



Notice of Changes to the Master Services Agreement:

In an effort to strengthen the reliability, integrity and resiliency of the U.S. securities markets, the U.S. Securities and Exchange Commission (“SEC”) implemented Regulation Systems Compliance and Integrity (“Regulation SCI”), which becomes effective on November 2, 2015. As an exempt clearing agency, Omgeo has been identified by the SEC as an entity required to comply with the requirements of Regulation SCI. For additional information regarding Regulation SCI and the requirements thereunder, you may visit <http://www.sec.gov/rules/final/2014/34-73639.pdf>.

Relevantly, Section 1004 of Regulation SCI requires Omgeo to conduct mandatory business continuity and disaster recovery testing with our clients not less than annually. In order for Omgeo to ensure that we can meet the requirements of Regulation SCI and its goal of strengthening the resiliency of the financial markets infrastructure, we must amend the terms of the current Master Services Agreement (“MSA”).

Section 2.7 of the Omgeo MSA authorizes Omgeo to modify or amend the Terms (as defined in the MSA) in our sole discretion, in order to comply with applicable changes in law or regulations. Accordingly, and in reliance on section 2.7 of the MSA, Omgeo hereby amends the MSA, by adding new paragraph 6.5(d), effective as of November 15, 2015, to read as follows:

“6.5(d) Effective November 15, 2015, and thereafter during the term of this Agreement, Client shall engage in such periodic business continuity and disaster recovery testing as Omgeo, in its sole discretion, reasonably determines is necessary or appropriate for Omgeo to comply with its obligations under Regulation Systems Compliance and Integrity of the US Securities and Exchange Commission or other applicable law or regulation.”

Most Omgeo clients will not be required to participate in the testing. Those clients that will need to test will only need to do so annually. Details of the testing regime are currently being finalized and will be communicated to you in more detail if your firm is required to participate. Meanwhile, for additional information please do not hesitate to reach out to your Relationship Manager directly, or contact our Client Contact Center at 877.664.3625.

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