

# SOLUTIONS FOR US LAW FIRMS

CERTAINTY

INGENUITY

ADVANTAGE

Computershare

# Companies require increasing levels of sophistication and support as they grow

Computershare services scale to meet evolving needs over time



PURPOSE BUILT FOR ISSUERS

**CERTAINTY**  
We deliver services and solutions built on global registry business and related issuer needs, giving you peace of mind

**INGENUITY**  
We constantly innovate based on stakeholder input - providing you with fresh ideas and opportunities

**ADVANTAGE**  
Our clients and their stakeholders stay ahead thanks to our comprehensive solutions

# Providing Share Registry, Governance, Employee Equity Plans & Corporate Trust Services to Private & Public Companies

## INVESTOR SERVICES

- › Dividend Re-investment
- › Direct Stock Purchase
- › Share Dealing
- › Share Transfer Related Services
- › Cross Border Settlement
- › Asset Reunification
- › Intermediary Services
- › Pre IPO Co. Sec Advisory

## GEORGESON

- › Proxy Solicitation
- › M&A Strategy
- › Activism Preparedness
- › Corporate Governance Consulting
- › ESG and Investor Advisory
- › Investor Engagement
- › Shareholder Intelligence

## LEGAL ENTITY COMPLIANCE

- › Entity Compliance SaaS (GEMS)
- › Global Entity Management – Full Service
- › Registered Agent Services
- › Corporate Filings
- › UCC, Lien & Due Diligence
- › Subsidiary Entity Compliance Advisory
- › Board Portal (BoardWorks)



## REGISTRY SERVICES

- › Share Register Management
- › ADR Administration for US Depository Banks
- › Depository Receipt Issuance
- › REITs Register and Investor Management
- › ETF Services

## CORPORATE ACTIONS & EVENTS

- › IPOs
- › Corporate Actions – Domestic & Cross Border
- › Dividend Distributions
- › Cross-border Corporate Actions Advisory
- › Meeting Services:
  - › Proxy Tabulation
  - › Ownership Intelligence
  - › Shareholder Meetings

## EMPLOYEE EQUITY PLANS

- › Equity award plan administration
- › Employee stock purchase plan administration

## CORPORATE TRUST

- › Debt trustee
- › Fiscal agent
- › Escrow agent
- › Collateral agent
- › Custody

# Computershare At-a-Glance

Creators of NPS, Bain & Company, suggest a score:  
Above 0 is good  
Above 20 is favorable  
Above 50 is excellent  
Above 80 is world class

## USA

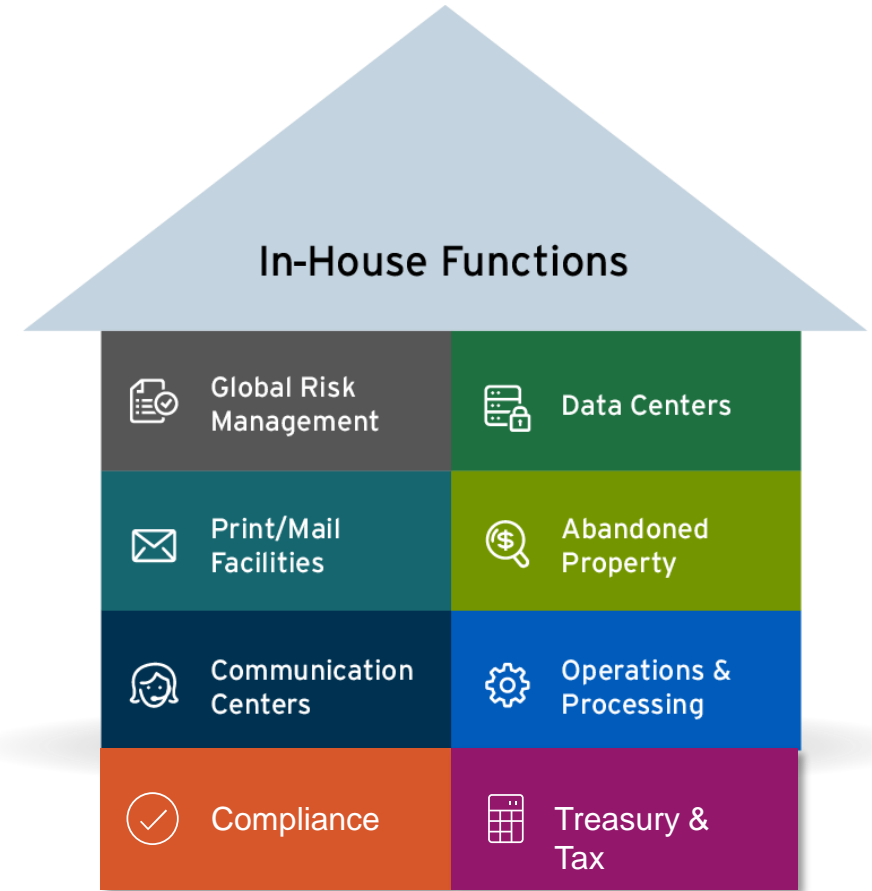
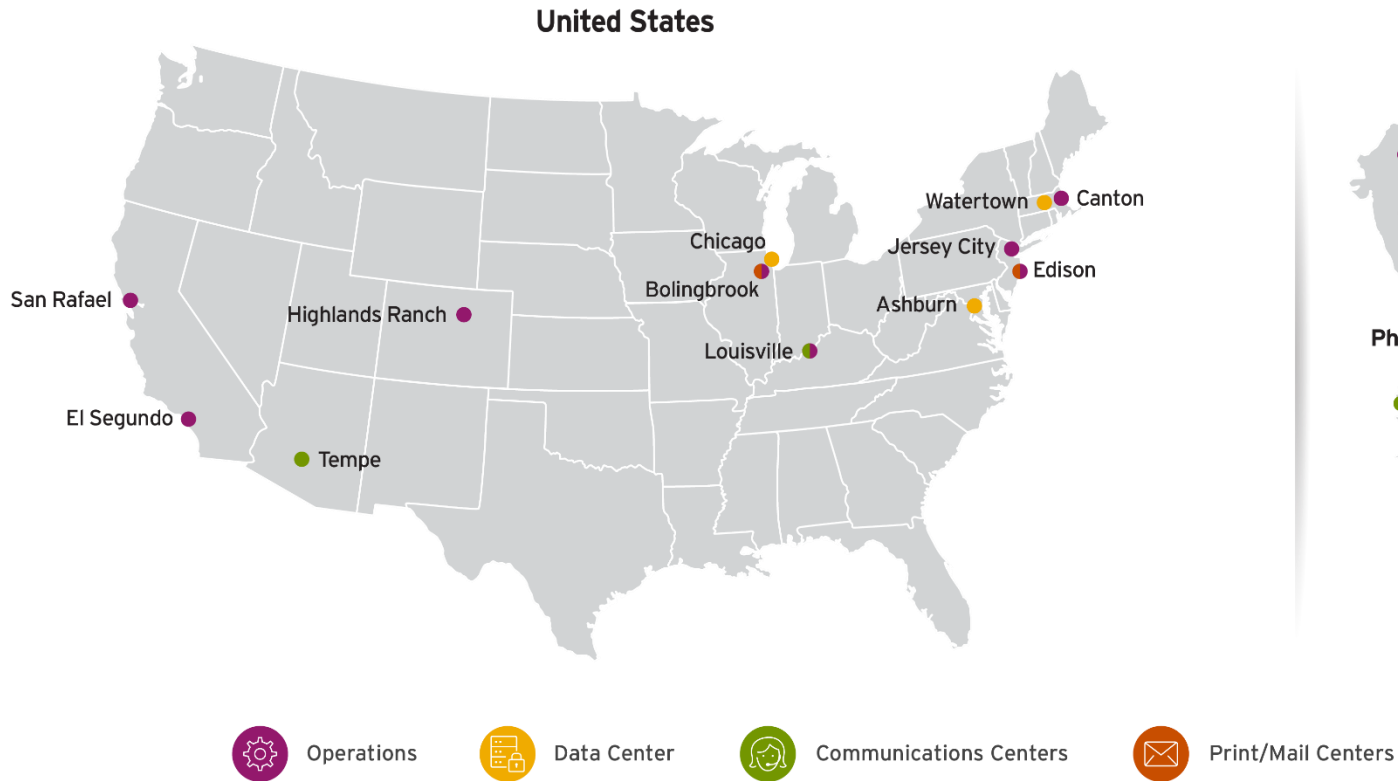


## GLOBAL



# An Integrated, Secure Offering

## How We Do It – Insource Philosophy



One secure network to handle all related functions

# A Global Network Combining Services And Expertise

An integrated global issuer services provider



 A leader in major markets	 Country-specific tax requirements
 Localized regulatory expertise	 Multiple languages
 Cross-border transactions	 Foreign exchange

# Combine Forces with Computershare to Help Your Clients IPO intelligently

Title



## Confidence and Trust

Your clients will be in safe hands. Our innovative solutions are leveraged by thousands of leading organizations, helping clients realize their vision and focus on their strategy.



## One Stop Shop

Our broad range of registry, governance, employee plans and corporate trust solutions enables your clients to leverage one strategic partner and delivers time, cost and quality synergies.



## Superior Service

Your clients will work with tenured industry professionals. We provide expert advice and responsive service to your clients and their stakeholders.



## In Good Company

We work with hundreds of law firms each year - from boutique firms to AM Law 100 firms. We value collaboration and offer valuable insights and continuing education opportunities to your firm.



## Non Cookie-Cutter Approach

From the unique, to the straightforward, to the complex; micro-deals to multi-billion dollar transactions - we have seen, and can handle it all. But one size doesn't fit all - we treat each transaction with care and precision.

# IPO



## WHAT WE DO

Going public is hard work, and a make-or-break moment for your clients. From understanding the complex processes your clients need to go public, to providing industry-leading technology required for life as a public company, Computershare is ready to combine forces with you to help them IPO intelligently.

## AT A GLANCE

- > Establish shares
- > Exchange agent services
- > Closing documentation
- > Convert pre-IPO shareholder records
- > Escrow agent for insiders and affiliates
- > Manage exchange of pre-IPO shares
- > Process selling shareholder transactions
- > Issue shares and close IPO

## WHY US

- > Dedicated IPO service team
- > One stop shop
- > Superior shareholder service
- > Global capabilities
- > Proprietary technology

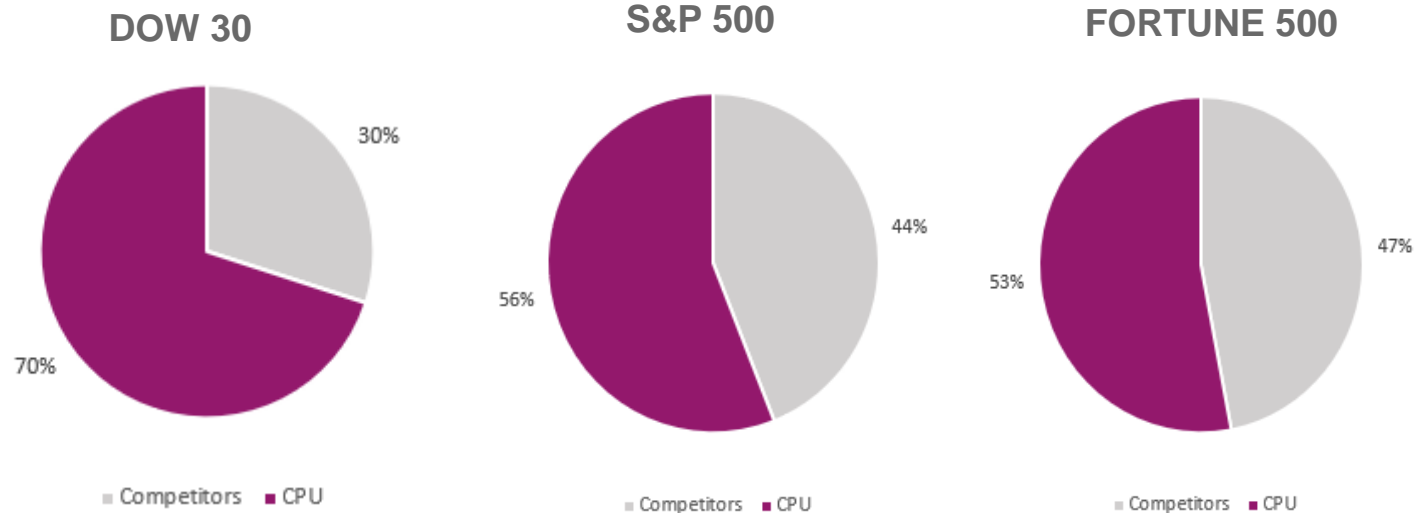
200+ IPOs In The Past 5 Years | 20+ Years Average Tenure Across Our Specialized Team



# Providing Certainty Before, During and After a Listing Event

## 200+ US IPOs since January 2020

Market Leader For Issuers of All Sizes



## Chosen by the world's leading organizations



# The Intelligent IPO and Beyond



## IPO READINESS

Setting your clients up  
for success

- > Dedicated team
- > Expert transaction support
- > Regulatory and governance needs



## GOING PUBLIC

Essential listing event services

- > Transfer Agency
- > Shareholder services
- > AGM services
- > Employee equity plans

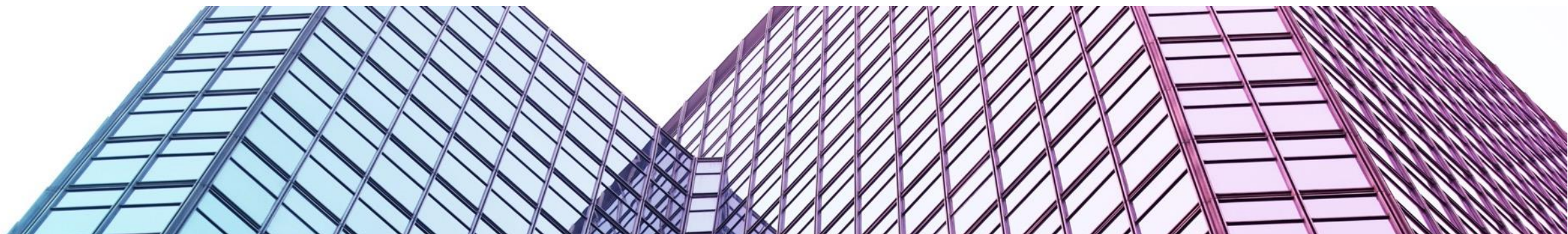


## FORWARD WITH CONFIDENCE

Support at every stage

- > Corporate events
- > Global transactions
- > Entity management
- > Corporate governance

# SPAC – Special Purpose Acquisition Company



## WHAT WE DO

We offer comprehensive services for each stage of your client's SPAC progression, including pre- and post IPO activities, DeSPAC conversions, and the ongoing registry and corporate governance services needed for life as a newly public company.

## AT A GLANCE

- > Pre-launch services including trustee, warrant agent, issuance of units, and movement of proceeds
- > Post-IPO services such as separation of units and SPAC liquidation
- > Business combination and DeSPAC services
- > Growth and management services for the NewCo such as AGM, corporate governance consulting, equity planning, entity compliance

## WHY US

- > Exceptional, responsive customer service
- > Proven DeSPAC project management methodology
- > Focus on liquidity needs of all NewCo investors / employees
- > Industry-leading, proprietary technology

Accuracy and fast turnaround are critical for the success of your client's SPAC and DeSPAC transactions.

# Transfer Agency



## WHAT WE DO

Managing the share register, payments, transfers, communications and the shareholder experience is complex, expensive and resource-intensive. That's why we offer registry services for companies from start-ups to global enterprises, and power the shareholder experience with precision and automation at every stage of a company lifecycle.

## AT A GLANCE

- > Advisory services
- > Shareholder communications
- > Stock transfer
- > Annual meeting
- > Dividend disbursements
- > QuickCert stock certificates
- > Investment plans
- > International currency exchange

## WHY US

- > Omni-channel shareholder experience
- > Industry innovator for over 40 years
- > Proprietary technology
- > Global network and regulatory expertise in jurisdictions worldwide

75M shareholders are in our care

# Alternative Investments – Non-traded REITs, BDCs, Closed End Funds, Reg D & Reg A+ Offerings



## WHAT WE DO

Computershare offers full-service transfer agency solutions for Alternative Investments. From the initial investor subscription phase including escrow services to disbursement, share repurchase programs, listing events, proxy voting and solicitation as well as sales support for the selling brokers, we offer a total recordkeeping solution with technology that provides accurate, live data to take the risk out of decision making.

## AT A GLANCE

- > Support order records and settlement files with DTCC's AIP
- > Capture, report and pay upfront and trailing commissions
- > Coordinate with all stakeholders including sponsors, custodians, broker-dealers and RIAs
- > Offer web portals for issuers, advisors and custodians
- > Streamline share repurchase programs with web-based solution

## WHY US

We've invested heavily in our ability to serve alternative investments and to deliver a compelling solution that benefits both private and public instruments. You will work with a dedicated alternative investments team managing daily tasks for you while delivering the services you need, efficiently and cost-effectively.

We serve 145+ REITs - private and public - and 2 million+ investors....and growing

# Corporate Trust

## WHAT WE DO

We offer a wide range of services that fulfill our clients' unique and emerging needs in corporate and structured finance, debt issuance and mergers and acquisitions (M&A).

- > Trustee
- > Escrow
- > Collateral agent
- > Master/backup servicer
- > Bond administrator
- > Custodian

## AT A GLANCE

- > **Structured Finance**  
Mortgage-Backed Securities, Asset-Backed Securities, CLO & Loan Services, ABL Facilities, Delaware Statutory Trust, Longevity Services and more
- > **Conventional Debt**  
Corporate Finance, Escrow Services, Municipal Debt, Successor Trustee, Collateral Agent and more
- > **Trust & Agency Services**  
Business Escrow, 1031 Exchanges, Collateral Trust, Loan Administration, Securities Custody and more

## WHY US

We are an industry leader with decades of experience as a provider of trustee and sophisticated agency services for private and public companies, investment bankers, asset managers as well as governments and institutions.

With the acquisition of Wells Fargo CTS in November 2021, Computershare Corporate Trust is among the top providers in the US.

**\$5.2+ Trillion of debt under administration | \$380+ Billion in assets under administration | \$1.5 Trillion in fund movements**

\*Data for the 12-months ending 06/30/2022. DUA includes all issues within the paying agency system of record. All totals are in USD. CAD to USD exchange rate .78 on 06/30/2022.

# About Computershare Corporate Trust



**\$5.2t**

debt under administration<sup>1</sup>



**\$380.2b**

asset under administration<sup>1</sup>



**\$1.5t**

funds movement across 75+ currencies  
in foreign exchange and distributions<sup>1</sup>

Computershare Corporate Trust is a market leader with decades of experience as a provider of trustee and sophisticated agency services for private and public companies, investment bankers, asset managers as well as government agencies and institutions. We offer a wide range of services that fulfill our clients' unique and emerging needs in corporate and structured finance, debt issuance, and mergers and acquisitions (M&A).

With the acquisition of Wells Fargo CTS in November 2021, Computershare Corporate Trust is among the top providers in the US ranking #1 in CMBS, CRE CLO, RMBS, and top 3 in ABS and Investment Grade Debt. Our team of more than 2,000 employees continues our commitment to delivering the highest standards of service and value to our entire client base.

## Our Clients

- > Companies and corporations
- > Government agencies and institutions
- > Municipalities
- > Investment banks
- > Financial institutions
- > Law firms
- > Private equity, asset managers and hedge funds
- > Banks and credit unions
- > Servicers/Sub-servicers

## Why Computershare

- > Client-centric service model with industry-experienced team members creates a smooth experience for you
  - Address any potential issues in advance
  - Streamlined closing process
  - Seamless execution delivery
- > Knowledge and range of transaction types
- > Collaboration with top-tier deal parties and referral sources
- > Significant leader across markets served
- > Robust suite of secure online account management, reporting and analytics
- > 18,334 customers across the U.S.<sup>2</sup>
- > More than 20 locations across the U.S.<sup>2</sup>
- > Approximately 2,211 dedicated Corporate Trust team members<sup>3</sup>

# Meeting Services and Solutions



## WHAT WE DO

We deliver a full range of meeting services and solutions including in-person, virtual, and hybrid meetings, EDGAR filings, proxy strategy and solicitation. We work with clients to select a package tailored to their needs, with flexible solutions to deliver the best meeting outcomes.

## AT A GLANCE

- > Meeting format guidance
- > Investor engagement and ESG guidance
- > Proxy solicitation
- > Shareholder communications
- > At-meeting support
- > Post-meeting analytics

## WHY US

Computershare is a global leader in meeting services, offering a modern, intuitive experience for shareholders and issuers. Your clients can rely on our market leading technology and rigorous security and risk protocols to make the process seamless and delight their shareholders.

1,158 traditional, and 429 virtual annual meetings managed in the US FY 2022



# Corporate Actions



## WHAT WE DO

We go beyond routine operational processing and offer unparalleled corporate event expertise and consulting services to guide your clients through the M&A process. We make it easier for your client's shareholders to respond to corporate events via an online experience, available to them at their convenience.

## AT A GLANCE

- > Exchange agent / paying agent
- > Public and private targets
- > Election offers
- > Tender offers
- > Exchange offers
- > Reverse Morris Trusts

## WHY US

- > Digital first approach
- > Superior technology
- > Experience and expertise
- > Speed and agility
- > One partner for the lifecycle of your client's M&A events

609 public and private M&A transactions processed in 2023 | \$188+ Billion in entitlements distributed in 2023

# Georgeson: Proxy Solicitation



## WHAT WE DO

Georgeson is a global provider of strategic shareholder engagement, proxy solicitation and governance consulting services. We've helped many of the world's leading organizations maximize the value of relationships with their investors and stakeholders.

## AT A GLANCE

- > Annual and special meeting proxy solicitation
- > M&A services and strategy consulting
- > Information agent services
- > Activist preparedness and takeover defense
- > Proxy advisory firm and Investor intelligence and research
- > Shareholder engagement and outreach
- > Shareholder intelligence

## WHY US

With Georgeson as a partner, your clients will have a unified team of global experts extending your resources, helping your client prepare for every possibility. That's why some of the world's largest companies trust us with their annual meeting proxy solicitations, when it matters most.

Georgeson, a Computershare company, manages more annual meeting proxy solicitations in the S&P 1500 than any other solicitation firm.

# Georgeson: ESG Advisory Consulting



## WHAT WE DO

In the complex, expanding world of Environmental, Social and Governance, managing and communicating ESG risks and opportunities is moving to the center of strategic business decisions. Georgeson's ESG consulting services help your clients understand their unique ESG landscape, advance their ESG practices and communicate with investors effectively.

## AT A GLANCE

- > Investor intelligence, research, and ESG ratings guidance
- > ESG education and training
- > Gap and peer analysis
- > Reporting strategy, design and implementation

## WHY US

No matter what stage in their ESG journey, Georgeson will help your clients conquer their ESG challenges.

85 years of investor engagement experience | Experts in the United States, United Kingdom, France, Spain, Germany, Italy, Australia, and the Netherlands

# Georgeson: Shareholder Intelligence

## WHAT WE DO

Georgeson Shareholder Intelligence helps companies enhance their understanding of the current shareholder base and how it is evolving over time. Our team of seasoned analysts meticulously review data from a wide array of sources, blending innovative insights into true and current institutional details of the company's stock.

## AT A GLANCE

- > Weekly report identifying top institutional buying and selling, with qualitative insights
- > Quarterly board of directors' report with real-time shareholder-related insights
- > Bi-weekly analysis calls with clients covering recent changes in the shareholder base and strategies for investor relations shareholder outreach
- > Shareholder activism preparedness

## WHY US

Reliable, timely intelligence to inform and enhance your client's investor engagement strategy. Georgeson Shareholder Intelligence not only provides real-time detail on stock trading activity, but also provides insights into investor decision making.

85 years of investor engagement experience | Experts in the United States, United Kingdom, France, Spain, Germany, Italy, Australia, and the Netherlands

# Corporate Transactions Support Services & Solutions



## WHAT WE DO

Trusted by 85% of AMLAW 200 firms, we have the experience and ability to assist with deals of all sizes. As one of the largest registered agents in the U.S., we offer unparalleled corporate compliance expertise and meticulous due diligence services to ensure your clients' objectives are met. You'll have a partner in your corner that pairs a history of high performance with a constant drive for excellence, so you can stake your reputation on ours.

## AT A GLANCE

- > Corporate Filing Services - US & Globally
- > UCC, Lien, & Due Diligence searches and filings - US & Globally
- > Registered Agent/Process Agent Solutions
- > Business License filings
- > GEMS Entity Management platform
- > Global Annual Compliance Filing Services

## WHY US

Your clients are relying on you to manage their legal, compliance, tax, and other corporate transactional activities efficiently and without complications. Computershare can execute highly specialized business services with precision to get the job done quickly, accurately, and make sure nothing is left to chance.

Over 250K legal entities across 160 jurisdictions using GEMS to centralize entity management

# Supporting the Full Scope of an M&A Transaction

## Due Diligence

UCC Search  
State & Federal Tax Liens  
Bankruptcy Search  
Litigation Search  
Judgement Search  
Trademark Search  
Real Property Searches  
Secretary of State Audit

## Deal Review and Closure

Good standing documents  
Pre-clearance filings of any necessary amendment(s)  
Pre-clearance filings of the merger filing(s)  
Filing amendment(s)  
Filing Merger

## Financing and Restructuring

Independent Directorships  
Restructuring Filings

- > Conversions
  1. Entity conversion (LLC to Corporation or vice versa)
  2. Domestic state conversion (ex. entity formed in NY moving to DE)
- > Post-Conversion Filings
- > Filing UCC1 and UCC3 forms and conducting post-closing searches to confirm new filings are accurate

## Integration and Post-Merger Compliance

Updating Governance Structure/Post-Merger Filings

- > New Entity Formation
- > Amendments to update items such as:
  - business name(s)
  - principal office address changes
  - officer and director/member changes
  - authorized share changes
- > Expansion/registration/withdrawal within states
- > Dissolution of un-wanted entities
- > Amending business licenses or filing for new business licenses.

Registered Agent Services  
Entity Management Solution

# Global Capital Markets



## WHAT WE DO

With long-standing relationships across the global footprint of exchanges, central security depositories, securities regulators, and industry associations, Computershare provides a range of tailored, cross-border solutions and issuer transparency to meet the immediate and long-term needs of client and investors

## AT A GLANCE

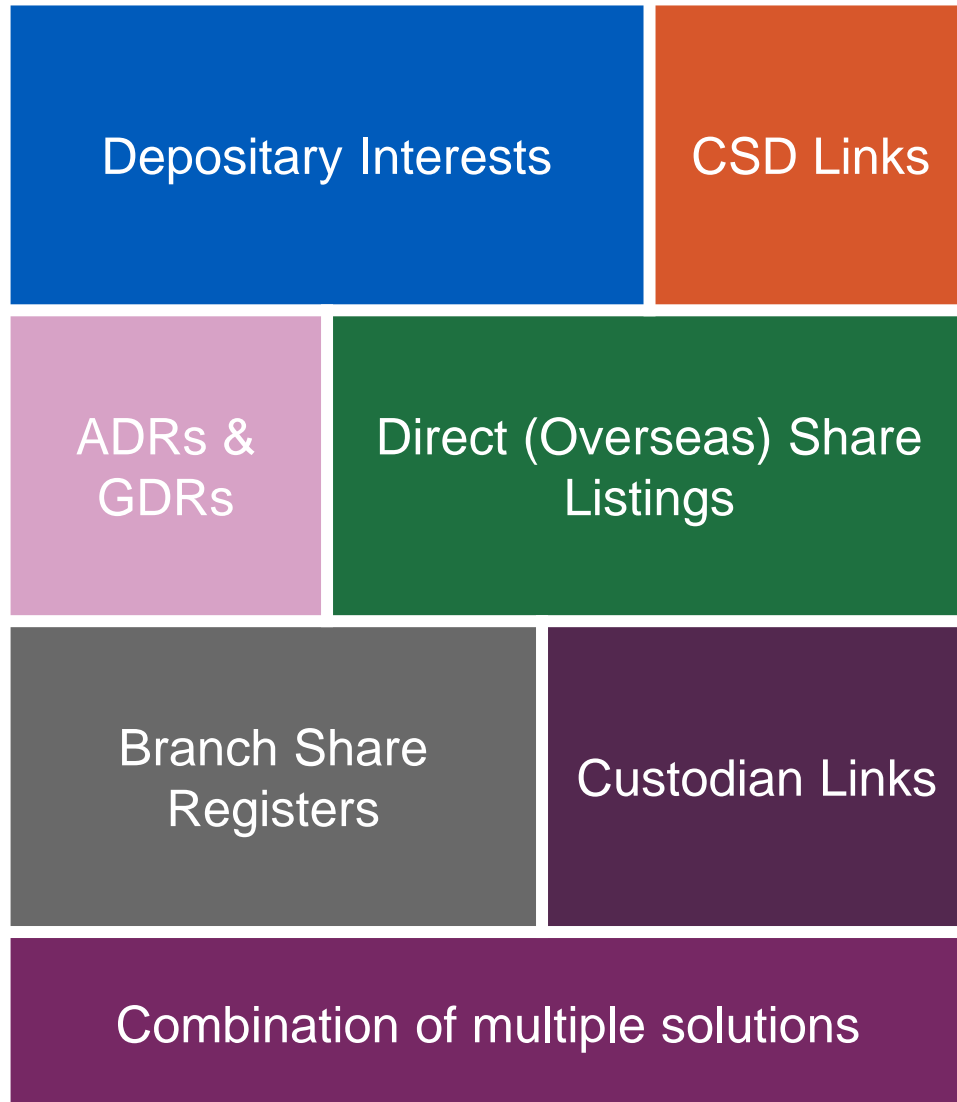
- > Advisory services for complex, high-profile and high-value cross-border corporate events
- > Establish and manage your client's listings in multiple markets
- > Move securities across the border rapidly
- > Stay ahead of regulatory and market issues

## WHY US

We deliver 'first to market' global and local services that keep your clients ahead of the curve with our expertise in changing regulations and market practices. Your clients have access to innovative solutions, integrated across multiple jurisdictions, that mitigate risk and reduce the barriers that can stifle cross-border business.

250 multiple listed cross border clients | 150 corporate transactions managed by our Global Capital Market group  
35 dedicated Global Capital Market experts

# Cross-border solutions: typical structures & considerations



Considerations impacting the choice of solution available to Issuers may include:

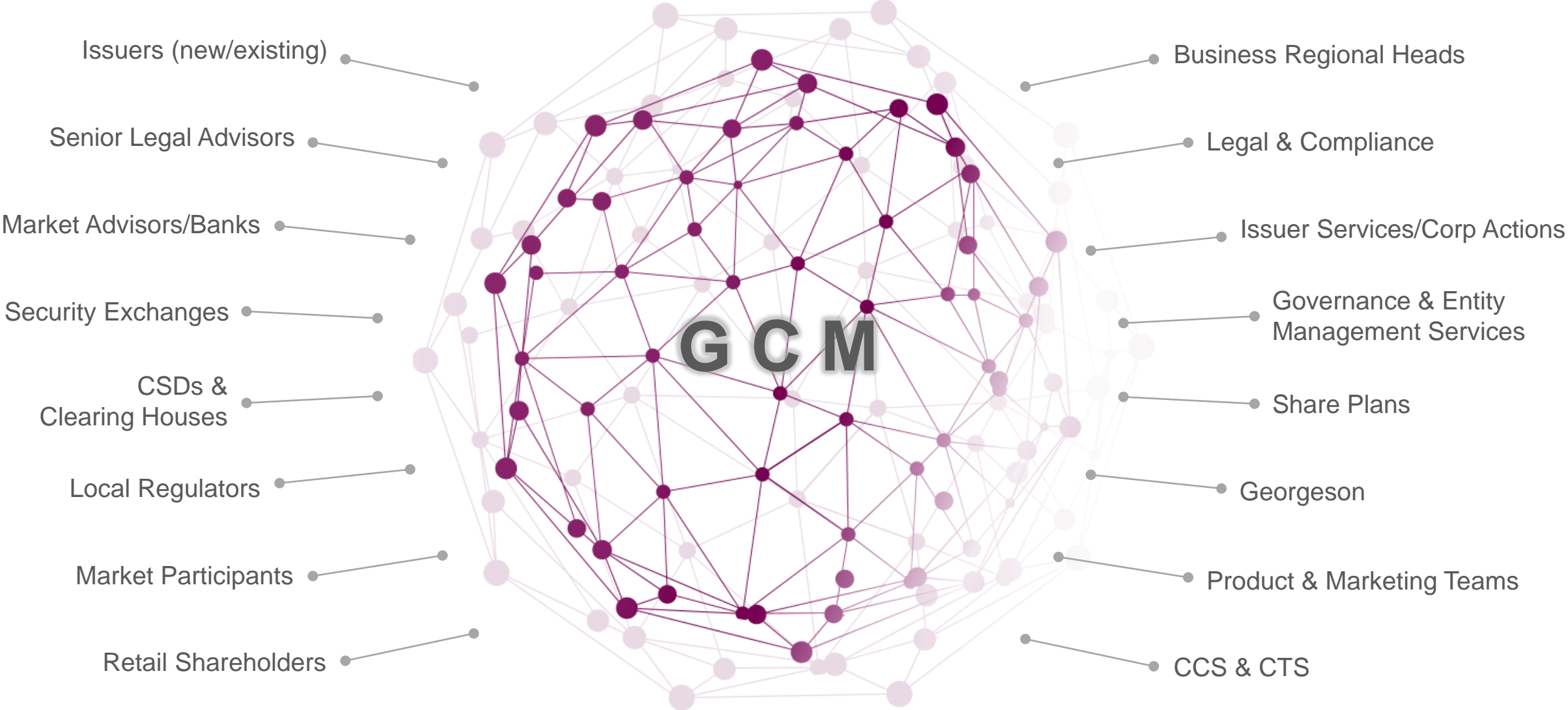
- > Legal permissions/compatibility with home jurisdiction;
- > Speed and Cost to Market;
- > Precedent transactions (well known path or first of its kind);
- > Stamp duty/transaction tax analysis for the project and ongoing Issuer/Investor transactions;
- > Shareholder (cornerstone investors/controlling holders) demands and preferences;
- > Eligibility for major index inclusion;
- > Complexity of future Issuer events (management of AGMs, Dividends, Buybacks, Corporate Actions etc.);
- > Market changes (pending regulations, market infrastructure and settlement timings); and
- > Ability to create a fungible cross-listed security.

Computershare's Global Capital Markets team strive to provide an advisory and "solution first", rather than a sales led, approach when assisting Issuers/Advisors and assessing potential structures and transactions.

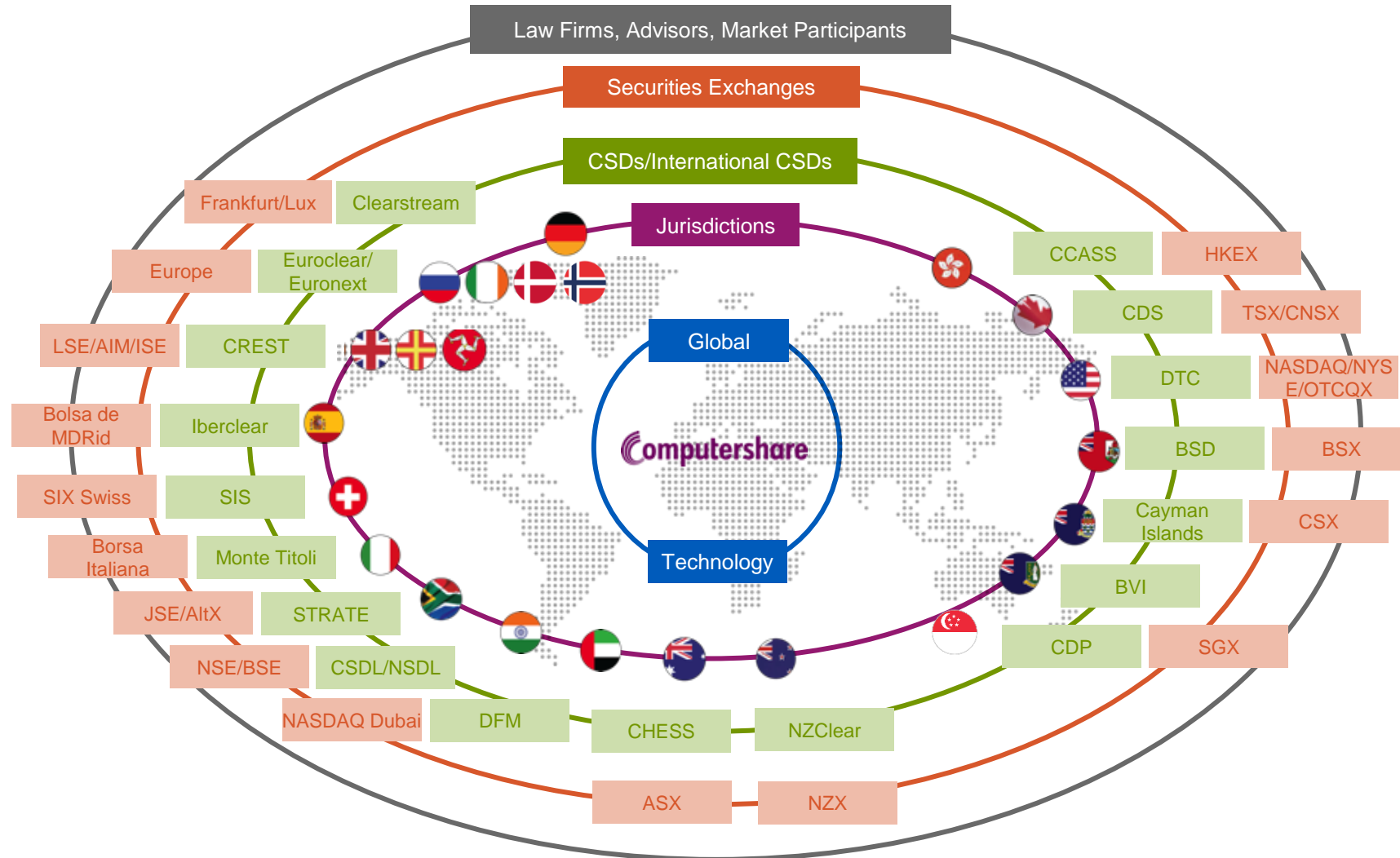


# Matching the Client or Transaction Needs with our Services

Listening to requirements, joining the dots and adding real value to the market



# Connectivity Across Global Capital Markets



PROVIDING INVESTOR SOLUTIONS, CROSS-BORDER SERVICES AND ISSUER TRANSPARENCY

# Employee Equity Plans



## WHAT WE DO

We make administration of your client's plans simple by managing the entire process from end-to-end, while providing participants a suite of online tools to manage their awards and stock purchase plan accounts.

## AT A GLANCE

- > Plan design consultation
- > Partial or full-service plan administration
- > Financial reporting
- > Executive services, including 10b5-1 plans
- > Multi-lingual web site for employees
- > Share custody, transfers and trading
- > Mobility and tax
- > Participant education and communications

## WHY US

Computershare is committed to delivering flexibility, choice and custom solutions with equity plan and ESPP services under one roof. Whether they are looking to switch administrators, launch a new plan, or just want to consult with us on their plan's design, we are ready to help.

2.1 million share plan participants | 495 share plans as administrator | 170 countries

# Summary and Next Steps

When your client is going public, your law firm is ready to power through the transaction with confidence. This important inflection point requires aligning your clients with the right transfer agent – an essential partner for a smooth transaction – ensuring compliance with all applicable laws and regulation and providing excellent service to your clients' current and new shareholders. With decades of IPO experience and thousands of IPOs of all shapes and sizes under our belt, Computershare is ready to partner with you to steward your clients through their IPO and beyond.

Thank you for the opportunity to showcase our services. We welcome the opportunity to meet with you to learn more about your prospects and explore your requirements in more detail.

You can learn more about Computershare's services on our [US legal hub](#). Please do not hesitate to contact me if I can provide any further information.



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