

Effective Insider Trading Policies for Public Companies and Regulated Entities

January 12, 2012

NAVIGANT

Agenda

- Introduction
- Presentation
- Questions and Answers — (anonymous)
- Slides — now available on front page of Securities Docket
 - www.securitiesdocket.com
- Wrap-up

Webcast Series

- Approximately every other week
- January 26: “Insider Trading Compliance for Hedge Funds”

Presenters



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Webcast: Insider Trading Policies

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Insider Trading Compliance Program

- I. Tone at the Top
- II. Written Policies and Procedures
- III. Training and Awareness
- IV. Additional Procedures for Broker-Dealers and Investment Advisors



Tone at the Top

- A. Senior Management Involvement in Message of Compliance
- B. Confidentiality policies need to cover everyone – including the Board
- C. Employees encouraged to report unusual or problematic activity
- D. Designated individual responsible

Written Policies and Procedures

Written procedures should be comprehensive and in an easily accessible format. All employees should sign an attestation of knowledge and understanding of firm requirements – annually

- A. Code of Conduct
- B. Prohibit buying, selling, recommending or trading while in possession of material public information
- C. Restricted access to sensitive information
- D. Black-out Periods/Quiet Periods

Written Policies and Procedures (cont'd)

- E. Special Blackout Periods for unexpected material developments
- F. Pre-clearance procedures for other employees
- G. Encourage Rule 10b5-1 Plans
- H. Monitor company repurchase programs
- I. Document efforts to meet compliance obligations



Training and Awareness

- A. Regular training plan
- B. Legal standards – including public v. non-public information
- C. Firm policies and procedures
- D. Real life activities and behaviors
- E. When in doubt –report issues for further discussions
- F. Encourage questions
- G. Lower level employees included
- H. Remind employees working on specific transactions or due diligence projects.

Additional Procedures for Broker-Dealers and Investment Advisors

- A. Information Barriers
- B. Trading Restrictions
- C. Monitoring and Surveillance
- D. Supervision

Questions?

Thank You
For Attending This Webcast

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