

# Code of Business Practice

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## Introduction

This Code of Business Practice (this “Code”) applies to Jefferies Financial Group Inc. and all of its subsidiaries (collectively, the “Company”), and the Company’s employees, officers and directors. The Company, in adopting this Code, has recognized the importance to the Company of conducting its business in full compliance with all applicable laws and regulations.

This Code has been prepared to help employees, officers and directors understand the Company’s standards of business practice and to stimulate awareness of issues that may be encountered in carrying out their responsibilities to the Company and how to deal with such issues. It is essential that each employee, officer and director take the appropriate time to read this Code and to develop a working knowledge of its provisions. Each employee and officer will be required to annually certify in writing his or her receipt and review of this Code.

No code could ever anticipate every decision that an individual may face in business. Whenever there is doubt about the right choice to make, then the individual should seek guidance and ask questions about the right thing to do, and to keep asking until it is obtained.

## Reporting Violations

Each employee, officer and director is responsible for promptly reporting any circumstances that such person believes in good faith may constitute a violation of this Code, as well as other policies of the Company. Suspected violations should be reported (including confidential and anonymous reports) either by:

1. Calling, writing or emailing the Compliance Officer at the Company’s executive offices;
2. Calling the Action Line at the phone number listed in this Code; or
3. Writing to the Chairman of the Audit Committee at the address listed in this Code.

Those who violate the standards in this Code will be subject to disciplinary action, up to and including termination of employment. *If you are in a situation that you believe may violate or lead to a violation of this Code and are unsure what to do, you should seek guidance from your manager, supervisor or other appropriate personnel.*

## 1. Compliance with Laws, Rules and Regulations

The Company requires its employees, officers and directors to comply with all applicable laws and regulations of the United States and the countries where the Company does business. Violation of domestic or foreign laws and regulations may subject an individual, as well as the Company, to civil and/or criminal penalties.

## 2. Conflicts of Interest

The Company expects all employees, officers and directors to avoid conflicts of interest. Employees, officers and directors are accountable for acting in the Company's best interests and carefully avoiding even the appearance of having a conflict of interest.

A "conflict of interest" occurs when an individual's private interests interferes - or even appears to interfere- in any way with the interests of the Company as a whole. A conflict of interest can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest also arise when an employee, officer or director, or member of his or her family, receives improper personal benefits as a result of his or her position in the Company.

The best policy is to avoid any business connection with our customers, suppliers or competitors, except on our behalf or unless authorized by the Company or otherwise permitted by this Code. You are not allowed to work for a competitor, even as a consultant. The Company recognizes that there may be instances where it is appropriate to enter into a business arrangement with another company in which an employee, officer or director may have an interest. Any such arrangement will require the advance approval of the General Counsel or Compliance Officer (or his or her designee) or the Board of Directors (or a designated committee thereof) unless (i) such arrangements are on terms at least as favorable to the Company as may be realized by the Company from an unaffiliated party (ii) undertaken at the request of the Company; or (iii) such interest is de minimus (defined as an investment in a business representing 1% or less of any class of a publicly-traded entity, provided that the value of the investment does not represent more than 5% of the net worth of the individual.

Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with your manager, supervisor or other appropriate personnel. Any employee, officer or director who becomes aware of a conflict of interest or potential conflict of interest should bring it to the attention of a supervisor, manager or other appropriate personnel or consult the procedures described in this Code. Directors, executive officers and substantial shareholders and their immediate family members and affiliates are also subject to and should be familiar with the Company's *Related Person Transaction Policy*.

## 3. Insider Trading

It is illegal for employees, officers and directors to use material, non-public information about the Company for any purpose except the conduct of our business. All non-public information about the Company should be considered confidential information. The Company has adopted the *Insider Trading and Anti-Tipping Policy* which prohibits trading by employees, officers and directors in securities of the Company or Related Companies (as defined in that policy) while they are aware of material, non-public information relating to the Company or Related Companies. You are expected to know and adhere to that policy.

#### **4. Corporate Opportunities**

Employees, officers and directors are prohibited from taking for themselves personally opportunities that are discovered through the use of corporate property, information or position without the consent of the Board of Directors (or a designated committee thereof). No employee, officer or director may use corporate property, information, or position for personal gain, and no employee, officer or director may compete with the Company directly or indirectly. Employees, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

Non-management Directors are not required to refer to the Company any opportunity unless they first learn of such opportunity in their capacity as a Director of the Company. In this regard, the Company recognizes that Directors may make and maintain investments in public and private companies.

#### **5. Independent Auditors**

All employees, officers and directors are prohibited from directly or indirectly taking any action to fraudulently influence, coerce, manipulate or mislead the Company's independent public auditors for the purpose of rendering the financial statements of the Company misleading.

#### **6. Fair Dealing**

We expect all employees, officers and directors to act honestly and not to engage in unfair dealing practices or to violate the law. Each employee, officer and director should endeavor to deal fairly with the Company's customers, suppliers, competitors and employees. No employee, officer or director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice.

The Company recognizes that each individual has his own standards, which may differ from person to person. The Company expects each individual to carefully consider his actions before engaging in any activity that could be detrimental to the Company's interests.

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships. No business gift or entertainment should ever be offered, given, provided or accepted by any Company employee, officer, director, family member or agent unless it meets the following criteria: (1) is not a cash gift, (2) is consistent with customary business practices, (3) is not excessive in value (4) is not and cannot be construed as a bribe or payoff and (5) does not violate any law or regulation. Please discuss with your manager, supervisor, the General Counsel or Compliance Officer any business gift or entertainment or proposed gift or entertainment that you are not certain is appropriate. As set out in Section 13: Anti-Bribery, Anti-Corruption and Payments to Government Personnel, employees must obtain approval from the General Counsel or the Compliance Officer before providing anything of value to a Government Official, which is broadly defined to include any employee of a government agency, state owned or controlled entity, political party or candidate, or public international organization like the United Nations or the European Union.

## 7. Equal Employment Opportunity and Diversity

The Company is dedicated to fostering a workplace that promotes equal employment opportunity, inclusion and respect for all. To that end, the Company is committed to compliance with all federal, state, and local equal employment opportunity laws. Further, we seek to enrich the Company by recruiting individuals from diverse cultures and backgrounds with wide ranging experience and academic achievement from all over the world.

## 8. Discrimination and Harassment

The Company has adopted an *Anti-Harassment/Non-Discrimination, and Professional Business Conduct Policy*, which all employees, officers and directors are expected to review and abide by.

## 9. Record-Keeping and Public Disclosure

The Company's accounting records are relied upon to produce reports for the Company's management, rating agencies, investors, creditors, governmental agencies and others. Our financial statements and the books and records on which they are based must accurately reflect all corporate transactions and conform to all legal and accounting requirements and our system of internal controls.

All employees, officers and directors – and, in particular, the Company's Chairman of the Board, Chief Executive Officer, President, Chief Financial Officer, Controller and Treasurer – have a responsibility to ensure that the Company's accounting records do not contain any false or intentionally misleading entries and that all disclosure in reports and documents that the Company files with or submits to the U.S. Securities and Exchange Commission and all other public communications are full, fair, accurate, timely and understandable.

- We do not permit intentional inaccuracies in reporting, falsehoods or misclassification of transactions as to accounts, departments or accounting periods, all transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period and all applicable records must fairly and accurately reflect in reasonable detail the Company's assets, liabilities, revenues and expenses.
- All accounting records must be kept and presented in accordance with the laws of each applicable jurisdiction and applicable generally accepted accounting principles.
- Any credible information which an employee, officer or director becomes aware that would place in doubt the accuracy and completeness in any material respect of any Company disclosures should promptly be brought to the attention of the Company's General Counsel or any member of the Company's Board of Directors (or a designated committee thereof).
- Any credible information of which an employee, officer or director becomes aware that indicates any deficiency in the Company's internal control over financial reporting and/or the Company's disclosure controls and procedures should promptly be brought to the attention of the Company's General Counsel or any member of the Company's Board of Directors (or a designated committee thereof).

- Any effort to mislead or coerce the independent auditors or those performing an internal audit function concerning issues relating to the audit, accounting or financial disclosure has serious legal consequences for the perpetrator, including criminal sanctions, and for the Company, *and is strictly prohibited*.

In addition, many employees regularly use business expense accounts, which must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, ask your supervisor or your controller.

Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e mail, internal memos, and formal reports. Records should always be retained or destroyed according to any applicable record retention policy of the Company. In accordance with those policies, in the event of litigation or governmental investigation please consult the General Counsel or Compliance Officer. If you believe, or the Company informs you that the Company's records are relevant to any litigation or potential litigation (i.e., a dispute that could result in "litigation"), you must preserve those records until the General Counsel or Compliance Officer advises otherwise.

## **10. Confidentiality**

Employees, officers and directors should maintain the confidentiality of information entrusted to them by the Company or its customers, except when disclosure is authorized or legally mandated or made to government officials in connection with possible violations of the law. Confidential information includes all non-public information about the Company that might be of use to competitors, or harmful to the Company or its customers if disclosed. The obligation to preserve confidential information continues even after employment or board service ends. The Company's policies prohibiting disclosure of confidential information to third parties shall not be applied or construed to prohibit employees, officers and directors from communicating with a government agency, participating in any investigation by a government agency, or submitting a charge or complaint with a government agency, in each case without authorization from or notification to the Company.

## **11. Communication of Company Information; Regulation FD (Fair Disclosure)**

All personnel are reminded that any individual with access to material, nonpublic information about the Company should not disclose such information to anyone outside of the Company, including, without limitation, family members, business acquaintances and friends.

In addition, any communication of such information to other employees should be made only in those instances where the other person's need to know the information serves a valid business purpose of the Company. Accordingly, all information relating to the financial condition or operating results of the Company or to a major transaction in which the Company is involved or other information which a reasonable investor would consider important in reaching an investment decision should be kept confidential.

It is equally important that any information concerning the Company that is intended to be publicly disclosed be presented in an accurate manner since the Company may incur liability resulting from inaccurate or otherwise misleading information disseminated to the investing public. Employees should not discuss any confidential or sensitive information about the Company's business or the business activity of its customers outside of the Company.

Federal securities laws prohibit the Company from disclosing material, nonpublic information to market professionals (analysts, broker-dealers, investment advisers, institutional investment managers, and investment companies), and with security holders that may foreseeably trade on the basis of the disclosed information unless the information is simultaneously disclosed to the public generally. The Code and more specifically, the following are designed to comply with these laws.

- No one is permitted to selectively disclose material nonpublic information about the Company to market professionals or investors.
- Only the following Company officers, or their designees, are authorized to communicate with members of the press or other persons (for example, market professionals and investors) with respect to inquiries regarding the Company:
  - Chairman
  - Chief Executive Officer
  - President
  - General Counsel
  - Chief Financial Officer
  - Secretary,
- If any employee believes that material, nonpublic information may have been disclosed to a market professional or investor, such employee must immediately contact the General Counsel. Steps to protect the Company and the disclosing person may still be available. Applicable law gives the Company a short period, generally 24 hours after discovery of an inadvertent disclosure of material, nonpublic information, to disclose such information to the public.

## **12. Protection and Proper Use of Company Assets**

All employees, officers and directors should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. All Company assets should be used in accordance with Company policy, which may include the incidental or otherwise approved use for personal purposes. Any suspected incident of fraud, theft, loss or waste should be immediately reported for investigation.

The obligation of employees to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and

reports. Unauthorized use or distribution of this information would violate Company policy and could also be illegal and result in civil or even criminal penalties.

### **13. Anti-Bribery, Anti-Corruption and Payments to Government Personnel**

The Company prohibits bribery in any form and it is illegal. Employees are required to comply with the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act and any other applicable anti-bribery or anti-corruption law. Under these laws, employees may not give, promise, or offer directly or through other persons, anything of value to any person in order to improperly influence actions or gain an unfair business advantage. These rules cover cash, gifts, entertainment, political or charitable contributions, or assistance with job placement, etc. Employees must be particularly sensitive to - and obtain approval from the General Counsel or the Compliance Officer before providing anything of value to a Government Official, which is broadly defined to include any employee of a government agency, state owned or controlled entity, political party or candidate, or public international organization like the United Nations or the European Union.

### **14. Political Contribution Compliance**

The Company has adopted a separate *Political Contribution Compliance Policy*. Each employee, officer and director is responsible for understanding and adhering to this policy.

### **15. Reporting any Illegal or Unethical Behavior**

Employees are encouraged to talk to supervisors, managers or other appropriate personnel if, in their good faith judgment, a violation (or potential violation) of laws, rules, regulations or this Code has occurred and when in doubt about the best course of action in a particular situation.

Any employee, officer or director who in good faith brings information to the attention of any of his or her supervisors, the Compliance Officer or the Board of Directors (or any other director, officer or committee of the Board) shall not be disadvantaged or discriminated against in any term or condition of his or her employment (including the opportunity for promotion) or otherwise retaliated against by reason of the employee taking such action. Any supervisor, officer and director who in good faith takes appropriate action in response to any such concern or complaint received by them, including undertaking any investigation or reporting the matter to another authority within the Company, shall not be disadvantaged or discriminated against in any term or condition of his or her employment (including the opportunity for promotion) or otherwise retaliated against by reason of the employee taking such action. Employees, officers and directors are expected to cooperate in internal investigations of misconduct.

Employees, officers and directors must read the Company's *Whistleblower Policy*, which describes the Company's procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, compliance with any legal or regulatory requirements, this Code or any of the Company's other compliance policies or procedures, or any other matter that could cause

material damage to the Company's reputation (a "Complaint"). Any employee, officer or director may submit a good faith Complaint without fear of dismissal or retaliation of any kind.

## 16. Compliance Procedures

- Complaints may be reported to the Compliance Officer in the manner outlined below or in accordance with the Company's *Whistleblower Policy*.
- If you would like to report a Complaint to the Company's Compliance Officer, or if you have any questions about this Code or the Company's policies, you may contact the Compliance Officer as follows:
  - in writing to the attention of Rocco Nittoli, Compliance Officer, Jefferies Financial Group Inc., 520 Madison Avenue, New York, New York 10022;
  - via email at [jfgcomplianceofficer@jefferies.com](mailto:jfgcomplianceofficer@jefferies.com); or
  - by calling the Compliance Officer at 1-800-358-5135.
- Employees may anonymously and/or confidentially report questionable behavior to the Company's Action Line by calling the U.S.) (800) 445-2431 or (international) (203) 247-1162. Information from each call will be provided to the Compliance Officer for evaluation, on a confidential basis where requested.

Each caller will be given a PIN or password with respect to their Complaint. After making a Complaint through the Action Line, a caller may call back to provide additional information or inquire about the status of a prior Complaint. Callers who are employees, officers or directors of the Company will have the ability to have their identity and the confidentiality of their communications protected throughout the Complaint handling process. All other callers will not be given anonymous and confidential treatment.

Information about each Complaint will be provided, on a confidential basis if required by the Code, to the Compliance Officer for evaluation in accordance with the Company's Whistle Blower Policy. A copy of the Complaint Number for each Complaint will be provided to the Corporate Secretary.

- Complaints may also be made directly to the Chairman of the Audit Committee in writing as follows:
  - to the attention of the Chairman of the Audit Committee Jefferies Financial Group Inc., 520 Madison Avenue, New York, New York 10022
  - **The Company does not permit retaliation of any kind against employees, officers or directors for making good faith Complaints, reporting of violations of this Code or providing assistance to the Audit Committee or the Company's management or any other person or group, including any governmental, regulatory or law enforcement body, investigating or otherwise helping to resolve any Complaint. Nothing in this Code limits an employee's ability to communicate with government agencies regarding possible violations of law.**



## **17. Sanctions for Violations**

Any alleged violations of this Code by an employee, officer or director will be reviewed by the Compliance Officer, or, in appropriate circumstances, by the Board of Directors (or a designated committee thereof), which will determine the appropriate action to take. Violations of this Code may result in, among other actions, suspension of work duties, diminution of responsibilities or demotion, and termination of employment. In the event of a violation of this Code by a director or officer, the Board or its designee shall determine the appropriate actions to be taken. Sanctions will be designed to deter future violations of this Code and to promote accountability.

In determining the appropriate sanction in a particular case, the Board, (or a designated committee thereof) or the Company's management, as appropriate, may consider the nature and severity of the violation, and whether it was a single occurrence or repeated occurrences, whether it was intentional or inadvertent, whether the individual(s) involved had been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed other violations in the past.

## **18. Review; Amendments; Waivers**

The Board of Directors shall review the operation and adequacy of this Code annually. Any non-ministerial amendment to this Code shall be submitted to the Board of Directors for approval. Any waiver of any provision of this Code for officers or directors of the Company must be approved by the Board of directors or a committee of the Board of Directors and will be promptly disclosed as required by applicable securities law and/or stock exchange rules.

## **19. Conflict with Subsidiary Company Code of Business Practice**

The Company recognizes that one or more of its operating subsidiaries have codes of business practice that have been approved by their respective boards of directors. If any provision contained in this Code conflicts with any provision contained in a subsidiary company's code of business practice, the provisions of this Code shall prevail.