

# PostMerger CleanUp<sup>SM</sup>

## FACT SHEET

### Georgeson's PostMerger CleanUp<sup>SM</sup> program is designed to reunite unexchanged shareholders with the assets they are due

Our PostMerger CleanUp program reaches out to unexchanged holders following a merger, acquisition or reverse stock split – before those holders' assets are escheated to the states as abandoned property.

The program is shareholder-financed and is completely cost-free to you, the issuer. It is conducted entirely under the jurisdiction of our registered broker dealer, Georgeson Shareholder Securities, member NASD and SIPC.

#### UNEXCHANGED HOLDERS

Following a merger, acquisition or reverse stock split, there are always shareholders that neglect to exchange their old certificates for the new shares or cash they are due.

The reasons these holders don't exchange their shares are varied - they may have moved and not heard about the transaction, they may have been too busy to take care of exchanging their shares, or they may simply not understand what needs to be done to complete the exchange.

Whatever the reason, we find that as many as 10% to 20% of registered shareholders still remain unexchanged several months following an acquisition. The shareholder risks the loss of their property as abandoned, and the issuer faces both added complexity in its shareholder recordkeeping and the ultimate responsibility of escheatment.

Georgeson will locate these shareholders and educate them on the transaction and their available options. We will help them resolve any obstacles that have hindered their exchange, and get them to take the required action.

#### FREE TO THE ISSUER

The cost to you is zero.

Because our PostMerger CleanUp program is conducted under the jurisdiction of our broker dealer, we are licensed to charge shareholders who choose to participate in our voluntary program.

Our fee is fully disclosed and we even inform shareholders that they can still contact the exchange or transfer agent directly and handle the exchange themselves. While a small percentage of holders simply need to be reminded, a significant percentage need the extra handholding and assistance that only our program can offer.

Regardless of the outcome, there is never a charge to you.

## WHAT IS ESCHEATMENT?

Escheatment is a legal term for the transfer of abandoned property to the states.

State laws require that, once property is considered abandoned, the assets must be turned over to the state as custodian after a specific waiting period, which can be as little as two years. In the case of a merger or acquisition, property is considered abandoned if the holder hasn't responded to a series of notices after a merger or acquisition and an exchange of shares has taken effect.

Your unexchanged shareholders are the true, rightful owners of their assets, not the states.

Our PostMerger CleanUp program gives your unexchanged shareholders an additional opportunity to claim what is rightfully theirs.

And when the time comes to turn over abandoned property to the states, our PostMerger CleanUp program gives you the assurance that everything possible has been done to get those assets to the rightful owners.

## GEORGESON: GETTING RESULTS

The average Georgeson PostMerger CleanUp program usually takes about 90 days from start to finish.

Once the program is completed, typically over 80% of your unexchanged shareholders will respond and exchange their shares, either through our PostMerger CleanUp program or directly with the exchange or transfer agent.

It is easy to get started and requires very little involvement on your part, with no cost to you.

To learn more about our PostMerger CleanUp program and how we can help you and your unexchanged shareholders, please call Brian Permenter at 212 805 7188.

## ABOUT GEORGESON

Founded in 1935, Georgeson assists more than 1,000 corporations annually in both routine and contested proxy solicitations. Additionally, Georgeson provides M&A advisory services, strategic corporate governance consulting, PostMerger CleanUp<sup>SM\*</sup>, small shareholder oddlot programs and shareholder identification. Clients include 47% of the Dow 30, 42% of the S&P 500, 30% of the NASDAQ 100, 35% of the TSX top 100 and 47% of the ASX 200. Georgeson is a Computershare company.

\*PostMerger CleanUp is provided by our broker dealer Georgeson Shareholder Securities Corporation.

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