



# Broadridge DSP

A Direct Stock Purchase, Sale and Dividend Reinvestment Plan  
Administered by Broadridge Corporate Issuer Solutions, Inc.

Sponsored by Matrix Trust Company, a subsidiary of Broadridge Financial Solutions Inc.

Ready for Next

**Broadridge Corporate Issuer Solutions, Inc. ("Broadridge")** is pleased to administer and provide access to a Direct Stock Purchase and Dividend Reinvestment Plan (the "**Plan**", or "**DSP**") sponsored by Matrix Trust Company ("Matrix"), an affiliate of Broadridge. This Plan offers a means by which first time investors and existing registered shareholders who hold qualified, freely tradable shares of a participating company can submit requests to buy or sell shares through a registered broker-dealer, without opening a brokerage account. As administrator of the Plan, Broadridge is acting on behalf of the participating company. Broadridge is not acting as a broker-dealer and will not execute any purchase or sale on behalf of such persons. Rather, Broadridge will forward requests to purchase or sell such shares to a broker-dealer appointed by Broadridge, including possibly a broker-dealer affiliated with Broadridge, who will execute the transaction.

Prior to enrolling in the Plan, you should review and understand this prospectus in its entirety including the, [Questions and Answers](#), [Additional Terms and Conditions](#), and [Schedule of Fees and Purchases](#) sections of the Plan document, all following this cover page. If you choose to purchase or sell registered shares through the Plan or participate in dividend reinvestment, unlike a stock brokerage account, the timing, pricing and manner of transactions through the Plan will be subject to the provisions of the Plan and will be outside your control.

There are fees associated with effectuating transactions under the Plan, which are set forth in the [Schedule of Fees and Purchases](#) section of the Plan document, all following this cover page. Please review such fees carefully. The Plan is sponsored by Matrix and administered by Broadridge and is neither sponsored nor administered by the participating company. If you have general questions about the Plan, you may contact Broadridge directly. Please see the [Contact Information](#) section of this document for further details.

**The Broadridge DSP is a direct share purchase, sale, and dividend reinvestment plan that provides an alternative to traditional methods of buying, holding, and selling shares in participating companies, allowing you to build your investment over the long term.**

#### **Broadridge's DSP allows you to:**

- *Make an initial investment directly into the plan, eliminating the need for a broker.*
- *Make optional cash investments through check or by setting up automatic bank debits on a one-time or recurring basis*
  - *Combine these choices. For example, you may choose to purchase every month through automatic monthly deductions and supplement with occasional purchases by check.*
- *Purchase in dollar amounts rather than for a certain share amount allowing you to maintain both full and fractional shares.*
- *Save money. Broadridge DSP fees are generally lower than commissions and fees charged by a broker.*
- *Automatically build your investment over time by participating in automatic dividend reinvestment on all or a portion of your dividend.*
- *Eliminate the need to keep stock certificates in safe-keeping by depositing them into the plan.*

First time investors in participating companies can purchase shares through the Plan by completing the step by step process on our website or by signing and returning an Enrollment Form. If you need an Enrollment Form, you can obtain one by downloading it directly from our website or by contacting Broadridge. Please refer to the [Contact Information](#) section below for more details.

All optional cash investment options are pending availability at the Plan Administrator. Review the [Schedule of Purchases and Fees](#) section of this document for available options for your participating company.

#### **Eligibility**

The Broadridge DSP is available to the general public, including first time investors. Regulations in certain countries may, however, limit or prohibit participation in this type of Plan. Persons residing outside the United States who wish to participate in the Broadridge DSP should first contact their financial or legal advisors to determine whether they are subject to any governmental regulations prohibiting their participation. This document provides a general overview and summary of the DSP. Please be sure you read and understand the full Plan terms and conditions before enrolling in the Broadridge DSP.

## **Questions and Answers**

### **How do I enroll in the Broadridge DSP?**

An existing investor can enroll in the Broadridge DSP online through our website simply by creating a profile and logging into your account. New investors can enroll utilizing our *Plan Wizard* which allows you to provide the required banking information and authorize Broadridge to deduct the appropriate funds for your initial share purchase. The *Plan Wizard* can be accessed by visiting our website which is located in the [Contact Information](#) section of this document. Broadridge will hold any personal information you provide, as administrator of the Plan and on behalf of the participating company, pursuant to our Privacy Statement, which can be found on the same website. If preferred, both existing and new investors can enroll by completing and submitting an Enrollment Form which can also be obtained from our website or by contacting Broadridge and requesting a form to be mailed. Please refer to our [Contact Information](#) section below to request a form. Minimum and maximum investment amounts, as well as any applicable fees, can be found in the [Schedule of Fees and Purchases](#) sections below. Broadridge will purchase through a registered broker-dealer engaged by Broadridge (which may be an affiliate of Broadridge) whole shares and allocate fractional shares of a participating company's stock to equal the dollar amount of your investment, less any applicable fees.

### **How do I purchase additional stock?**

As a Plan participant, you have two methods to purchase additional stock.

- You may authorize a one-time or recurring deduction from your bank account by logging into your account on our website and selecting the "Purchase Shares" link. If preferred, you can submit a Stock Purchase Form by mail. You can download the form on our website or obtain one by contacting Broadridge and requesting a form to be mailed.
- You may, at any time, make optional cash investments by sending a check (U.S. dollars) that is made payable to "Broadridge" along with a completed Stock Purchase Form available for download on our website.

As an added security measure, Broadridge may apply a five (5) business day hold period to the initial association of banking account information to your investor account as well as changes made to established direct deposit or direct debit instructions. This hold period helps prevent unauthorized transactions.

Broadridge will submit your request to the registered broker-dealer utilized by the Plan to purchase whole shares and allocate any fractional shares of a participating company to equal each amount you invest, less any applicable fees. Any fees, minimum and maximum purchase amounts, as well as purchase and debit schedules can be found in the [Schedule of Fees and Purchases](#) section below. Keep in mind that the value of the stock can fluctuate. The past performance of any participating company's stock is not necessarily an indicator of future performance. There can be no guarantee that the stock you purchase through the Broadridge DSP will increase in value or retain its current value.

### **How are shares purchased?**

Regarding purchases of shares, Broadridge aggregates all requests to purchase shares received from Plan participants. A registered broker-dealer engaged by Broadridge (which may be an affiliate of Broadridge) then purchases the total shares on the open market. This broker-dealer will receive brokerage fees and commissions in connection with effectuating such transactions. The applicable price per share cannot be determined prior to the purchase. The shares acquired will reflect any applicable transaction fees and brokerage commissions and shall be the average weighted price for all shares purchased for all the Plan participants on the applicable trade date(s). Please see the [Schedule of Fees and Purchases](#) section for applicable trade date(s) for the participating company.

Broadridge will credit your account for all full and fractional shares (*generally between two (2) and up to six (6) decimal places*) purchased by the broker on your behalf. Depending on the number of shares being purchased and current trading volume in the shares, purchases may be executed in multiple transactions and/or may take more than one day to complete. Broadridge will record a Plan participant's shares in book-entry form and generally will not issue physical certificates. Broadridge will normally mail a transaction confirmation by first class mail within five (5) to seven (7) business days following the final trade settlement date showing, among other things, the purchase price, any applicable transaction fees, brokerage commissions and the number of shares credited to your Plan account. Once a purchase of shares is completed, a participant will have all the rights of a shareholder in that company. For the purchase schedule and related fees – see the [Schedule of Fees and Purchases](#) section of this document.

### **May I contribute shares I already own into my DSP account?**

Yes. You may contribute book-entry or paper stock certificates into your DSP account. Broadridge will credit your book-entry registered shares to your DSP account free of charge. With paper stock certificates, you will need to send them unsigned to the address in the [Contact Information](#) section of this document via

overnight delivery or some other form of traceable mail properly insured through the mail carrier, with return receipt requested. Please contact Broadridge for more information.

***Can shares bought through the Broadridge DSP be issued in certificate form?***

These shares will be issued and held in book-entry form. However, dependent on whether the participating company permits the issuance of certificates, you may request shares be issued in certificate form in your name. To obtain a stock certificate for any or all of the whole shares in your account, simply call or write to Broadridge at the contact address listed under the [Contact Information](#) section below. Only whole shares can be issued in certificate form. A fee may be associated with this service. Please see the [Schedule of Fees and Purchases](#) section below.

***Can my dividends from my DSP shares be reinvested?***

If the participating company pays cash dividends, you can choose to reinvest such dividends in additional shares of the participating company. Please see the Enrollment Form for participation options available. You may also change your reinvestment instruction through our website by logging into your shareholder account.

If Broadridge receives the notice of change of your dividend elections near an upcoming dividend record date, Broadridge may defer changing your reinvestment option until the next dividend payment date. Broadridge will instruct the broker-dealer utilized by the Plan to purchase whole shares and allocate any fractional shares of stock to equal the dollar amount of the reinvested dividends, less any applicable fees and tax withholdings. See the [Additional Terms and Conditions](#) and the [Schedule of Fees and Purchases](#) for specific details on dividend reinvestment.

***How do I transfer or gift shares?***

You may transfer or gift shares from your DSP account by completing a Legal Transfer Form. A Legal Transfer Form is available to download and print at our website, which is to be used to instruct Broadridge to whom the shares are to be delivered. Alternatively, you may contact Broadridge and request one to be mailed to you. Transfers may be made in book-entry form or in certificate form (if offered for the participating company).

***How do I sell shares?***

If you are a registered shareholder in a participating company you can sell qualified shares through the Plan by logging onto your account online, by contacting Broadridge directly, or by signing and returning the Shareholder Sale Request Form. All registered shareholders must sign the Shareholder Sale Request Form. If you need a Shareholder Sale Request Form, you can obtain one by contacting Broadridge or by downloading and printing one directly from our website. Sale orders via telephone carry a \$50,000 value limit. Anything above this value limit will have to be submitted via our website or in writing by completing a Shareholder Sale Request Form.

You may instruct Broadridge to sell shares under the Plan through a Batch Order, Market Order, or a Day Limit Order. Please be aware that all sales options may not be available at all times and options are pending availability at the Plan Administrator. Please see the [Additional Terms and Conditions](#) section of this document for further details.

A check for the proceeds of the sale of shares less applicable taxes, transactions fees and brokerage commissions, together with a summary transaction statement, will normally be mailed to the participating shareholder by first class mail within two (2) business days after the final trade settlement date. As an added security measure, Broadridge may apply a five (5) business day hold period to the initial association of banking account information to your investor account as well as changes made to established direct deposit or direct debit instructions. This hold period helps prevent unauthorized transactions. In order to receive your sales proceeds via direct deposit, your instructions must be active at the time the sale takes place. If the instructions are not active, Broadridge will not hold the sale and the proceeds will be sent via check. All sale orders are considered irrevocable upon final submission of the order and cannot be cancelled.

More information regarding the terms and conditions of sales is in the [Additional Terms and Conditions](#) section of this document. Please be sure to read and understand all these terms and conditions prior to submitting any sales requests.

***How do I keep track of my investments?***

Broadridge offers online access to your account holdings through our website. Once logged into your shareholder account, you can then view your current holdings, recent transactions, as well as account statements and tax documents. While periodic statements can be mailed to you, Broadridge offers you the convenience of electronic delivery for account documents that are otherwise sent in paper form via postal mail. Simply log into your shareholder account, choose the document type and consent to receive electronically.

***What documents will I receive from Broadridge so I may file my taxes?***

Broadridge will send a Form 1099-DIV to you and the U.S. Internal Revenue Service after each year-end, reporting any dividend income you received during the year (which may consist of dividends and any applicable fees paid on your behalf by a participating company). If you sell shares through the Broadridge DSP, Broadridge will send a Form 1099-B to you and the U.S. Internal Revenue Service showing the total proceeds of the transactions. For non-U.S. persons, Broadridge will send a Form 1042-S to you and the U.S. Internal Revenue Service after each year-end, reporting any dividend income you have received during the year. We recommend that you keep your Broadridge statements, which are helpful for record keeping and tax purposes. Electronic copies of these tax forms are also available online by logging into your shareholder account on our website.

***How do I terminate my participation in the Plan?***

Termination requests can be made by returning the sales coupon located at the bottom of your Plan statement and selecting the "Terminate Plan Participation" checkbox. The coupon should be signed by all registered holders and mailed to Broadridge at the address listed in the [Contact Information](#) section of this document. All whole shares will be converted to book-entry in DRS and fractional shares will be sold. The sale of fractional shares will be subject to all transaction fees and broker commission associated with the sale of shares all of which can be found in the [Schedule of Purchases and Fees](#) section of this document. For specific information about the process and timing of termination of your participation, see the [Additional Terms and Conditions](#) section.

***What if I have questions and want to contact Broadridge regarding the DSP or other Broadridge services?***

Many of your questions can be answered by visiting the Knowledge Center on our website or you can contact us directly via our call center, through mail, or by email. See the [Contact Information](#) section below to contact us at any time.

***Additional Terms and Conditions***

Both first time investors and current registered shareholders in participating companies can purchase qualified shares through the Plan by visiting our website. Broadridge will hold any personal information you provide, as administrator of the Plan and on behalf of the participating company, pursuant to our Privacy Statement, which can be found on our website. The ability to purchase or sell shares through the Plan is intended to be a convenience. However, you may find it more convenient or economical to effect such purchases or sales through a broker of your choice. Participation in the Plan is strictly voluntary. Individuals participating in the Plan should be aware that the share price may fluctuate between the time your transaction request is received and the time the transaction is effected on the open market. This price risk will be borne solely by you. Broadridge may, but is not obligated to, accept written requests to revoke transaction requests.

***Purchases***

Broadridge aggregates all requests to purchase shares received from Plan participants. A registered broker-dealer engaged by Broadridge (which may be an affiliate of Broadridge) then purchases the total shares on the open market. This broker-dealer will receive brokerage fees and commissions in connection with effectuating such transactions. The applicable price per share cannot be determined prior to the purchase. The shares acquired will reflect any applicable transaction fees and brokerage commissions and shall be the average weighted price for all shares purchased for Plan participants on the applicable trade date(s).

Broadridge will credit your account for all full and fractional shares (*generally between two (2) and up to six (6) decimal places*) purchased by the broker on your behalf. Depending on the number of shares being purchased and current trading volume in the shares, purchases may be executed in multiple transactions and may take more than one day to complete. Broadridge will record a Plan participant's shares in book-entry form and generally will not issue a physical certificate. Broadridge will normally mail a transaction confirmation by first class mail within five (5) to seven (7) business days following the final trade settlement date. The statement will normally display the purchase price, any applicable transaction fees, brokerage commissions and the number of shares credited to your Plan account. Once a purchase of shares is completed, a participant will have all the rights of a shareholder in that company. All purchases must be made in compliance with all applicable securities laws, including laws prohibiting insider trading. In addition, purchases by directors and employees, including optional investments, must be made in compliance with the participating company's Insider Trading and Material Inside Information Policy. In addition to other limitations, applicable securities laws and the insider trading policy provide that you may not trade in the company's common stock if you are in possession of material, non-public information about the company.

***Optional Investments***

Additional shares of common stock in a participating company can be purchased by using the Plan's optional investment feature. Optional cash investments can be made through check (U.S. dollars) made payable to "Broadridge" or by authorizing recurring or one-time direct debits from a checking or savings account. All optional investments are subject to minimum and maximum



investment limitations as outlined in the [Schedule of Purchases and Fees](#) section of this document. Participating shareholders are not obligated to make optional investments at any time under the Plan. Broadridge will utilize the optional cash investments to make purchases through the broker-dealer utilized by the Plan on the open market promptly on the applicable investment date(s). Please see the [Schedule of Fees and Purchases](#) section below to find the investment date(s) for this participating company. If that day is not a business day, the business day immediately following that investment date will apply.

Broadridge must receive funds for optional investments by the deadline outlined in the [Schedule of Fees and Purchases](#) section below otherwise, Broadridge may hold those funds and invest them beginning on the next investment date. No interest will be paid on funds held by Broadridge pending investment. You may wish to select a shipping method for any such investments to reach Broadridge timely in order to minimize any time period during which your funds are not invested.

Dividend payments that you have designated for reinvestment will be purchased in the open market beginning on the dividend payable date (investment date) or on the investment date immediately following such dividend payable date when the investment date is not a business day. In any case, dividends that you have designated for reinvestment will be purchased within 30 days of the dividend payable date. Shares related to this purchase will be posted to your account on settlement date of the last purchase of shares pursuant to dividend reinvestment. The shares acquired will reflect any applicable transaction fees and brokerage commissions and shall be the average weighted price for all shares purchased for Plan participants on the applicable trade date(s). A transaction statement will be sent to you within five (5) to seven (7) business days following the final settlement of shares. You may also access your statement through our website by logging into your shareholder account. Please see the [Schedule of Fees and Purchases](#) section below to find the investment date(s) for this participating company. All purchases are subject to market availability and the liquidity of stock on the open market.

#### **Method of Payment - Optional Investments**

##### **Check**

Optional investments can be made at any time by sending Broadridge a completed purchase coupon (the tear-off portion located on the bottom of your statement or transaction advice)/Stock Purchase Form, and a personal check, money order, or bank check made payable to "Broadridge". The check must be in USD (U.S. dollars) and issued from a U.S. bank account. Cash payments a will not be accepted.

##### **Automatic Bank Draft (Direct Debit)**

Optional investments can be made by authorizing Broadridge to deduct a set amount from a checking, savings, or credit union account either on a one-time or recurring basis. All optional investments being made through and automatic bank draft must be done in USD (U.S. dollars) and from a U.S. bank account. This can be done either through our website or by completing the appropriate form and returning it to Broadridge. The form should be mailed to Broadridge with a voided check for the bank account from which funds are to be drafted. Please see the [Schedule of Fees and Purchases](#) section below to find the automated bank draft frequency, applicable debit dates, as well as any fees assessed for the transaction. One-time investments will be drawn as soon as practicable, but investors should allow up to four weeks for the first automatic bank draft to be initiated. In order to cancel a bank draft, a request should be made to Broadridge, in writing, at least ten business days prior to the next automatic bank draft date for the termination to take place.

As an added security measure, Broadridge may apply a five (5) business day hold period to the initial association of banking account information to your investor account as well as changes made to established direct deposit or direct debit instructions. This hold period helps prevent unauthorized transactions.

If a participant's optional investment, either through check or a bank draft, is returned/rejected for any reason, the corresponding request for purchase will be considered voided. Any shares that were purchased will be removed from the participant's account and can be sold at Broadridge's discretion. Broadridge will also retain the right to liquidate any additional shares as necessary on a participant's account to cover any costs associated with the returned/rejected payment.

Please review the [Schedule of Fees and Purchases](#) for availability, automatic debit frequencies, trade date(s), and fees.

##### **Dividend Reinvestment**

If the participating company pays cash dividends, you can choose to reinvest all or a portion of your dividends on shares. Following your instructions, Broadridge will apply all or a part of the cash dividend to the purchase of additional shares in the participating company. If you enroll in the Plan but no dividend election is made, a default election will be made for full reinvestment. Broadridge will cause the broker-dealer utilized by the Plan to purchase whole shares and allocate any fractional shares of stock to equal the dollar amount of the reinvested dividends,

less any applicable fees and tax withholdings. Such purchases will be completed pursuant to the usual share purchase process described under the [Purchase](#) section of this document. You may change your reinvestment election through our website or in writing at any time. If Broadridge receives the notice of change near an upcoming dividend record date, Broadridge may defer changing your reinvestment option until the next dividend payment date. This should be considered when submitting or sending any requests to change dividend elections.

#### **Sales**

**Batch Order:** A registered shareholder who holds qualified shares of a participating company's shares in Direct Registration Form (shares held electronically or by book entry) can submit requests to sell their shares through a registered broker-dealer by initiating a sale through our website by logging into your shareholder account, by telephone, or through the mail at any time. Broadridge will promptly forward such requests to the registered broker-dealer utilized by the Plan. This broker-dealer will sell the shares on the open market in round lot transactions. The price per share for the shares sold will always be the average weighted price for all shares sold through the Plan on the trade date(s). In general, sales are made at least once a week. Depending on the number of shares being sold and current trading volume in the shares, sales may be executed in multiple transactions and may be traded on more than one day. The selling price will not be known until the sale is complete. Each batch order sale will incur a flat administrative fee to Broadridge per transaction request. In addition, there is a brokerage commission fee per share sold (no portion of which will be retained by or forwarded to Broadridge). Please see the [Schedule of Fees and Purchases](#) for fees related to the selling of shares.

**Market Order:** A market order is a request to sell shares promptly at the current market price. Market order sales can be initiated through our website by logging into your shareholder account or by contacting Broadridge by telephone. Market order sale requests will be submitted to a registered broker-dealer utilized by the Plan promptly upon receipt during market hours (normally 9:30AM to 4:00PM Eastern Standard Time). Any orders received during the hours that the market is not open, will be submitted to a registered broker-dealer utilized by the Plan promptly the next business day when the market is open. All market orders are considered irrevocable upon final submission of the order and cannot be cancelled. Depending on the current trading activity of that security, there may not be a market for your request and the order could be cancelled at the end of the trading day resulting in no sale of such shares. To determine if shares were sold, a participating shareholder should access their account online at our website or by contacting Broadridge. If the market order sale was not filled and a participating shareholder still wants the shares sold, a sale request will need to be resubmitted. The price will be the market price of the sale obtained by the broker-dealer utilized by the Plan. Market order requests submitted to Broadridge outside of market hours (market hours are usually 9:30AM to 4:00PM EST), will be forwarded to the registered broker-dealer utilized by Broadridge on the next business day once the market has opened. Broadridge, as the Plan Administrator, does not have control over, nor guarantee, the date, time, or pricing associated with any shares that are sold through the Plan. All sale orders are submitted as All-or-None (AON) orders and, depending on market conditions, the order may not be included in market open trades and/or not executed at all. Each market order sale will incur a flat administrative fee to Broadridge per transaction request. In addition, there is a brokerage commission fee per share sold (no portion of which will be retained by or forwarded to Broadridge). Please see the [Schedule of Fees and Purchases](#) section for fees related to the selling of shares.

**Day Limit Order:** A day limit order is an order to sell securities when and if the stock reaches a specific trading price on a specific day. The order is automatically cancelled if the price is not met by the end of the trading day (or, for orders placed after-market hours, the next business day the market is open). All limit orders are considered irrevocable upon final submission of the order and cannot be cancelled within market trading hours. Depending on the current trading activity of that security, there may not be a market for your request and the order could be cancelled at the end of the trading day resulting in no sale of such shares. Should you submit a limit order that falls under the current trading price at the time of receipt by the broker-dealer utilized by the Plan, there is a chance the order will be cancelled upon receipt if it exceeds certain pricing thresholds meant to protect you from erroneous entries. Please check your account transaction upon the submission of any limit orders submitted to ensure it was received and accepted. The order may be cancelled by the applicable stock exchange or by the broker engaged by Broadridge due to certain restrictions. Each day limit order sale will incur a flat administrative fee to Broadridge per transaction request. In addition, there is a brokerage commission fee per share sold (no portion of which will be retained by or forwarded to Broadridge). Please see the [Schedule of Fees and Purchases](#) section for fees related to the selling of shares. All sale orders are submitted as All-or-None (AON) orders. Broadridge will automatically treat all sale request

received in writing as batch order sales request. Individuals participating in the Plan should be aware that the share price may fluctuate between the time your transaction request is received and the time the transaction is effected on the open market. This price risk will be borne solely by you. Broadridge may, but is not obligated to, accept written requests to revoke transaction requests. Please be aware that all sales options may always not be available, and options are pending availability at the Plan Administrator.

All sales must be made in compliance with all applicable securities laws, including laws prohibiting insider trading. In addition, sales by directors and employees must be made in compliance with the participating company's Insider Trading and Material Inside Information Policy. In addition to other limitations, applicable securities laws and the insider trading policy provide that you may not trade in the participating company's common stock if you are in possession of material, non-public information about the company. Broadridge will automatically treat all sale requests received in writing as batch order sales.

#### Fractional Shares

If your account balance falls below one whole share of the participating company's common stock, Broadridge may, at its discretion, terminate your participation in the Plan. Any fractional shares will be sold by the broker-dealer engaged by Broadridge. A check for the value of the fractional shares, less any applicable fees, will be sent to you shortly after.

#### Broadridge and Matrix's Responsibilities

Neither Broadridge, nor Matrix, nor the participating company will be liable for, and each of Broadridge, Matrix and the participating company will be held harmless against, any losses or liability incurred by participants arising from, related to or in connection with the administration or sponsorship (as applicable) of the Plan or Broadridge's, Matrix's or the participating company's actions or non-actions with respect to the Plan, and the participant shall indemnify and hold harmless Broadridge, Matrix and the participating company from all losses and liabilities incurred by Broadridge, Matrix and the participating company in connection therewith.

Broadridge is administering this Plan and Matrix is sponsoring this Plan on behalf of the participating company. Such participating companies have no control over the administration of the Plan. Neither Broadridge nor Matrix is a registered broker-dealer and neither Broadridge nor Matrix endorses or recommends the services of any brokerage company. Any shareholder utilizing the Plan will not be a brokerage customer of Broadridge or Matrix. Broadridge's role in administering the Plan and Matrix's role in sponsoring the Plan is purely ministerial and clerical. Additionally, Broadridge and Matrix do not warrant or guarantee execution quality or fulfillment of transaction requests. Shares are not insured by the FDIC or any other governmental agency, are not deposits or other obligations of and are not guaranteed by Broadridge, Matrix, or the participating company, and are subject to investment risks, including possible loss of principal amount invested. Securities held in Plan accounts for participants in the Plan are not subject to protection under the Securities Investor Protection Act of 1970.

These terms and conditions and the administration of the Plan and Broadridge's and Matrix's activities under the Plan shall be governed by the substantive laws (and not the choice of law rules) of the State of New York; all proceedings relating to the Plan shall be brought by the participants only in courts located in the City of New York; and the participants waive their right to trial by jury. Broadridge reserves the right to resign as administrator and Matrix reserves the right to resign as sponsor of the Plan upon notice to participants in the Plan. Broadridge, Matrix, and the participating company reserve the right to agree to modify the Plan, including the right to terminate the Plan upon notice to Plan Participants. In addition, Broadridge and Matrix reserve the right to interpret and regulate the Plan as it deems necessary or desirable in connection with its administration. Broadridge, Matrix, and the participating company do not provide advice and make no recommendations with respect to purchasing or selling shares. Any decision to purchase or sell must be made by each individual participant based on his or her own research and judgment. Nothing herein shall be deemed to constitute an offer to sell or a solicitation to buy share(s).

## The Broadridge DSP for The Toro Company

### Schedule of Fees and Purchases

#### Initial Investments

|                            |             |
|----------------------------|-------------|
| Minimum Initial Investment | \$500.00    |
| Maximum Initial Investment | \$75,000.00 |
| Initial Investment Fee     | \$15.00     |

#### Optional Investments

|   |             |
|---|-------------|
| Minimum One-time Investment (ACH/Check) | \$100.00    |
| Minimum Recurring Investment (ACH)      | \$100.00    |
| Maximum Investment (annual)             | \$75,000.00 |
| ACH Debit Processing Fee (per debit)    | \$2.00      |
| Check Processing Fee (per check)        | \$5.00      |

In addition to the above fees, Broadridge will forward a brokerage commission fee of \$0.10 per share purchased to the registered broker-dealer utilized by the Plan administrator. The investment date for optional cash purchases will occur weekly each Friday (or the next business day if the investment date falls on a non-business day). Broadridge must receive funds for initial and optional investments no later than two business days before an Investment Date for those investments to be invested beginning on that Investment Date. Otherwise, Broadridge may hold those funds and invest them on the next Investment Date.

The Automated Draft Debit Date(s) will be on the 7<sup>th</sup> and/or the 21<sup>st</sup> of the month (or the next business day if the investment date falls on a non-business day).

#### Sales

|                                |         |
|--------------------------------|---------|
| Batch Order (per transaction)  | \$15.00 |
| Market Order (per transaction) | \$25.00 |
| Limit Order (per transaction)  | \$30.00 |

In all instances, Broadridge will forward a brokerage commission of \$0.12 per share sold to the registered broker-dealer utilized by the Plan. These fees will be deducted from the sales proceeds.

*Please be aware that all sales options may not be available at all times and options are pending availability at the Plan Administrator.*

#### Dividend Reinvestment

Broadridge will forward a brokerage commission fee of \$0.10 per share purchased to the registered broker-dealer utilized by the Plan. This fee will be paid by the participating company on behalf of the shareholder.

#### Additional Fees

|  |           |
|--|-----------|
| Returned Checks/Insufficient Funds       | \$35.00   |
| Returned ACH (per return)                | \$35.00   |
| Replacement Check (per request)          | \$3.00    |
| Direct Deposit of Proceeds (per deposit) | \$5.00    |
| Overnight Delivery (per mailing)         | \$25.00   |
| Saturday Delivery (per mailing)          | \$25.00   |
| Duplicate Statements (Confirms/Account)  |           |
| Electronic                               | No Charge |
| Paper                                    | \$15.00   |

*All fees set forth in this schedule are subject to change without notice by the Plan Administrator.*

#### Contact Information

Website: <https://shareholder.broadridge.com/TTC>  
Toll-Free Phone: 1-844-956-0809  
Local/International Phone: 1-303-562-9697  
Fax: 1-215-553-5402  
Email Address: [shareholder@broadridge.com](mailto:shareholder@broadridge.com)

*All transactions online will be subject to additional terms of use including our Linking Policy and Privacy Statement - both of which are available on our website.*

#### All Correspondence

Broadridge Corporate Issuer Solutions, Inc.  
P.O. Box 1342  
Brentwood, NY 11717-0718

#### Overnight Mail

Broadridge Corporate Issuer Solutions, Inc.  
Attn: IWS  
1155 Long Island Avenue  
Edgewood, NY 11717-8309

*Be sure to include your name, address, account number and company name (both as shown on your statement) as well as the best method for contact (e-mail address or daytime telephone number) on all correspondence*