



**THE FOUNDATION
FOR SECURE
MARKETS®**

#55150

Date: September 06, 2024

Subject: PowerSchool Holdings, Inc. – Anticipated Cash Settlement
Option Symbol: PWSC
Date: ???

On June 7, 2024, the Principal Stockholders, which owned approximately 69.8% of the voting power of the issued and outstanding shares of PowerSchool Holdings, Inc. (PWSC), delivered written consent approving the merger agreement between PWSC and a wholly owned subsidiary of BCPE Polymath Buyer, Inc., which are both affiliates of Bain Capital Private Equity, LP. If and when the merger is consummated, each existing PWSC Class A Common Share will be converted into the right to receive \$22.80 net cash per share.

Contract Adjustment

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

**New Deliverable
Per Contract:** \$2,280.00 Cash (\$22.80 x 100)

Settlement in PWSC 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.