

6XSSOLHU<sup>Q</sup>\$XGLW\ \$XGLWHH 7HUPV RI 6HUYLEFH

7KH \$JUHHPHQW ZLOO FRPPHQFH RQ WKH GDWH &OLHQW

VLJQLILHV DFFHSWDQFH RI WKH \$JUHHPHQW ZKLFK PD\ EH

WKURXJK HOHFWURQLF FRQILUPDWLRQ FRQWURO WKH 6HUYLEFHV DQG H

VKDOO FRQWLQXH XQWLO WKH FRPSOHWH RI WKH 6HUYLEFHV FRPSOHWH DQG FX

XQOHVV WHUPLQDWHG HDUOLHU LQ DFFHSWDQFH ZLWKL WKH DOO KHDOWK DQG

\$JUHHPHQW VHFUXLW\ UHTXLUHPHQWV WKDW DSSO\ D

%6, VKDOO SURYLGH WKH 6HUYLEFHV LQ DFFHSWDQFH RI WKH 6HUYLEFHV

&OLHQW\ DVXGLW UHTXLUHPHQWV DJUHHPHQWV SUO\ DVXGLWV DOO QHFHVVDU\

RI WKLV \$JUHHPHQWV

FRQVHQWV DQG FRPSO\ ZLWK DOO UHOHY

DV UHTXLUH WR HQDEOH %6, WR SURYL

LQFOXGLQJ LQ UHODWLRQ WR WKH XVH R

ODWHULDOV LQ DOO FDVHV EHIRUH WKH

WKH 6HUYLEFHV DUH WR VWDUW DQG

K LPPHGLDWHO\ QRWLI\ %6, RI DQ\ HYHQW

DGYHUVHO\ DIIHFW WKH RXWFRPH RU FRQ

SURYLVLRLQ RI WKH 6HUYLEFHV RU ZKLFK

XQDWWHQGHG PD\ FDXVH %6, WR EH LQ E

&ODXVH

%6, ZLOO QRW LQYHVWLJDWH RU FRQILUP

RU FRPSOHWHQHV RI DQ\ LQIRUPDWLRQ LQ

ODWHULDOV SURYLGHG E\ WKH \$XGLWHH RU

HPSOR\HHV RU FRQWUDFWRUV DQG %6, DFF

IRU DQ\ ORVVHV FRVW RU GDPDJHV VXIHH

E\ \$XGLWHH DULVLQJ RXW RI DQ\ LQFRPSO

)RU WKH DYRLGDQFH RI GRXEW %6, LQIRUPDWLRQ

DEVROXWH GLVFUHWLRQ ZLWKKROG WKH LVVXDQFH RI WKH

'HOLYHUDEOHV LI LQ %6, TV UHVRQDEOH RI WKH

\$XGLWHH GRHV QRW FRPSO\ ZLWK WKH \$JUHHPHQWV SUHYHQWHG RU GHOD\HG E\

&OLHQW DQG RU WKH \$XGLWHH LV LQ UHTXLUHPHQWV WKH

7HUPV DQG RU WKLV \$JUHHPHQW DV \$XGLWHHV DHEW VXEFRQWUDFWRUV FR

DQG RU ZKHUH WKH \$XGLWHH XWLOLHV WKH 6HUYLEFHV ZLWKRXW SUHMXGLFH W

PDQQHU WKDW PD\ EH PLVOHDGLQJ RU WKDW PD\ EULQJ %6, VKDOO EH DOC

LQWR GLVUHSXWH H\WHQVLRQ RI WLPH WR SHUIRUP LWV REOL

7KH \$XGLWHH VKDOO

D FRRSHUDWH ZLWK %6, LQ DOO PDWHV SUHSHFW\ WKH WKH SURYLVLRQ

6HUYLEFHV DQG VKDOO LQYRLFH &OLHQW RU WKH \$XGL

E DSSRLQW D PDQDJHU IRU WKH 6HUYLEFHV DGLWLRQDO IHV DQG FKH

KDYH WKH DXWKRULW\ WR VHHN DSSUR\UHQW PRW\XFK GHOD\

&OLHQW ZLWK UHVSHFW WR DQ\ DPHQGPHQWV WR WKLV

\$JUHHPHQW

)RU WKH DYRLGDQFH RI GRXEW %6, VKDOO

F SURYLGH %6, LWV DJHQWV VXEFRQWUDFWRUV LQ WKLV \$JUHHPHQW

FRQQO pA AGWR D @PWOD`VW6 WFFWV WKH \$XGLWHH TV SUHPLQHW VFFRQ

RU LI LQ %6, TV UHVRQDEOH EHOLHI WKH

6XSSOLHU<sup>Q</sup>\$XGLW\ \$XGLWHH 7HUPV RI 6HUYLEFH

9HUVLRQ ± \$XJXVW

3DJH RI

6XSSOLHU \$XGLW

6XSSOLHU<sup>Q</sup>\$XGLW\ \$XGLWHH 7HUPV RI 6HUYLEFH

\$JUHHPHQW RI WKH \$XGLW 0DWHULDOV DQG LL DQ\ WKLUG  
SDUW\1V UHOLDQFH RQ WKH 'HOLYHUDEOHV WKDW DUH GLVFORVHG  
E\ WKH \$XGLWHH ZKHWKHU RU QRW GLVFORVHG ZLWK %6,1V  
SULRU ZULWWHQ FRQVHQW

7KH \$XGLWHH ZDUUDQWLHV DQG XQGHUWDNHV WKDW  
D LW ZLOO QRW DQG ZLOO HQVXUH WKDW LWV DIILOLDWHV DQG  
WKHLU UHVSHFWLYH RIILFHUV HPSOR\HHV  
VKDUHKROGHUV UHSUHVHQWDWLYHV DJHQWV RU  
FRQWUDFWRUV 3



6XSSOLHU<sup>Q</sup>\$XGLW\ \$XGLWHH 7HUPV RI 6HUYLEFH

9HUVLRQ ± \$XJXVW

3DJH RI





6XSSOLHU<sup>Q</sup>\$XGLW\ \$XGLWHH 7HUPV RI 6HUYLEFH

6XSSOLHU \$XGLW