



**THE FOUNDATION
FOR SECURE
MARKETS®**

#53634

Date: November 29, 2023

Subject: Orchard Therapeutics plc – Anticipated Cash Settlement
Option Symbol: ORTX
Date: ???

On December 19, 2023, Shareholders of Orchard Therapeutics plc (ORTX) will vote on a proposed Scheme of Arrangement with Kyowa Kirin Co., Ltd. If the Scheme of Arrangement with Kyowa Kirin Co., Ltd. is approved and consummated, each existing ORTX American Depositary Share will be converted into the right to receive \$16.00 Cash, less ADS Cancellation and Distribution fees, plus ten non-transferable Contingent Value Rights (“CVR”) per ADS.

Note: The CVR represents a non-transferable contractual right to receive an additional payment. The adjusted ORTX option deliverable will not include the non-transferable CVRs.

Exercise Considerations – ORTX options will not call for the delivery of the CVRs. Call option holders who wish to receive the CVRs should exercise their options in sufficient time in advance of the contract adjustment. In all cases, it is the sole responsibility of persons holding call options seeking to receive the underlying securities to determine when to exercise their options.

Contract Adjustment

Date: Effective the opening of the business day after the merger is consummated.
Contract adjustment is expected to occur in the first quarter of 2024.

**New Deliverable
Per Contract:** \$1,600.00 Cash (\$16.00 x 100), less fees

Settlement in ORTX options will take place through OCC’s cash settlement system. Settlement will be accomplished by payment of the difference between the extended strike amount and the cash deliverable.

Acceleration of Expirations

Pursuant to OCC Rule 807, equity stock option contracts whose deliverables are adjusted to call for cash-only delivery will be subject to an **acceleration of the expiration dates for outstanding option series** (See OCC Information Memo 23988).

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. 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.