

\$QDO\VLV RI 3URSRVHG &RQVHQW 2UGHU WR \$LG 3  
,Q WKH 0DWWHU RI ,QWHOOL9LVLRQ 7HFKQRORJLHV

7KH )HGHUO 7UDGH &RPPLVVLRQ <sup>3</sup>&RPPLVVLRQ' KDV  
DQ DJUHHPHQW FRQWDLQLQJ D FRQVHQW RUGHU IURP ,QWH  
WKH DJUHHPHQW DORQJ ZLWK WKH FRPPHQWV UHFHLYHG  
WKH 3URSRVHG 2UGHU RU ZLWKGUDZ IURP WKH DJUHHPHQW

5HVSRRGHQW ,QWHOOL9LVLRQ LV D 'HODZDUH FRUSRUD  
6DQ -RVH &DOLIRUQLD 5HVSRRGHQW DGYHUWLVHV DQG VH  
UHFRJQLWLRQ VRIWZDUH SURGXFW WR RULJLQDO HTXLSPHQ  
HQQ XVHUV 5HVSRRGHQW¶V IDFLDO UHFRJQLWLRQ VRIWZD  
SURGXFWV VROG E\ LWV SDUHQQW FRUSRUDWLRQ 1LFH 1RUW  
VFDQ WKHLU IDFH WR JDLQ DFFHVV WR WKH VPDUW KRPH IH

7KH &RPPLVVLRQ¶V SURSRVHG WKUHH FRXQW FRPSODLQ  
WKDW ,QWHOOL9LVLRQ¶V IDFLDO UHFRJQLWLRQ VRIWZDUH  
PDUNHW DQG KDV EHHQ WUDLQHG RQ PLOOLRQV RI IDFHV 7  
5HVSRRGHQW UHSUHVHQWHG WKDW ,QWHOOL9LVLRQ¶V IDFL  
HWKQLFLWLHV ZLWKRXW UDFLDO ELDV ZDV GHYHORSHG ZL  
EXLOW LQ ELDV DQG SHUIRUPV ZLWK ]HUR JHQGHU RU UDFL  
DOOHJHV WKDW ,QWHOOL9LVLRQ FODLPHG LWV DQWL VSRR  
6HFWLRQ RI WKH )7& \$FW

7KH 3URSRVHG 2UGHU FRQWDLQV LQMXQFWLYH UHOLHI  
HQJDJLQJ LQ WKH VDPH RU VLPLODU DFWV RU SUDFWLFHV

3URYLVSRQKLELWV 5HVSRRGHQW IURP PDNLQJ DQ\ PLVU  
DFFXUDF\ RU HIILFDF\ RI LWV )DFLDO 5HFRJQLWLRQ 7HFKQR  
SHUIRUPDQFH RI LWV )DFLDO 5HFRJQLWLRQ 7HFKQRORJ\ ZL  
JHQGHUV HWKQLFLWLHV DQG VNLQ WRQH V RU UHGXFQJ  
VXFK IDFWRUV RU DERXW WKH DFFXUDF\ RU HIILFDF\ RI  
UHVSHFW WR GHWHFWLQJ VSRRILQJ RU RWKHUZLVH GHWHU  
7HFKQRORJ\ DQG /LYHQHV DUH GHILQHG LQ WKH 3URSRVH

3URYLVSRQKLELWV 5HVSRRGHQW IURP PDNLQJ DQ\ UHS  
HIIHFWLYHQHV DFFXUDF\ RU ODFN RI ELDV RI )DFLDO 5H  
HIIHFWLYHQHV RI VXFK )DFLDO 5HFRJQLWLRQ 7HFKQRORJ\

SRVVHVHV DQG UHOLHV XSRQ FRPSHWHQW DQG UHOLDEOH  
WKH WLPW WKH UHSUHVHQWDWLRQ LV PDGH

)RU WKH SXUSRVHV RI WKLV 3URYLVLRQ FRPSHWHQW D  
EDVHG RQ WKH H[SHUWLVI RI SURIHVVLRQDOV LQ WKH UHO  
HYDOXDWHG LQ DQ REMHFWLYH PDQQHU E\ TXDOLILHG SHU  
WKH SURIHVVLRQ WR \LHOG DFFXUDWH DQG UHOLDEOH UHV  
WHVWLQJ LQFOXGLQJ WKH GDWHV DQG UHVXOWV RI DOO W  
DQG QXPEHU RI LPDJHV XVHG WKH VRXUFH DQG QXPEHU RI  
VXFK WHVWLQJ LQFOXGHV /LYHQHV WHVW DQ\ WHFKQLTX  
GLIIHUHQW DQJOHV GLIIHUHQW OLJKWLQJ FRQGLWLRQV RU  
FROOHFWHG RQ LPDJHV XVHG LQ WHVWLQJ LI DSSOLFDEOH  
LPDJHV XVHG LQ WHVWLQJ LI DSSOLFDEOH DQG DQ\ LQIRUI  
LQWR TXHVWLRQ RU FRQWUDGLFWV WKH UHVXOWV

3URYLVLRQ UHTXLUH 5HVSRRGHQW WR REWDLQ DQG VXEP  
WKH 2UGHU

3URYLVLRQ UHTXLUH SRUWLQJ DQG FRPSOLDQFH SURYLVL  
UHTXLUPHQWV DQG SURYLVLQV UHTXLULQJ 5HVSRRGHQW  
QHFHVVDU\ IRU WKH &RPPLVVLRQ WR PRQLWRU FRPSOLDQF

3URYLVLRQ UHTXLUH WKDW WKH 3URSRVHG 2UGHU ZLOO UH  
FHUWDLQ H[FHSLRQV

7KH SXUSRVH RI WKLV DQDO\VLV LV WR IDFLOLWDWH SX  
LV QRW LQWHQGHG WR FRQVWLWXWH DQ RIILFLDO LQWHUS  
PRGL\ WKH 3URSRVHG 2UGHU V WHUPV LQ DQ\ ZD\