes that you entrust us with confidential personal and financial information and we take that trust very seriously.