



## **Stifel Nicolaus European Policy for Managing Conflicts of Interest in Connection with Investment Research Introduction**

### **Introduction**

This document sets out Stifel Nicolaus' (the Firm) policy for managing conflicts of interest in connection with all material the Firm has deemed to qualify as objective research ("Research"). All Research published by our Research department is held out by the Firm as being objective, and only our Research department may produce such material.

This document is intended only as a Statement of Principles through which the Firm seeks to manage potential conflicts of interest relating to Research. It is a summary of more detailed procedures and policies contained within the Firm's Equity Research Policies Manual and is reviewed on a regular basis to ensure it remains appropriate to our business model.

The production of research in jurisdictions other than the U.S. may also be subject to additional local regulations.

In the U.K. the FSA has distinguished between objective and non-objective research. Objective research can only be produced by persons who do not have responsibilities that might conflict with the interests of the clients who may rely upon that piece of research. Stifel's investment research is normally exclusively classified as objective. The procedures referred to in this policy are designed to maintain the objectivity of such research.

Stifel must follow some detailed requirements if Stifel is to hold out its research as being objective. To comply with these requirements Stifel has implemented the following procedures and controls.

### **Internal Guidance and Procedures**

Internal guidance is provided so that all personnel are aware of how conflicts of interest may arise and understand Stifel's, and their own, obligations in relation to the management of conflicts of interest. In particular, all staff must disclose any personal interest that may be material to Stifel or its clients. Furthermore, employees are forbidden from offering, soliciting or accepting any inducement or incentive for the provision of favorable research. If they are offered any such inducement or incentive they are required to report this internally. If any member of staff becomes aware of any breach of Stifel's procedures they are required to inform the Compliance Department without delay.

Research Analysts are restricted from activities that could prejudice, or appear to prejudice, the independence of their research but are otherwise free to use their expertise for the benefit of Stifel's investor clients.

### **Supervision and Remuneration of Analysts**

The Firm's processes and procedures are designed to ensure that persons within the Research department ("Research Analysts") operate within an institutional framework designed to support and safeguard their independence.

All Research Analysts are both supervised by, and report directly to, a dedicated Research Management team. Neither Research Management nor Research Analysts report to investment banking personnel.

Decisions on coverage, timing and content of Research are matters for the Research Analyst concerned, together with Research Management. Where permitted by relevant laws, regulations and regulatory agreements, the Firm does allow Research Management to receive input on such decisions from other business areas.

Research Analysts' remuneration is determined by Research Management in conjunction with the Firm's senior management. In addition to individual performance, remuneration of Research Analysts is dependent upon the firm's total revenues, a portion of which is generated by investment banking activities. No part of a Research analyst's remuneration is directly or indirectly related to the specific recommendations or views expressed in any investment banking revenues or results, provided however, that compensation may relate to revenues or results of the firm as a whole. Furthermore, investment banking personnel may have no input into remuneration decisions or other decisions regarding the hiring, advancement, discipline or dismissal of a particular Research Analyst.

### **Editorial Control**

Editorial Control remains with the Research Department. A separate fact-checking document may, however, be reviewed for factual accuracy by the subject company, subject to approval by Legal and Compliance Department, but the company may not be provided with a draft summary of the actual report. The Firm also operates publication procedures designed to ensure that Research is published to requisite professional standards and in accordance with applicable law, regulation and internal policies. Such standards include, but are not limited to, the proper verification of facts, the avoidance of inflammatory language and the proper attribution of sources.

### **Analysts Personal Dealings**

The Firm has put in place policies and procedures to restrict research analysts in trading (for their personal account) in the type of securities in respect of the issuers they cover, and to ensure that Research analysts may only hold such securities in circumstances as may be contemplated by the policies and procedures set out herein or with the express approval of the Legal and Compliance Department. In the event that such a holding were deemed to give rise to a potential conflict of interest in connection with any particular piece of research, the Research Analyst holding would be disclosed accordingly.

## **Coverage Decisions**

Research Management has the exclusive authority to determine whether to initiate, continue or terminate coverage with respect to issuers or securities. In making coverage decisions the interest of the Firm's investor clients is paramount.

In providing a set of principles through which the Firm intends to manage any potential conflicts of interest in connection with Research, the Firm intends that this document should be for guidance only. Accordingly, this document is being provided (to the extent permitted by law) without liability; and the Firm, in publishing this document, makes no representation or warranty as to how it may act in connection with any particular situation or set of circumstances that may arise. This document is not intended to create third-party rights or duties that would not already exist if the policy had not been made available, nor is it intended to form part of any contract between the Firm and any client.