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**#52969**

**Date:** August 03, 2023

**Subject:** Triton International Limited (Election Merger) - Anticipated Adjustment  
Option Symbol: TRTN  
New Symbol: BIPC1  
Date:??? (Election Deadline: ??? )

On August 24, 2023, Shareholders of Triton International Limited (TRTN) will vote concerning the proposed merger with Thanos Holdings Limited, an affiliate of Brookfield Corporation and Brookfield Infrastructure Corporation (BIPC).

#### **The Merger: Aggregate Terms**

The aggregate consideration will be equal to (i) \$68.50, multiplied by the total number of outstanding TRTN Common Shares as of the closing of the transactions, plus (ii) a number of BIPC Shares per TRTN Common Share as calculated based on the BIPC Final Share Price, as defined in the TRTN/BIPC Joint Proxy Statement/Prospectus dated July 6, 2023 ("Proxy"), multiplied by the total number of outstanding TRTN Common Shares as of the closing of the transactions.

#### **The Merger: Individual Share Elections**

Within the terms of the Merger, individual TRTN Shareholders may:

- Elect to receive per TRTN share the specified mixture of both cash and BIPC shares ("Mixed Consideration"), equal to \$68.50 in cash and the number of BIPC shares with a value of \$16.50 based on the BIPC Final Share Price, subject to adjustment and calculated as described in the Proxy. The exchange ratio is subject to a collar, such that if the BIPC Final Share Price is greater than or equal to \$42.36 but less than or equal to \$49.23, the number of BIPC shares will be between 0.3352 and 0.3895 per TRTN share. Outside of the collar, the ratio will fluctuate based on the market price of BIPC shares. OR,
- Elect to receive all-cash consideration equal to the value of the Mixed Consideration ("Cash Consideration"). Cash Considerations are subject to proration. OR,
- Elect to receive all-stock consideration in BIPC shares equal in value to the Mixed Consideration ("Stock Consideration"). Cash will be paid in lieu of fractional shares, if any. Stock Considerations are subject to proration. OR,
- Register no preference by not making an election ("Non-electing Consideration"). Under the terms of the election, shareholders who are deemed not to have submitted an effective form of election will be deemed to have elected the form of consideration (or mix thereof) remaining after satisfaction of the elections of the other shareholders.

Elections must be submitted to the exchange agent, Computershare Trust Company, N.A. **The election deadline is expected to be 5:00 p.m., New York City time, on the date that is two trading days preceding the Closing Date.** TRTN Shareholders must observe all terms and conditions for the election as specified in the Proxy. **It should be noted that it is unknown if TRTN shares may be delivered pursuant to an election under "Notices of Guaranteed Delivery".** In all cases, Call option holders exercising in order to obtain stock for an election must exercise in sufficient time to be able to make valid delivery pursuant to the election procedures.

### **The Merger Consideration: Prorations**

The Cash Considerations and Stock Considerations will be subject to proration as described in the Proxy.

### **Contract Adjustment**

<b>Date:</b>	Effective the opening of the business day after the merger is consummated. Contract adjustment is expected to occur in the third quarter of 2023.
<b>Option Symbol:</b>	TRTN changes to BIPC1
<b>Strike Divisor:</b>	1
<b>Contract Multiplier:</b>	1
<b>New Multiplier:</b>	100 (e.g., a premium or strike price extensions, 1.00 yields \$100)
<b>New Deliverable Per Contract:</b>	<p>The deliverable for adjusted TRTN options will be BASED ON THE MERGER CONSIDERATION WHICH ACCRUES TO NON-ELECTING TRTN SHAREHOLDERS (stated in terms of a current 100-Share deliverable).</p> <p>100 x the Non-Electing Consideration</p> <p>Note: Once determined the cash in lieu of fractional share portion of the option deliverable remains fixed and does not vary with price changes of any security.</p>
<b>CUSIP:</b>	BIPC: 11275Q107

### **Delayed Settlement**

OCC will delay settlement of BIPC1 options until the non-electing consideration has been determined.

### **Important Exercise Considerations**

Holders of TRTN Call options who wish to make their own elections with respect to TRTN shares received through exercise (for example, to receive a consideration other than the Non-Electing Consideration) bear sole responsibility in determining when to exercise their options to permit a valid election. After the merger is consummated and the contract adjustment described above is effected, adjusted TRTN options will no longer call for the delivery of TRTN shares upon exercise. Call option holders will receive upon exercise (and Put holders deliver upon exercise) the non-electing merger consideration (on a per contract basis).

### **Delivery Settlement and Protect Provisions**

Option contracts which are exercised, and physically-settled security futures contracts which mature, will require the settlement of all component securities included in the contract deliverable at the time of the futures contract maturation or option contract exercise, including rights, warrants, or similar instruments. Additional TRTN entitlements (such as due bills, eligibility to participate in tender offers, elections, etc.) may also automatically attach to securities deliverable upon physically-settled futures contract maturity or option exercise. Conversely, securities not included in the contract deliverable at the time of the option exercise or futures contract maturity, or other entitlements not associated with the underlying deliverable securities, may preclude holders of long futures contracts from realizing the benefit of such entitlements. For example, if a physically-settled security futures underlying security is the subject of a tender offer, exchange offer, or similar event which expires *before* the futures contract reaches its maturity, the securities due to long futures holders upon maturity *will not* be eligible for participation in the tender/exchange offer. Conversely, if such tender offer, exchange offer or similar event expires *after* the futures contract matures, securities deliverable to long futures holders *will* be eligible for participation in these events.

Except in unusual cases, securities deliverable as a result of equity option exercise or the maturity of physically-settled security futures are settled through National Securities Clearing Corporation (NSCC).

Rights and obligations of Members with respect to securities settling at NSCC as a result of an option exercise or assignment or a physically-settled security future delivery or receipt obligation are governed by the rules of NSCC. NSCC has its own rules which enable purchasers of securities to protect themselves for value which may be lost if timely delivery is not made to them of securities subject to specific deadlines, such as the expiration of a tender offer, rights subscription, election, or similar event. These rules are generally called protect or liability notice procedures, and are intended to protect purchasers by binding the delivering parties to liability if such value is lost because timely delivery is not effected. Purchasers of securities must observe the rules and procedures of NSCC to avail themselves of such "protect" provisions of NSCC. Questions regarding these provisions should be addressed to NSCC.

### **Special Risks**

Writers of call options and holders of short positions in physically-settled security futures at maturity who are uncovered with respect to deliverable securities subject to deadlines or cut-off times (such as expirations of tender offers, rights subscriptions, elections, or similar events) should be aware of a risk associated with the timing of their possible assignments or physically-settled security futures delivery obligations: Equity option exercise settlement and settlement of physically-settled security futures delivery obligations normally occurs 2 business days after the option exercise date or the security-futures maturity date. An uncovered call writer or uncovered short futures holder who has an obligation to deliver, and who waits until after assignment or futures maturity to effect purchase of the underlying security, may not be able to effect timely delivery by a regular-way purchase (2 business-day settlement) or call option exercise (2 business-day settlement after exercise). Such uncovered writer or short futures holder may nevertheless be subject to liability under the protect provisions of NSCC (see above) with respect to his delivery obligation, because he cannot make timely delivery. Additionally, Cash Markets (same-day, or less-than-2-business-day settlement) may not be available, or may be expensive for buyers of the underlying security.

### **Disclaimer**

This Information Memo provides an unofficial summary of the terms of corporate events affecting listed options or futures prepared for the convenience of market participants. OCC accepts no responsibility for the accuracy or completeness of the summary, particularly for information which may be relevant to investment decisions. Option or futures investors should independently ascertain and evaluate all information concerning this corporate event(s).

The determination to adjust options and the nature of any adjustment is made by OCC pursuant to OCC By-Laws, Article VI, Sections 11 and 11A. The determination to adjust futures and the nature of any adjustment is made by OCC pursuant to OCC By-Laws, Article XII, Sections 3, 4, or 4A, as applicable. For both options and futures, each adjustment decision is made on a case by case basis. Adjustment

decisions are based on information available at the time and are subject to change as additional information becomes available or if there are material changes to the terms of the corporate event(s) occasioning the adjustment.

ALL CLEARING MEMBERS ARE REQUESTED TO IMMEDIATELY ADVISE ALL BRANCH OFFICES AND CORRESPONDENTS ON THE ABOVE.

For questions regarding this memo, please email the Investor Education team at [options@theocc.com](mailto:options@theocc.com). Clearing Member Firms of OCC may contact Member Services at 1-800-544-6091 or, within Canada, at 1-800-424-7320, or email [memberservices@theocc.com](mailto:memberservices@theocc.com).