

SECTION 302 CERTIFICATION OF TREATMENT OF TENDER PAYMENT

\_\_\_\_\_ ("ISSUER")

Total Outstanding Shares of Issuer Before Tender: \_\_\_\_\_ (W)

Total Outstanding Shares of Issuer After Tender: \_\_\_\_\_ (X)

*Please refer to the attached instructions*

PLEASE COMPLETE THIS FORM IMMEDIATELY. BENEFICIAL OWNERS WHO FAIL TO COMPLETE THIS FORM BY THE APPLICABLE DEADLINE WILL GENERALLY BE SUBJECT TO U.S. WITHHOLDING TAX AT A 30% RATE (OR LOWER RATE UNDER AN APPLICABLE TAX TREATY).

Identification of Beneficial Owner

Name of Individual or Organization that is the Beneficial Owner: \_\_\_\_\_

Account Number of Beneficial Owner: \_\_\_\_\_

Nature of Distribution - Check Applicable Box and Provide Other Information (if required below)

CHECK ONLY ONE PART (A, B or C)

Part A ☐ Complete Termination of Interest

The Tender Payment should be treated as a payment in exchange for the Beneficial Owner's shares because the Beneficial Owner completely terminated its interest in Issuer through the Tender Offer. Prior to the Tender Offer, the Beneficial Owner owned \_\_\_\_\_ shares of the Issuer.

Part B ☐ Meaningful Reduction in Proportionate Interest -- Qualifying for Sale or Exchange Treatment

The Tender Payment should be treated as a payment in exchange for the Beneficial Owner's shares because the Beneficial Owner's proportionate interest in Issuer has been meaningfully reduced (but not completely terminated), for the following reasons:

**Step 1:** Immediately BEFORE completion of the Tender Offer, the Beneficial Owner owned \_\_\_\_\_ (Y) shares of the Issuer. The beneficial owner's percentage ownership in Issuer (based on the number of shares outstanding immediately before completion of the Tender Offer) was \_\_\_\_\_ (100\*Y/W) %.

**Step 2:** Immediately AFTER completion of the Tender Offer, the Beneficial Owner owned \_\_\_\_\_ (Z) shares of the Issuer. The beneficial owner's percentage ownership in Issuer (based on the number of shares outstanding immediately after completion of the Tender Offer) was \_\_\_\_\_ (100\*Z/X) %.

Part C ☐ Dividend

The Tender Payment should be treated as a dividend.

*\*Please note, only Beneficial Owners that are properly documented for U.S. tax withholding purposes are entitled make the certification to allow the payment to be treated as proceeds from the sale or exchange of the client's shares or to reduced treaty rates if payment is treated as dividends. Dividend payments made to undocumented customers will be subject to 30% withholding.*

CERTIFICATION

Under penalties of perjury, I declare that I have examined the information on this form and to the best of my knowledge and belief it is true, correct, and complete. I further certify under penalties of perjury that I am the Beneficial Owner (or authorized to sign for the Beneficial Owner) of the Tender Payment.

Sign Here >

\_\_\_\_\_  
Signature of Beneficial Owner

\_\_\_\_\_  
Date (MM-DD-YYYY)

\_\_\_\_\_  
Capacity in which acting  
(see instructions)

## INSTRUCTIONS FOR SECTION 302 CERTIFICATION OF TREATMENT OF TENDER PAYMENT

***We are required by the IRS to provide these guidelines. However, we cannot offer tax or legal advice specific to your situation. Please consult your tax advisor to determine how these rules apply to you.***

### **General Instructions**

The proceeds from shares you submitted through the tender offer (the "Tender Payment") will be treated as a dividend unless you certify to us that either: (1) you have completely terminated your interest in the Issuer; or (2) your proportionate interest in the Issuer has been reduced. If the requirements of either (1) or (2) are satisfied, the Tender Payment will be treated as the proceeds from the sale or exchange of your shares, not a dividend.

Dividends paid to non-U.S. shareholders generally are subject to a U.S. withholding tax of 30 percent or a lower treaty rate, if available. In contrast, proceeds from the sale or exchange of shares generally are exempt from U.S. withholding (unless the shares are in a U.S. real property holding corporation).

### **Purpose of the Certification**

Please complete and return the certification with instructions on how your portion of the Tender Payment is to be treated. ***Check the appropriate box to indicate whether the Tender Payment should be treated as a Complete Termination of Interest (Part A) or a Reduction in Proportionate Interest (Part B). If neither Part A nor Part B applies, please complete Part C, and the Tender Payment will be treated as a dividend. Please review the Description of the Attribution Rules on page 2 before completing the Certification.***

### **Part A: Complete Termination of Interest**

You should complete Part A if you have completely redeemed your holding in the issuer through the Tender Offer.

### **Part B: Meaningful Reduction in Proportionate Interest**

To calculate your reduction in proportionate interest, you must first calculate your percentage ownership in the Issuer *immediately before* the Tender Offer -- i.e., the number of shares you owned immediately before completion of the Tender Offer, divided by the total shares outstanding of the Issuer immediately before completion of the Tender Offer (W). For **Step 1**: Please enter the total number of shares you held before the Tender Offer (Y), which includes:

- the number of shares of the Issuer held at the financial institution providing this certification \_\_\_\_\_ + (PLUS)
- the number of shares of the Issuer held at any other financial institution (if any) \_\_\_\_\_ + (PLUS)
- the number of shares of the Issuer you are deemed to hold because of the Attribution Rules (if any)(see below) \_\_\_\_\_.

To complete Step 1, please also enter your percentage ownership before the Tender Offer in the space provided ( $100 \times Y/W$ ).

For **Step 2**, calculate your percentage ownership in the Issuer *immediately after* the Tender Offer -- i.e., the number of shares you owned immediately after completion of the Tender Offer, divided by the total shares outstanding of the Issuer immediately after completion of the Tender Offer (X). Please enter: the number of shares you held after the Tender Offer (Z), which includes:

- the number of shares of the Issuer held at the financial institution providing this certification \_\_\_\_\_ + (PLUS)
- the number of shares held at any other financial institution (if any) \_\_\_\_\_ + (PLUS)
- the number of shares you are deemed to hold because of the Attribution Rules (if any) (see below) \_\_\_\_\_.

To complete Step 2, please also enter your percentage ownership after the Tender Offer in the spaces provided ( $100 \times Z/X$ ).

***Please note that if there has not been a reduction in your proportionate interest (and you do not meet the requirements of Part A), then please complete Part C and the Tender Payment will be treated as a dividend, not as proceeds from the sale or exchange of the shares tendered.***

### **Determining Whether a Reduction in Proportionate Interest Has Occurred**

***The information contained in these instructions is intended to assist you in completing the certification, but is not tax advice. You should consult your own tax advisor regarding the standard for determining whether a reduction in potential proportionate interest is meaningful.***

Section 302 of the Internal Revenue Code states that where a corporation redeems its stock, the redemption will be treated as a distribution in exchange for the stock if:

- The redemption is not "essentially equivalent to a dividend" (Section 302(b)(1)); or
- The distribution is "substantially disproportionate with respect to the shareholder" (Section 302(b)(2)).

### **The distribution is not essentially equivalent to a dividend**

Section 302(b)(1) does not provide an objective definition of a "meaningful reduction" and therefore guidance has been provided by the Courts and the IRS. The U.S. Supreme Court has ruled that a redemption is essentially equivalent to a dividend unless the shareholder experiences a "meaningful reduction in proportionate interest" in the Issuer. It was also held that the attribution [constructive ownership] rules under Section 318(a) apply to determine whether there has been such a meaningful reduction.

In one case, the IRS has ruled that a shareholder holding 0.0001118% of a publicly traded corporation's stock before the redemption, and 0.0001081% (entirely constructive) after the redemption had experienced a "meaningful reduction in proportionate interest". The shareholder's interest in the corporation after the redemption was 96.7% of the shareholder's interest before the redemption. The IRS has stated in a private letter ruling that "any reduction in the interest of a shareholder in a publicly traded corporation is likely to be meaningful".

**NOTE:** The IRS has also ruled that if the proportionate interest remains unchanged, the redemption proceeds will not satisfy the "meaningful reduction" standard and will not qualify for sale or exchange treatment.

***The distribution is "substantially disproportionate with respect to the shareholder"***

Section 302 of the Internal Revenue Code defines the distribution as substantially disproportionate if the percentage of the voting stock owned by a shareholder (and attributed by Section 318 to that shareholder) after the redemption is less than 80% of that percentage owned before the redemption and the shareholder owns less than 50% of the total combined voting power of all classes of stock entitled to vote.

***Part C: Dividend***

If you do not qualify under Part A or Part B, please complete Part C to indicate that the Tender Payment should be treated as a dividend. The standard withholding tax rate will be applied to the Tender Payment unless you qualify for a reduced double taxation treaty rate.

***Signature, Date***

Please sign, date. If you are signing on behalf of an organization, you must be an authorized representative or officer of the beneficial owner, **and you must enter your title in the space provided for "capacity"**.

***Determining Shares Owned; Description of Attribution Rules***

When calculating the number of shares you own in the Issuer for the calculations described above, or to determine if you have completely terminated your interest in the Issuer, include all of the shares you hold with any financial institutions. ***Please note that you must provide a separate certification to each financial institution where you hold shares of the Issuer.*** In addition, include shares that you are deemed to own through the operation of various attribution rules under section 318 of the Internal Revenue Code (except to the extent provided by section 302(c)(2) of the Code). ***Consult your tax advisor for more information.***

For purposes of determining whether a Tender Payment is a dividend or an exchange for U.S. tax purposes, you must determine how much stock you are considered to own under U.S. tax rules both before and after the Tender Payment. In addition to stock that you own directly, you are considered for this purpose to own any stock owned (directly or indirectly) by or for:

1. Your spouse (other than a spouse who is legally separated from you under a decree of divorce or separate maintenance), children (including adopted children), grandchildren, and parents,
  2. A partnership or estate of which you are a partner or beneficiary, in proportion to your interest in the partnership or estate,
  3. A trust (or portion thereof) for which you are considered the owner under the "grantor trust" rules of subpart E of part I of subchapter J of the Internal Revenue Code,
  4. A trust, in proportion to your actuarial interest in the trust (but not if the trust is employee retirement plan under U.S. law), and
  5. A corporation of which you own (directly or indirectly) 50 percent or more in value of the corporation's stock, in that proportion which the value of the stock you own bears to the value of all stock in the corporation.
- In addition:
6. If you are a partnership or estate, you are considered to own any stock owned (directly or indirectly) by or for a partner or beneficiary.
  7. If you are a trust (other than an employee retirement plan under U.S. law), you are considered to own any stock owned (directly or indirectly) by or for a beneficiary, unless the beneficiary's interest is a remote contingent interest. A contingent interest of a beneficiary in a trust is considered remote if, under the maximum exercise of discretion by the trustee in favor of such beneficiary, the value of such interest, computed actuarially, is 5 percent or less of the value of the trust property.
  8. Stock owned (directly or indirectly) by or for the grantor of a grantor trust is considered to be owned by the trust.
  9. If you are a corporation, you are considered to own any stock owned (directly or indirectly) by or for a person who owns (directly or indirectly) 50 percent or more of the value of your stock.
  10. Any person who has an option to acquire stock is considered to own the stock. An option to acquire an option is considered an option on the underlying stock.
  11. An S corporation under U.S. tax law is considered to be a partnership for the purposes of these rules. Shareholders of an S corporation are considered to be partners.
  12. If you have no interest in the issuer after the Tender Payment, the "family" rules of paragraph 1 may not apply to you. Please consult your tax adviser to see if you qualify for this exception (under IRC Sec. 302(c)(2)).
  13. You generally are considered to actually own any stock that you are deemed to own under any of the foregoing rules.

The general rule that you are considered to actually own stock that you are deemed to own has the following exceptions:

A. Stock constructively owned under the “family” rules of paragraph 1 is not considered owned by a person in order to make another the constructive owner of the stock under the family rules. However, if stock can be considered owned by a person under both the family rules of paragraph 1 and the option rule of paragraph 10, this exception does not apply.

B. Stock constructively owned by a partnership, estate, trust, or corporation under the rules of paragraphs 6-9 is not considered owned by that entity to make another the constructive owner of the stock under the rules of paragraphs 2-5.