

№ 31451528
23.12.2025

АКЦИОНЕРНОЕ ОБЩЕСТВО "ВСС
Invest" - дочерняя организация АО
"БанкЦентрКредит"

Сведения

Тема:

Предложение о выкупе

Дублирования по почте и факсимильным сообщением не будет

АО "Центральный депозитарий ценных бумаг" сообщает о получении SWIFT-сообщения от IRVTGB2XBXXX относительно корпоративного действия "Предложение о выкупе" ЮРИДИЧЕСКОЕ ЛИЦО WARNER BROS DISCOVERY INC, ISIN US9344231041.

Одновременно доводим до сведения о перевыставлении стоимости инструкции, согласно тарифам учетной организации в качестве сбора в возмещение расходов Центрального депозитария.

При возникновении вопросов, просим обращаться по следующим телефонам +7 (727) 262 08 46, 355 47 60 (внутр. 335, 494, 342, 343).

Вся необходимая информация указана в swift сообщении ниже.

:16R:GENL
:28E:1/ONLY
:20C::CORP//1574679120BNYDTC
:20C::SEME//49D509609126342C
:20C::COAF//US153395404
:23G:REPL
:22F::CAEV//TEND
:22F::CAMV//VOLU
:98E::PREP//20251223011056/N0500
:25D::PROC//COMP
:16R:LINK
:22F::LINK//AFTE
:13A::LINK//564
:20C::PREV//0E41531FFE355C8F
:16S:LINK
:16R:LINK

:22F::LINK//WITH
:13A::LINK//568
:20C::CORP//1574679120BNYDTC
:16S:LINK
:16S:GENL
:16R:USECU
:35B:ISIN US9344231041
WARNER BROS DISCOVERY INC NPV
:16R:ACCTINFO
:97A::SAFE//742466
:94F::SAFE//CUST/IRVTUS3N
:93B::ELIG//UNIT/14,
:93C::SETT//UNIT/ELIG/14,
:16S:ACCTINFO
:16S:USECU
:16R:CADETL
:36C::MQSO//ANYA
:36C::QTSO//UKWN
:70E::OFFO//PRINCE SUB INC
:70E::OFFO//PRINCE SUB INC
:16S:CADETL
:16R:CAOPTN
:13A::CAON//001
:22F::CAOP//CASH
:17B::DFLT//N
:17B::WTHD//Y
:98A::CVPR//20260122
:98A::PODT//20260121
:98A::DVCP//20260122
:98C::EXPI//20260121170000
:98A::MKDT//20260121
:98E::RDDT//20260121130000/N0500
:69A::REVO//20251212/20260121
:69B::PWAL//20251212000000/20260121000000
:16R:SECMOVE
:22H::CRDB//DEBT
:35B:ISIN US9344231041
WARNER BROS DISCOVERY INC NPV
:98B::PAYD//UKWN
:16S:SECMOVE
:16R:CASHMOVE
:22H::CRDB//CRED
:98B::PAYD//UKWN
:90E::OFFR//UKWN
:16S:CASHMOVE
:16S:CAOPTN
:16R:CAOPTN

:13A::CAON//002
:22F::CAOP//NOAC
:17B::DFLT//Y
:98C::EXPI//20260121170000
:98E::RDDT//20260121130000/N0500
:69A::PWAL//20251212/20260121
:16S:CAOPTN
:16R:ADDINFO
:70E::PACO//APAC based clients: GCEAPAC(AT)
bny.com OR
+1 646 782 6850
EMEA based clients: GCEEMEA(AT)
bny.com OR
+44 161 687 4545
Americas based clients:
PS(underscore)CSEInquiries(AT)
bny.com OR+1 412 234 0660
:16S:ADDINFO

№ 31464075
23.12.2025

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:16R:GENL

:20C::CORP//AC23869059

:20C::SEME//000000947528168S

:20C::COAF//US153395404

:23G:REPL

:22F::CAEV//TEND

:22F::CAMV//VOLU

:98C::PREP//20251223152438

:25D::PROC//PREC

:16R:LINK

:13A::LINK//564

:20C::PREV//000000943023907S

:16S:LINK

:16S:GENL

:16R:USECU

:35B:ISIN US9344231041

/XS/246643466
SHS WARNER BROS DIS ORD REG
:16R:FIA
:11A::DENO//USD
:36B::MINO//UNIT/1,
:16S:FIA
:16R:ACCTINFO
:97A::SAFE//64346
:94F::SAFE//NCSD/DTCYUS33XXX
:93B::ELIG//UNIT/16853,
:93B::SETT//UNIT/16853,
:93B::UNBA//UNIT/16853,
:93B::INBA//UNIT/0,
:16S:ACCTINFO
:16S:USECU
:16R:CADETL
:98A::ANOU//20251209
:36C::MQSO//ANYA
:70E::OFFO//PRINCE SUB INC
:16S:CADETL
:16R:CAOPTN
:13A::CAON//001
:22F::CAOP//CASH
:11A::OPTN//USD
:17B::DFLT//N
:17B::WTHD//Y
:98C::MKDT//20260121230000
:98C::RDDT//20260120140000
:98C::BORD//20260120140000
:98B::BLOK//PAYD
:69A::REVO//20251211/20260121
:69A::PWAL//20251209/20260121
:36B::MIEX//UNIT/1,
:36B::MILT//UNIT/1,
:16R:SECMOVE
:22H::CRDB//DEBT
:35B:ISIN US9344231041

/XS/246643466
SHS WARNER BROS DIS ORD REG
:94F::SAFE//NCSD/DTCYUS33XXX
:98B::PAYD//UKWN
:16S:SECMOVE
:16R:CASHMOVE
:22H::CRDB//CRED
:97A::CASH//64346
:98B::PAYD//UKWN
:98B::VALU//UKWN

:90B::OFFR//ACTU/USD30,
:16S:CASHMOVE
:70E::ADTX//NARRATIVE PRESENT IN INSTRUCTION BLOCK (:16R:CAINST :16S:CAINST) AND/OR ADDITIONAL INFORMATION BLOCK OF MT 565 (:16R:ADDINFO :16S:ADDINFO) WILL BE DISREGARDED. CLEARSTREAM WILL NOT VALIDATE ANY OF THE INFORMATION IN THESE BLOCKS.
:70E::INCO//TENDER FOR CASH
:16S:CAOPTN
:16R:CAOPTN
:13A::CAON//002
:22F::CAOP//NOAC
:17B::DFLT//Y
:70E::ADTX//NARRATIVE PRESENT IN INSTRUCTION BLOCK (:16R:CAINST :16S:CAINST) AND/OR ADDITIONAL INFORMATION BLOCK OF MT 565 (:16R:ADDINFO :16S:ADDINFO) WILL BE DISREGARDED. CLEARSTREAM WILL NOT VALIDATE ANY OF THE INFORMATION IN THESE BLOCKS.
:16S:CAOPTN
:16R:ADDINFO
:70E::ADTX//++ EVENT DETAILS ++
:70E::ADTX//FREE FORMAT MESSAGES,UNSOLICITED INSTRUCTION and INCORRECTLY FORMATTED MT565 DEADLINE IS 4 BUSINESS HOURS PRIOR TO DEADLINE STATED IN DEDICATED FORMATTED FIELD
.:98C::EARD// AND/OR :98C::RDDT//.
:70E::ADTX//++ ADDITIONAL INFORMATION ++
+++UPDATE 23DEC2025+++
. OFFER EXTENDED.
. +++ORIGINAL NOTIFICATION+++
.-----
. SUMMARY
:70E::ADTX//.
INSTRUCTIONS PER BO: NO
BO DISCLOSURE REQUIRED: NO
PAPERWORK: NO
.-----

.
1. EVENT DETAILS

.
OFFER TERMS:

:70E::ADTX//PRINCE SUB INC., A DELAWARE CORPORATION (THE PURCHASER) AND A DIRECT WHOLLY-OWNED SUBSIDIARY OF PARAMOUNT SKYDANCE CORPORATION OFFERS TO PURCHASE ANY AND ALL OF THE OUTSTANDING COMMON STOCK SHARES AT A NET PRICE PER SHARE, NET TO THE SELLER IN CASH, WITHOUT INTEREST THEREON AND LESS ANY APPLICABLE WITHHOLDING TAXES, UPON TERMS AND CONDITIONS.

.
MERGER DETAILS:

:70E::ADTX//THE PURPOSE OF THE OFFER IS FOR PARAMOUNT TO ACQUIRE CONTROL OF WARNER BROS AND ULTIMATELY ALL OF THE OUTSTANDING SHARES. THE OFFER, AS THE FIRST STEP IN THE ACQUISITION OF WARNER BROS, IS INTENDED TO FACILITATE THE ACQUISITION OF WARNER BROS AS PROMPTLY AS PRACTICABLE. PARAMOUNT INTENDS, SUBSTANTIALLY CONCURRENT WITH AND FOLLOWING THE COMPLETION OF THE OFFER, TO CONSUMMATE THE SECOND-STEP MERGER. THE OFFER IS CONDITIONED UPON ENTERING INTO A DEFINITIVE MERGER AGREEMENT WITH WARNER BROS, WHICH, AMONG OTHER THINGS, WOULD PROVIDE FOR THE SECOND-STEP MERGER. THE PURPOSE OF THE SECOND-STEP MERGER IS TO ACQUIRE ALL OF THE OUTSTANDING SHARES NOT ACQUIRED PURSUANT TO THE OFFER. IN THE SECOND-STEP MERGER, EACH REMAINING OUTSTANDING SHARE (OTHER THAN SHARES HELD IN TREASURY BY WARNER BROS., SHARES OWNED BY PARAMOUNT OR ANY OF ITS WHOLLY OWNED SUBSIDIARIES OR SHARES AS TO

WHICH APPRAISAL RIGHTS HAVE BEEN PROPERLY EXERCISED BY THE HOLDERS OR BENEFICIAL OWNERS OF SUCH SHARES IN ACCORDANCE WITH DELAWARE LAW) WILL BE CONVERTED INTO THE RIGHT TO RECEIVE THE SAME AMOUNT OF CASH AS IS RECEIVED BY WARNER BROS.

:70E::ADTX//STOCKHOLDERS PURSUANT TO THE OFFER.

:70E::ADTX//AFTER THE SECOND-STEP MERGER, PARAMOUNT WILL OWN ALL OF THE OUTSTANDING SHARES AND WARNER BROS. WILL BE A WHOLLY OWNED DIRECT SUBSIDIARY OF PARAMOUNT (AS FURTHER DESCRIBED HEREIN, SUCH MERGER, THE POTENTIAL MERGER).

.
STOCK TRADING:

ON 10SEP25, THE LAST TRADING DAY
:70E::ADTX//PRIOR TO MARKET SPECULATION REGARDING A POTENTIAL BUSINESS COMBINATION BETWEEN PAR

:70E::ADTX//AMOUNT AND
WARNER BROS, THE CLOSING PRICE OF A SHARE WAS USD 12.54.

ON 05DEC25, THE LAST TRADING DAY PRIOR TO THE DATE OF THIS OFFER TO PURCHASE, THE VOLUME-WEIGHTED AVERAGE TRADING PRICE OF THE SHARES WAS USD 25.44. THIS REPRESENTED A 8.3 PCT DISCOUNT TO THE PURPORTED HEADLINE PER SHARE CONSIDERATION

:70E::ADTX//VALUE ANNOUNCED BY NETFLIX ON 05DEC25, OF USD

:70E::ADTX//27.75 PER SHARE AND A 15.2 PCT DISCOUNT TO OUR USD 30 PER SHARE OFFER.

.
CONDITIONS TO THE OFFER:

NOTWITHSTANDING ANY OTHER PROVISION OF THE OFFER AND IN ADDITION TO (AND NOT IN LIMITATION OF)

PARAMOUNTS AND THE PURCHASERS RIGHTS TO EXTEND AND AMEND THE
:70E::ADTX//OFFER AT ANY TIME, IN THEIR DISCRETION, PARAMOUNT AND THE PURCHASER SHALL NOT BE REQUIRED TO

A

:70E::ADTX//CCEPT FOR PURCHASE ANY SHARES
TENDERED PURSUANT TO THE OFFER AND
MAY EXTEND, TERMINATE OR AMEND THE
OFFER, IF IMMEDIATELY PRIOR TO THE
EXPIRATION OF THE OFFER, IN THE
REASONABLE JUDGMENT OF PARAMOUNT
AND THE PURCHASER, ANY ONE OR MORE
OF THE FOLLOWING CONDITIONS SHALL
NOT HAVE BEEN SATISFIED.

PARAMOUNT/WARNER BROS. MERGER
:70E::ADTX//AGREEMENT CONDITION, W
:70E::ADTX//ARNER BROS.
SEPARATION CONDITION, MINIMUM
TENDER CONDITION, SECTION 203
CONDITION, COMPETITION LAWS
CONDITION, INJUNCTION CONDITION,
MATERIAL ADVERSE EFFECT CONDITION,
REGULATORY MATERIAL ADVERSE EFFECT
CONDITION, TERMINATION OF NETFLIX
MERGER AGREEMENT/SHAREHOLDER VOTE
CONDITION AND COMPLIANCE CONDITION.
:70E::ADTX//.

.-----
. 2. HOW TO INS

:70E::ADTX//TRUCT

.
PLEASE SEND A SWIFT OR XACT MESSAGE
TO PARTICIPATE IN THE OFFER. YOUR
INSTRUCTION MUST INCLUDE YOUR
ACCOUNT NUMBER, ISIN CODE, FULL
CONTACT DETAILS AND AMOUNT TO BE
INSTRUCTED (PLEASE REFER TO THE
ELIGIBLE BALANCE ON YOUR ACCOUNT).

.
:70E::ADTX//BY SENDING AN INSTRUCTION UNDER
THIS EVENT, CUSTOMERS CONFIRM TO
COMPLY, AND ENSURE COMPLIANCE BY
ANY OF CUS

:70E::ADTX//TOMERS UNDERLYING
CLIENTS, WITH ANY APPLICABLE
SANCTIONS, INCLUDING BUT NOT
LIMITED TO THOSE OF THE EUROPEAN
UNION, THE UNITED NATIONS, THE
UNITED STATES, OR THE UNITED
KINGDOM.

.
HOLDERS SUBMITTING INSTRUCTIONS

COMPLY WITH THE TERMS AND
:70E::ADTX//CONDITIONS OF THE OFFER

NOTE:

BY SUBMITTING YOUR INSTRUCTION
THROUGH CLEARSTREAM YOU HAVE
IRREVOCABLY AND AUTO

:70E::ADTX//MATICALLY

ACCEPTED:

(I) THE DISCLOSURE OF YOUR ACCOUNT
DETAILS (NOT YOUR UNDERLYING HOLDER
AND,

(II) TO BE BOUND TO THE TERMS AND
CONDITIONS OF THE OFFER,

(III) THE BLOCKING OF YOUR
INSTRUCTED BALANCE.

:70E::ADTX//2.1. INSTRUCTION PER BO

OPTION 001: NO

2.2. BO REQUIREMENTS

OPTION 001: NONE

:70E::ADTX//3. DOCUMENTATION

. PLEASE BE

:70E::ADTX//ADVISED THAT THE
DOCUMENTATION IS AVAILABLE UPON
REQUEST BY SENDING AN EMAIL TO
CADATABASE.CS(AT)CLEARSTREAM.COM BY
STATING IN THE SUBJECT:

PVA US9344231041 TEND 12DEC25

:70E::DISC//THIS SUMMARY DOES NOT CONSTITUTE A
LEGALLY BINDING DESCRIPTION OF THE
CHOICES OFFERED TO CLEARSTREAM
CUSTOMERS AND CANNOT BE RELIED UPON
AS SUCH. KINDLY REFER TO ANY
OFFERING DOCUMENTS THAT MAY BE
AVAILABLE FROM THE ISSUER FOR
COMPLETE DETAILS AND OFFERING
TERMS. CLEARSTREAM CUSTOMERS MAY
WISH TO SEEK INDEPENDENT LEGAL AND
:70E::DISC//TAX ADVICE ON THE INTE

:70E::DISC//RPRETATION OF
THE OFFER. CLEARSTREAM CUSTOMERS
ARE DEEMED TO UNDERSTAND THE OFFER
AND TO INSTRUCT CLEARSTREAM
ACCORDINGLY. THIS NOTIFICATION CAN
NOT BE REPRODUCED OR TRANSMITTED IN
ANY FORM OR BY ANY MEANS, IF
NEITHER YOU NOR THE ADDRESSEE IS
ENTITLED TO PARTICIPATE IN THE
RELEVANT CORPORATE ACTION. YOU
:70E::DISC//SHALL BEAR SOLE RESPONSIBILITY FOR
ANY AND
:70E::DISC//ALL HARMFUL CONSEQUENCES,
LOSSES OR DAMAGES, WHICH MAY BE
SUFFERED FOR ANY REASON BY
YOURSELVES, THE ADDRESSEE, THIRD
PARTIES OR CLEARSTREAM BY
REPRODUCING OR TRANSMITTING THE
NOTIFICATION.
IN CASE THE CLIENT INSTRUCTION IS
NOT CORRECTLY FORMATTED,
CLEARSTREAM WILL ATTEMPT TO REPAIR
:70E::DISC//THE INSTRUCTION ON BEST EFFORT
BASIS WITHOUT TAKING LIABILITY FO
:70E::DISC//R
THE CORRECTNESS OF THE INFORMATION
AND CLEARSTREAM CANNOT BE HELD
LIABLE IN CASE OF DAMAGE RESULTING
FROM THIS ACTION.
:70E::PACO//ATTENTION: SECURITIES ADM/CORPORATE
ACTIONS/REORG
:70E::PACO//FOR INQUIRIES PLEASE CONTACT YOUR
REGULAR CUSTOMER SUPPORT TEAM
:70E::DISC//PLEASE FIND FURTHER INFORMATION
ABOUT DATA PROTECTION ON OUR
WEBSITE:
<https://www.clearstream.com/clearstream-en/about-clearstream/due-diligence/gdpr/dataprotection>
:16S:ADDINFO

№ 31464733
23.12.2025

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АО "Центральный депозитарий ценных бумаг" сообщает о получении SWIFT-сообщения от EUROCLEAR BANK SA/NV относительно корпоративного действия "Предложение о выкупе" ЮРИДИЧЕСКОЕ ЛИЦО WARNER BROS DISCOVERY INC, ISIN US9344231041.

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:16R:GENL

:28E:1/ONLY

:20C::CORP//CA000002012553

:20C::SEME//DSPCO930FE1DS323

:23G:REPL

:22F::CAEP//REOR

:22F::CAEV//TEND

:22F::CAMV//VOLU

:98C::PREP//20251223145711

:25D::PROC//PREC

:16R:LINK

:13A::LINK//564

:20C::PREV//DSPCA2PVJ17GS326

:16S:LINK

:16R:LINK

:22F::LINK//WITH

:13A::LINK//568
:20C::CORP//CA000002012553
:16S:LINK
:16S:GENL
:16R:USECU
:35B:ISIN US9344231041
//WARNER BROS. DISCOVERY INC ORDSHR
USD
:16R:ACCTINFO
:97A::SAFE//18826
:16S:ACCTINFO
:16S:USECU
:16R:CADETL
:17B::CERT//N
:70E::OFFO//PRINCE SUB INC
:70E::EPWI//HTTPS://MY.EUROCLEAR.COM/APPS/EN/CO
RPORATE-ACTIONS.HTML
:16S:CADETL
:16R:CAOPTN
:13A::CAON//001
:22F::CAOP//CASH
:11A::OPTN//USD
:17B::DFLT//N
:17B::WTHD//Y
:98C::EXPI//20260121180000
:98C::MKDT//20260121230000
:98C::RDDT//20260120170000
:98B::BLOK//PAYD
:69B::REVO//20251212000000/20260121230000
:69A::PWAL//20251212/20260121
:69B::AREV//20251212000000/20260121170000
:16R:SECMOVE
:22H::CRDB//DEBT
:35B:ISIN US9344231041
//WARNER BROS. DISCOVERY INC ORDSHR
USD
:16R:FIA
:12A::CLAS/ECLR/STOCK
:11A::DENO//USD
:36B::MIEX//UNIT/1,
:36B::MILT//UNIT/1,
:16S:FIA
:98B::PAYD//UKWN
:16S:SECMOVE
:16R:CASHMOVE
:22H::CRDB//CRED
:98B::PAYD//UKWN

:98B::VALU//UKWN
:90B::OFFR//ACTU/USD30,
:16S:CASHMOVE
:16S:CAOPTN
:16R:CAOPTN
:13A::CAON//002
:22F::CAOP//NOAC
:17B::DFLT//Y
:98C::EXPI//20260121180000
:98C::MKDT//20260121230000
:98C::RDDT//20260121170000
:69A::PWAL//20251212/20260121
:16S:CAOPTN
:16R:ADDINFO
:70E::ADTX//NOTE/NO LEGAL DOCUMENTATION TO BE
COMPLETED
:70E::PACO//CORPORATE ACTIONS
CA INFO 4245
:95L::ISSU//5493006ZCRFWKF6B1K26
:16S:ADDINFO

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:16R:GENL

:28E:1/ONLY

:20C::CORP//1574679120BNYDTC

:20C::SEME//49D50B6405E0153A

:20C::COAF//US153395404

:23G:REPL

:22F::CAEV//TEND

:98E::PREP//20251223011056/N0500

:16R:LINK

:22F::LINK//WITH

:13A::LINK//564

:20C::PREV//49D509609126342C

:16S:LINK

:16S:GENL

:16R:USECU

:97A::SAFE//742466

:35B:ISIN US9344231041
WARNER BROS DISCOVERY INC NPV
:93B::ELIG//UNIT/14,
:93C::SETT//UNIT/ELIG/14,
:16S:USECU
:16R:ADDINFO
:70F::ADTX//+++UPDATE AS OF 23 DEC 2025+++

.
HOLDERS ARE ADVISED THAT THE OFFER HAS BEEN EXTENDED TO 5:00
P.M., NEW
YORK TIME ON JAN 21, 2026.

.
PLEASE REFER TO THE NOTICE DATED DECEMBER 22, 2025.

.
+++END OF UPDATE++++++INFO AS OF 11DEC2025+++

PARAMOUNT SKYDANCE CORPORATION IS SEEKING TO ENTER INTO A
DEFINITIVE
AGREEMENT FOR

THE ACQUISITION OF WARNER BROS. BY PARAMOUNT, AND ARE PREPARED
TO
ENGAGE WITH

WARNER BROS. IMMEDIATELY.

ON DECEMBER 4, 2025, THE COMPANY MADE A PROPOSAL TO ACQUIRE
WARNER
BROS. FOR USD 30.00 PER SHARE

PURSUANT TO A MERGER AGREEMENT AND RELATED EQUITY AND DEBT
FINANCING
COMMITMENTS, DETAILS

CAN BE FOUND ON ANNEX A.

THE COMPANY IS MAKING THE OFFER DIRECTLY TO THE WARNER BROS.

STOCKHOLDERS AND THE BOARD OF

DIRECTORS OF WARNER BROS.

HOLDERS MAY WITHDRAW TENDERED SHARES AT ANY TIME PRIOR TO THE EXPIRATION OF THE OFFER.

THE OFFER TO PURCHASE AND THE LETTER OF TRANSMITTAL CONTAIN IMPORTANT INFORMATION, AND YOU SHOULD

CAREFULLY READ BOTH IN THEIR ENTIRETY BEFORE MAKING A DECISION WITH RESPECT TO THE OFFER.

PLEASE BE ADVISED HOLDERS ARE NOT REQUIRED TO COMPLETE AND RETURN A LETTER OF TRANSMITTAL FOR THIS

EVENT. HOWEVER ALL DOCUMENTS INCLUSIVE SHOULD BE OBTAINED AND REVIEWED TO CONFIRM TERMS AND

CONDITIONS ARE AGREED.

HOLDERS SHOULD CONSULT WITH THEIR TAX ADVISOR FOR COMPLETE DETAILS IN REFERENCE TO

WITHHOLDING TAXES.

THERE IS A NOTICE OF GUARANTEED DELIVERY (PROTECT) PRIVILEGE AFFORDED THIS OFFER.

THE TENDER OFFER WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON JANUARY 8, 2026, UNLESS EXTENDED OR

EARLIER TERMINATED BY THE COMPANY.

MATERIALS ARE AVAILABLE FOR DOWNLOAD IN OUR NEXEN CA PORTAL OR UPON REQUEST.

AGENT INFORMATION:

OKAPI PARTNERS

TOLL-FREE: (844) 343-2621

E-MAIL: INFO(AT)OKAPIPARTNERS.COM

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