

Sheinberg, Samuel I.

From: HSRHelp
Sent: Thursday, February 27, 2025 2:02 PM
To: HSR Auto Forward List
Subject: FW: Select 801.30 Transaction

From: Whitehead, Nora
Sent: Thursday, February 27, 2025 2:02:10 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: HSRHelp
Subject: RE: Select 801.30 Transaction

No, the facts described disqualify the acquirer from filing as a Select 801.30.

From: HSRHelp
Sent: Thursday, February 27, 2025 12:35 PM
To: HSR Auto Forward List
Subject: FW: Select 801.30 Transaction

From: [REDACTED]
Sent: Thursday, February 27, 2025 12:34:55 PM (UTC-05:00) Eastern Time (US & Canada)
To: HSRHelp
Subject: Select 801.30 Transaction

PNO team,

I understand that for a transaction to qualify as a "Select 801.30 Transaction," the acquiring person must not have, and must not obtain, the "right" to serve as, appoint, veto, or approve board members within the acquired entity. In this case, which involves a publicly-traded target, while the acquiring party does not have a contractual right to a board seat, it does have a representative on the target's board who was elected by the target's shareholders. The acquiring party plans to acquire additional shares on the open market, but not a sufficient amount that it would obtain control of the target. Since the acquiring party lacks the explicit "right" to serve as a director but may still have a representative elected by shareholders, would an acquisition of shares by this investor qualify as a "Select 801.30 Transaction"?

Thanks,

[REDACTED]

[REDACTED]