

Spread Research Code of conduct

VERSION 3



June 2013

Spread Research internal code of conduct

All Spread Research collaborators must sign the following:

In order to give you guidelines regarding best practices in our work both internally and externally, and regarding the financial community and its regulation, we have set up the following code of conduct. After having raised any questions regarding its aims and consequences, you are required to sign it in order to protect both yourself and the organization against any kind of misconduct.

Yours faithfully,

Compliance officer

Code of conduct guidelines:

- Rating activities are strictly separated from ancillary activities.
- Research* can not be paid by investors and corporate issuers at the same time.
- If Research is paid by a corporate issuer*, it must be clearly mentioned.
- All contracts with clients make sure that an equal access to research* is made to customers.
- Spread Research Directors and collaborators* have signed an internal code of conduct.
- When providing ancillary services, it must be disclosed in the unsolicited rating report.

Code of conduct for collaborators:

Spread Research collaborators:

- Must understand and comply with all applicable laws, rules, regulations or professional associations governing their activity, as detailed in the annex of this document.
- Collaborators must maintain and improve their professional competence and strive to maintain and improve the competence of other investment professionals inside the organization.
- They must make their financial assessment with independence and objectivity.
- Employees are asked to report about any illegal activity that they may suspect within the company or related to people working closely to rating or ancillary activities. Such a disclosure will not have a negative impact on the employee.
- If doubt is raised regarding a potential conflict of interest it must be discussed and resolved with the help of the compliance officer.
- Collaborators shall not take up a key management position with the rated entity or its related third party within six months of the credit rating.
- Collaborators must sign the “Analyst rule disclosure form” as shown in the Annex 1, every year.
- Collaborators must use the “Compliance issue self declaration” as shown in the Annex 2, to communicate about issues with the compliance officer.

Relation with client:

- Collaborators must not offer, solicit, or accept any gift, benefit, compensation, or consideration that reasonably could be expected to compromise their own independence.
- All contracts with clients make sure that an equal and simultaneous access to research is made to customers.
- Collaborators must make sure that all means are done for not publishing private information*.
- Collaborators must not engage in practices that distort prices or artificially inflate trading volumes with the intent to mislead market participants.
- Collaborators must make a reasonable inquiry into a client’s or prospective client’s investment experience, risk and return objectives, and financial constraints prior to making any investment recommendation or taking investment action. Moreover, they must judge the suitability of investments in the context of the client’s total portfolio, if disclosed.
- Collaborators must keep information confidential about current, former, and prospective clients unless the information concerns illegal activities on the part of the client or prospective client or unless the client allows the disclosure.

Record retention:

Collaborators must develop and maintain appropriate records to support their investment analyses, recommendations, actions, and other investment related written communications with clients and prospective clients.

Rating activities* related work is kept locked for hard copies and separated in a dedicated drive.

Relation with Corporate issuer:

Collaborators must not offer, solicit, or accept any gift, benefit, compensation, or consideration that reasonably could be expected to compromise their own independence.

Collaborators must not make any investment in company securities issued by companies under financial assessment, as showed in the coverage list on Spread research web page.

For solicited rating* paid by issuers, any type of Private information cannot be disclosed, and made public.

Any private information access and usage is prohibited when performing investment recommendations.

All management interviews* are reviewed by the management itself.

Spread Research cannot invest in any type of financial instrument issued by a Corporate issuer.

Spread Research cannot issue a solicited rating for a subscriber of Spread Research unsolicited ratings representing more than 5% of sales.

The Compliance Officer will monitor any conflict of interest raised by a client representing more than 10% of Spread Research's total revenue.

Spread Research shall not refrain from taking a rating action based on its potential effect on Spread Research subscribers' possible holdings.

**All terms with an asterisk are defined in the next section.*

I agree to these terms and certify that I am in compliance with this code. I will fulfill its guidance as long as I am a part of the Spread Research organization. Any questions or doubts concerning application of this code should be reported to the compliance officer.