

(IPOR)

Pursuant to FINRA Rule 5130 (the “**New Issue Rule**”), Stifel, Nicolaus & Company, Incorporated (“Stifel”) may not sell or cause to be sold a **new issue** (all bolded terms are defined in the attached) to any account in which a **restricted person** holds a **beneficial interest** unless the account qualifies for a **general exemption** under the New Issue Rule.

In addition, pursuant to FINRA Rule 5131 (the “**IPO Allocation Rule**”), firms may not, under certain circumstances, allocate shares of a new issue to any account in which an executive officer or director of a **public company** or a **covered non-public company**, or a person **materially supported** by such executive officer or director of a public company or covered non-public company, or a person materially supported by such executive officer or director (collectively, “**Covered Persons**”), has a **beneficial interest** unless the account qualifies for a general exemption.

In addition, in connection with any new issue, you hereby represent that you will not act as a **finder** or in a fiduciary capacity to any managing underwriter of any new issue and that you shall notify Stifel immediately in the event that such representation ceases to be true and correct.

IN ORDER TO PURCHASE OR RECEIVE AN ALLOCATION OF AN EQUITY IPO, YOU MUST CERTIFY YOUR ELIGIBILITY BY CHECKING ONE BOX FROM SECTION “A” AND ONE BOX FROM SECTION “B” AND COMPLETING THE ACCOUNT INFORMATION BELOW. IF YOU CANNOT CERTIFY, THEN YOU ARE DEEMED TO BE INELIGIBLE AND SHOULD NOT COMPLETE OR SUBMIT THIS FORM.

SECTION A. New Issue Rule (FINRA Rule 5130) (Select one box)

- The account is eligible to purchase new issues either because no restricted person (which includes those accounts that meet a general exemption and, by definition, are not restricted persons) holds a beneficial interest in the account, or because the account has implemented procedures to reduce the beneficial interests of all restricted persons with respect to new issues to, in the aggregate, below 10%, and the undersigned hereby represents that it will follow such procedures in connection with the purchase by the account of all new issues; **or**
- The undersigned is a conduit (such as a bank, foreign bank, broker-dealer, or investment adviser) and all purchases of new issues are, and will be, in compliance with the Rule. If the beneficial interests of all restricted persons in any one account exceeds, in the aggregate, 10% of the account but the account has implemented procedures to reduce the beneficial interest of all restricted persons with respect to new issues to, in the aggregate, below 10%, the undersigned hereby represents that it will follow such procedures in connection with the purchase by the account of all new issues.

SECTION B. IPO Allocation Rule (FINRA Rule 5131)

The undersigned hereby certifies, on behalf of each account for which it purchases new issues on or after the date hereof, that:

The account is eligible to purchase new issues either because:

- No person that holds a beneficial interest in the account is a **Covered Person (as defined herein)**; **or**
- The account: (a) meets a general exemption (See General Exemptions); or (b) has implemented procedures to reduce the beneficial interests of all Covered Persons, in the aggregate, below 25%, and the undersigned hereby represents that it will follow such procedures in connection with the purchase by the account of all new issues; or (c) the executive officer or director is an employee of a company where the Firm is **not** currently providing investment services or where compensation **has not** been paid by the company to the Firm for investment banking services within the past 12 months or where the company **will not** retain the Firm for investment banking services in the next three months.

The undersigned hereby certifies they are authorized to provide this Certification and they, or an authorized representative of the account, will promptly notify Stifel in the event this Certification ceases to be true and correct.

Printed Client Name

Account Number

Signature of Authorized Signatory

Date

Printed Name of Authorized Signatory

Printed Title of Authorized Signatory

General Exemptions:

1. An investment company registered under the Investment Company Act of 1940.
2. A common trust fund or similar fund as described in Section 3(a)(12)(A)(iii) of the Securities Exchange Act of 1934, provided that: (i) the fund has investments from 1,000 or more accounts, **and** (ii) the fund does not limit beneficial interests in the fund principally to trust accounts of restricted persons.
3. An insurance company general, separate, or investment account, provided: (i) the account is funded by premiums from 1,000 or more policyholders or, if a general account, the insurance company has 1,000 or more policyholders, **and** (ii) the insurance company does not limit the policyholders whose premiums are used to fund the account principally to restricted persons, or if a general account, the insurance company does not limit its policyholders principally to restricted persons.
4. An account, including a fund, limited partnership, joint back office broker-dealer, or other entity, if, in the aggregate, the beneficial interests of 1) restricted persons for purposes of **Section A** do not exceed 10% of the account under FINRA Rule 5130, and 2) covered persons for the purposes of **Section B** do not exceed 25% of the account under FINRA Rule 5131.
5. A publicly traded entity (other than a broker-dealer authorized to engage in the public offering of new issues either as a selling group member or underwriter, or an affiliate of such a broker-dealer) that is: (i) listed on a U.S. national securities exchange, or (ii) a non-U.S. issuer whose securities meet the quantitative designation criteria for listing on a national securities exchange.
6. An investment company organized under the laws of a non-U.S. jurisdiction, provided that: (i) the investment company is listed on a non-U.S. exchange or authorized for sale to the public by a non-U.S. regulatory authority, **and** (ii) no person owning 5% or more of the shares of the investment company is a restricted person.
7. An ERISA benefits plan that is qualified under Section 401(a) of the Internal Revenue Code, provided that the plan is not sponsored solely by a broker-dealer.
8. A state or municipal government benefits plan that is subject to state or municipal regulation.
9. A tax-exempt charitable organization under Section 501(c)(3) of the Internal Revenue Code.
10. A church plan under Section 414(e) of the Internal Revenue Code.

Restricted Persons/Entities:

1. A FINRA member firm or other broker-dealer.
2. An officer, director, general partner, **associated person, or employee of a FINRA member firm** or any other broker-dealer (other than a **limited business broker-dealer**).
3. An agent of a FINRA member firm or any other broker-dealer (other than a limited business broker-dealer) that is engaged in the investment banking or securities business.
4. A person who has authority to buy or sell securities for a bank, savings and loan association, insurance company, investment company, investment adviser (whether or not registered as an investment adviser), or **collective investment account**.
5. A person listed, or required to be listed, on one of the following schedules to Form BD as filed, or required to be filed, with the SEC by a broker-dealer (other than with respect to a limited broker-dealer): (i) Schedule A, unless the person is identified by an ownership code of less than 10%; (ii) Schedule B, unless the person's listing on Schedule B relates to an ownership interest in a person that is listed on Schedule A and identified by an ownership code of less than 10%; or (iii) Schedule C, unless the person would be excluded under the percentage ownership criteria for Schedule A or B above.

6. A person that directly or indirectly owns an interest, in the amounts specified below, of a public reporting company listed, or required to be listed, on Schedule A or B of Form BD relating to a broker-dealer (other than a limited business broker-dealer), unless the public reporting company is listed on a national securities exchange: (i) 10% or more of a public reporting company listed, or required to be listed, on Schedule A; or (ii) 25% or more of a public reporting company listed, or required to be listed, on Schedule B.
7. A person acting: (i) as a **finder** in connection with any new issue in which the person is participating or (ii) in a fiduciary capacity to the managing underwriter(s) in connection with any new issue in which the person is participating.
8. An **immediate family member** of: (i) a person specified in items 2-7 that **materially supports**, or receives support from, that person; (ii) a person specified in items 2-3 that is employed by or associated with the FINRA member or its affiliate selling the new issue to the immediate family member, or that has an ability to control the allocation of the new issue; or (iii) a person specified in items 5-6 that is an owner of the FINRA member or its affiliate selling the new issue to the immediate family member, or that has an ability to control the allocation of the new issue.

Other New Issue Rule and IPO Allocation Rule Definitions:

Associated person or employee of a FINRA member firm: (1) Any natural person registered with FINRA and (2) any natural person, whether or not registered or exempt from registration with FINRA, who is a sole proprietor, partner, officer, director, or branch manager of a FINRA member firm, or any natural person occupying a similar status or performing similar functions, or any natural person engaged in the investment banking or securities business who is directly or indirectly controlling or controlled a FINRA member firm (for example, any employee).

Beneficial interest: Any economic interest, including the right to share in gains or losses. The receipt of a management fee or performance-based fee for operating a collective investment account, or other fees for acting in a fiduciary capacity, shall not be considered a beneficial interest.

Collective investment account: Any hedge fund, investment partnership, investment corporation, or any other collective investment vehicle that is engaged primarily in the purchase and sale of securities. A “collective investment account” does not include a “family investment vehicle” or an “investment club.”

Covered non-public company: Any non-public company satisfying the following criteria: (i) income of at least \$1 million in the last fiscal year or in two of the last three fiscal years and shareholders' equity of at least \$15 million; (ii) shareholders' equity of at least \$30 million and a two-year operating history; or (iii) total assets and total revenue of at least \$75 million in the latest fiscal year or in two of the last three fiscal years.

Covered Person: Any executive officer or director of a public company or a covered non-public company, or a person materially supported by such executive officer or director.

Executive Officer or Director: Any (i) person named as an executive officer or director in a U.S. public company's most recent proxy filed with the SEC or in an annual report filed with the SEC on Form 10-K or Form 20-F, (ii) executive officer or director of a foreign company that is registered with the SEC under the '34 Act, as amended, or (iii) executive officer or director of a covered non-public company.

Family Investment Vehicle: A person with investment authority for a “collective investment account” that is a “family investment vehicle” is not a “restricted person” for the purposes of Rule 5130. The amendments align the definition of a “family investment vehicle” with the definition of a “family office” under the Investment Advisers Act of 1940, so that a “family investment vehicle” is defined as a legal entity that is beneficially owned solely by “immediate family members” (as defined in Rule 5130), “family members” (as defined under the Investment Advisers Act), and/or “family clients” (as defined under the Investment Advisers Act). FINRA removed a condition that would have required the person with investment authority to be an immediate family member.

Finder: A person who receives compensation for identifying potential investors in an offering.

FINRA Member: A member of the Financial Industry Regulatory Authority or any person or entity associated with a FINRA member firm.

Immediate family member: A person's parents, mother-in-law or father-in-law, spouse, brother or sister, brother-in-law or sister-in-law, son-in-law or daughter-in-law and children, and any other individual to whom the person provides material support.

IPO Allocation Rule: As defined under FINRA Rule 5131.

Limited business broker-dealer: Any broker-dealer whose authorization to engage in the securities business is limited solely to the purchase and sale of investment company/variable contracts securities and direct participation program securities.

Material support: Directly or indirectly providing more than 25% of a person's income in the prior calendar year. Members of the immediate family living in the same household are deemed to be providing each other with material support.

New Issue: Any initial public offering (IPO) of an equity security as defined in Section 3(a)(11) of the Exchange Act, made pursuant to a registration statement or offering circular.

New Issue Rule: As defined under FINRA Rule 5130.

Public Company: Any company that is registered under Section 12 of the Securities Exchange or files period reports pursuant to Section 15(d) thereof.

Qualifying Private Fund: An unaffiliated private fund invested in an account that:

- 1) Is managed by an investment adviser;
- 2) Has assets greater than \$50 million;
- 3) Owns less than 25% of the account and is not a fund in which a single investor has a beneficial interest of 25% or more;
- 4) Was not formed for the specific purpose of investing in the account.

Sovereign Entity: A sovereign nation or pool of capital or an investment fund or other vehicle owned or controlled by the sovereign nation and created for the purpose of making investments on behalf or for the benefit of the sovereign nation.

Sovereign Nation: A Sovereign nation or its political subdivisions, agencies, or instrumentalities.

Unaffiliated Private Fund: A "private fund," as defined in Section 202(a)(29) of the Investment Advisers Act, whose investment adviser does not have a control person in common with the investment adviser to the account. A control person of an investment adviser for these purposes is a person with direct or indirect "control" over the investment adviser, as that term is defined in Form ADV.