

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D. C. 20549**

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**FORM 10-Q**

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(Mark One)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2024

OR

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

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Commission File Number 1-12043

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**OPPENHEIMER HOLDINGS INC.**

(Exact name of registrant as specified in its charter)

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Delaware

(State or other jurisdiction of  
incorporation or organization)

98-0080034

(I.R.S. Employer  
Identification No.)

85 Broad Street  
New York, NY 10004

(Address of principal executive offices) (Zip Code)

(212) 668-8000

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

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Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Class A non-voting common stock	OPY	The New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated Filer

Non-accelerated filer  Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares of the Company's Class A non-voting common stock and Class B voting common stock (being the only classes of common stock of the Company) outstanding on April 26, 2024 was 10,229,295 and 99,665 shares, respectively.

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**PART I. FINANCIAL INFORMATION**
**Item 1. FINANCIAL STATEMENTS (UNAUDITED)**

OPPENHEIMER HOLDINGS INC.  
CONDENSED CONSOLIDATED BALANCE SHEETS (unaudited)

<i>(Expressed in thousands, except number of shares and per share amounts)</i>	March 31, 2024	December 31, 2023
<b>ASSETS</b>		
Cash and cash equivalents	\$ 27,661	\$ 28,835
Deposits with clearing organizations	94,016	78,706
Receivable from brokers, dealers and clearing organizations	260,471	284,696
Receivable from customers, net of allowance for credit losses of \$349 (\$345 in 2023)	1,179,700	1,059,892
Income tax receivable	5,755	7,199
Securities purchased under agreements to resell	4,090	5,842
Securities owned, including amounts pledged of \$917,804 (\$689,381 in 2023), at fair value	1,044,089	795,312
Notes receivable, net	66,889	62,640
Furniture, equipment and leasehold improvements, net of accumulated depreciation of \$85,301 (\$82,732 in 2023)	41,489	43,874
Right-of-use lease assets, net of accumulated amortization of \$101,910 (\$99,716 in 2023)	136,095	140,554
Corporate-owned life insurance	95,241	88,989
Goodwill	142,162	142,162
Intangible assets	34,264	34,340
Other assets	119,968	101,775
<b>Total assets</b>	<b>\$ 3,251,890</b>	<b>\$ 2,874,816</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Liabilities</b>		
Drafts payable	\$ 21,459	\$ 9,002
Bank call loans	94,350	—
Payable to brokers, dealers and clearing organizations	497,366	361,890
Payable to customers	447,627	369,287
Securities sold under agreements to repurchase	286,455	640,382
Securities sold but not yet purchased, at fair value	520,932	31,676
Accrued compensation	161,525	256,244
Income tax payable	6,515	—
Accounts payable and other liabilities	82,852	82,810
Lease liabilities	177,336	183,273
Senior secured notes, net of debt issuance costs of \$337 (\$392 in 2023)	112,713	112,658
Deferred tax liabilities, net of deferred tax assets of \$44,537 (\$45,961 in 2023)	41,238	38,355
<b>Total liabilities</b>	<b>2,450,368</b>	<b>2,085,577</b>
Commitments and contingencies (Note 14)		
<b>Stockholders' equity</b>		
Common stock (\$0.001 par value per share):		
Class A: shares authorized: 50,000,000; shares issued and outstanding: 10,247,197 and 10,186,783 as of March 31, 2024 and December 31, 2023, respectively		
Class B: shares authorized, issued and outstanding: 99,665 as of March 31, 2024 and December 31, 2023	10	10
Additional paid-in capital	20,040	31,774
Retained earnings	780,946	756,468
Accumulated other comprehensive income	526	914
<b>Total Oppenheimer Holdings Inc. stockholders' equity</b>	<b>801,522</b>	<b>789,166</b>
Noncontrolling interest (Note 2)	—	73
<b>Total Stockholders' equity</b>	<b>801,522</b>	<b>789,239</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$ 3,251,890</b>	<b>\$ 2,874,816</b>

The accompanying notes are an integral part of these condensed consolidated financial statements.

OPPENHEIMER HOLDINGS INC.  
CONDENSED CONSOLIDATED INCOME STATEMENTS (unaudited)

	For the Three Months Ended March 31,	
	2024	2023
<i>(Expressed in thousands, except number of shares and per share amounts)</i>		
<b>REVENUE</b>		
Commissions	\$ 95,850	\$ 86,697
Advisory fees	114,847	100,544
Investment banking	50,537	37,965
Bank deposit sweep income	36,685	48,909
Interest	26,766	24,941
Principal transactions, net	18,234	13,490
Other	10,219	9,133
Total revenue	<u>353,138</u>	<u>321,679</u>
<b>EXPENSES</b>		
Compensation and related expenses	221,713	206,292
Communications and technology	24,576	22,440
Occupancy and equipment costs	15,848	15,901
Clearing and exchange fees	5,842	6,263
Interest	20,548	13,142
Other	27,156	38,592
Total expenses	<u>315,683</u>	<u>302,630</u>
Pre-tax income	37,455	19,049
Income tax provision	11,711	4,585
<b>Net income</b>	<u>\$ 25,744</u>	<u>\$ 14,464</u>
Net loss attributable to noncontrolling interest, net of tax	(310)	(153)
<b>Net income attributable to Oppenheimer Holdings Inc.</b>	<u>\$ 26,054</u>	<u>\$ 14,617</u>
<b>Earnings per share attributable to Oppenheimer Holdings Inc.</b>		
Basic	\$ 2.50	\$ 1.32
Diluted	\$ 2.37	\$ 1.22
<b>Weighted average shares outstanding</b>		
Basic	10,407,454	11,092,603
Diluted	11,001,669	11,963,492
<b>Period end shares outstanding</b>	10,346,862	11,075,388

The accompanying notes are an integral part of these condensed consolidated financial statements.

OPPENHEIMER HOLDINGS INC.  
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (unaudited)

<i>(Expressed in thousands)</i>	For the Three Months Ended March 31,	
	2024	2023
Net income	\$ 25,744	\$ 14,464
Other comprehensive loss, net of tax		
Currency translation adjustment	(388)	(497)
Comprehensive income	\$ 25,356	\$ 13,967
Less net loss attributable to noncontrolling interests	(310)	(153)
Comprehensive income attributable to Oppenheimer Holdings Inc.	\$ 25,666	\$ 14,120

The accompanying notes are an integral part of these condensed consolidated financial statements.

OPPENHEIMER HOLDINGS INC.  
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY AND REDEEMABLE  
NONCONTROLLING INTERESTS (unaudited)

<i>(Expressed in thousands, except per share amount)</i>	For the Three Months Ended March 31,	
	2024	2023
<b>Common stock (\$0.001 par value per share)</b>		
Beginning Balance	\$ 10	\$ 11
Issuance of Class A non-voting common stock	—	—
Repurchase of Class A non-voting common stock for cancellation	—	—
Ending Balance	<u>10</u>	<u>11</u>
<b>Additional paid-in capital</b>		
Balance at beginning of period	31,774	28,628
Issuance of Class A non-voting common stock	8,238	5,488
Repurchase of Class A non-voting common stock for cancellation	(8,384)	(3,687)
Share-based expense	3,145	3,293
Vested employee share plan awards	(14,996)	(11,319)
Change in redemption value of redeemable noncontrolling interests	263	(29)
Balance at end of period	<u>20,040</u>	<u>22,374</u>
<b>Retained earnings</b>		
Balance at beginning of period	756,468	764,178
Repurchase of Class A non-voting common stock for cancellation	—	—
Net income <sup>(1)</sup>	26,054	14,617
Dividends paid	(1,576)	(1,674)
Balance at end of period	<u>780,946</u>	<u>777,121</u>
<b>Accumulated other comprehensive income</b>		
Balance at beginning of period	914	1,416
Currency translation adjustment	(388)	(497)
Balance at end of period	<u>526</u>	<u>919</u>
<b>Total Oppenheimer Holdings Inc. stockholders' equity</b>	<u>\$ 801,522</u>	<u>\$ 800,425</u>
<b>Noncontrolling interest</b>		
Balance at beginning of period	73	722
Net income (loss) attributable to noncontrolling interest	(310)	(153)
Change in redemption value of redeemable noncontrolling interests	237	(136)
Balance at end of period	<u>—</u>	<u>433</u>
<b>Total stockholders' equity</b>	<u>\$ 801,522</u>	<u>\$ 800,858</u>
<b>Redeemable Noncontrolling Interests</b>		
Balance at beginning of period	—	25,466
Redemption of redeemable noncontrolling interests	—	(74)
Change in redemption value of redeemable noncontrolling interests	—	165
Balance at end of period	<u>\$ —</u>	<u>\$ 25,557</u>
<b>Dividends paid per share</b>	\$ 0.15	\$ 0.15

(1) Attributable to Oppenheimer Holdings Inc.

The accompanying notes are an integral part of these condensed consolidated financial statements.

OPPENHEIMER HOLDINGS INC.  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)  
FOR THE THREE MONTHS ENDED MARCH 31,

*(Expressed in thousands)*

	2024	2023
<b>Cash flows from operating activities</b>		
Net income	\$ 25,744	\$ 14,464
Adjustments to reconcile net income to net cash used in operating activities		
Non-cash items included in net income:		
Depreciation and amortization of furniture, equipment and leasehold improvements	2,643	1,875
Deferred income taxes	3,004	4,562
Amortization of intangible assets	76	—
Amortization of notes receivable	4,426	3,612
Amortization of debt issuance costs	55	56
Write-off of debt issuance costs	—	5
Provision for credit losses	4	(4)
Share-based compensation	1,736	2,000
Amortization of right-of-use lease assets	6,478	6,843
Gain on repurchase of senior secured notes	—	(51)
Decrease (increase) in operating assets:		
Deposits with clearing organizations	(15,310)	8,386
Receivable from brokers, dealers and clearing organizations	24,225	(154,962)
Receivable from customers	(119,812)	148,452
Income tax receivable	1,444	(5,374)
Securities purchased under agreements to resell	1,752	—
Securities owned	(248,777)	(263,560)
Notes receivable	(8,675)	(9,766)
Corporate-owned life insurance	(6,252)	(3,884)
Other assets	(18,581)	(34)
Increase (decrease) in operating liabilities:		
Drafts payable	12,457	18,024
Payable to brokers, dealers and clearing organizations	135,476	85,964
Payable to customers	78,340	2,113
Securities sold under agreements to repurchase	(353,927)	119,427
Securities sold but not yet purchased	489,256	57,889
Accrued compensation	(93,310)	(81,859)
Income tax payable	6,515	102
Accounts payable and other liabilities	(8,035)	(40,403)
Cash used in operating activities	<u>(79,048)</u>	<u>(86,123)</u>
<b>Cash flows from investing activities</b>		
Purchase of furniture, equipment and leasehold improvements	(258)	(3,531)
Proceeds from the settlement of Company-owned life insurance	—	555
Cash used in investing activities	<u>(258)</u>	<u>(2,976)</u>
<b>Cash flows from financing activities</b>		
Cash dividends paid on Class A non-voting and Class B voting common stock	(1,576)	(1,674)
Repurchase of Class A non-voting common stock for cancellation	(8,384)	(3,687)
Payments for employee taxes withheld related to vested share-based awards	(6,758)	(5,832)
Redemption of redeemable noncontrolling interests	500	(74)



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<i>(Expressed in thousands)</i>	2024	2023
Repurchase of senior secured notes	—	(1,000)
Increase in bank call loans	94,350	19,300
Cash provided by (used in) financing activities	78,132	7,033
Net decrease in cash, cash equivalents and restricted cash	(1,174)	(82,066)
<b>Cash, cash equivalents and restricted cash, beginning of period</b>	<b>28,835</b>	<b>137,967</b>
<b>Cash, cash equivalents and restricted cash, end of period</b>	<b>\$ 27,661</b>	<b>\$ 55,901</b>
<b>Reconciliation of cash, cash equivalents and restricted cash within the condensed consolidated balance sheets:</b>		
	2024	2023
Cash and cash equivalents	\$ 27,661	\$ 30,320
Restricted cash	—	25,581
<b>Total cash and cash equivalents</b>	<b>\$ 27,661</b>	<b>\$ 55,901</b>
<b>Schedule of non-cash financing activities</b>		
Employee share plan issuance	\$ 13,368	\$ 8,805
<b>Supplemental disclosure of cash flow information</b>		
Cash paid during the period for interest	\$ 21,399	\$ 14,261
Cash paid during the period for income taxes, net	\$ 769	\$ 4,238

The accompanying notes are an integral part of these condensed consolidated financial statements.

OPPENHEIMER HOLDINGS INC.  
Notes to Condensed Consolidated Financial Statements (unaudited)

**1. Organization**

Oppenheimer Holdings Inc. ("OPY" or the "Parent") is incorporated under the laws of the State of Delaware. The consolidated financial statements include the accounts of OPY and its consolidated subsidiaries (together, the "Company"). Oppenheimer Holdings Inc., through its operating subsidiaries, is a leading middle market investment bank and full service broker-dealer that is engaged in a broad range of activities in the financial services industry, including retail securities brokerage, institutional sales and trading, investment banking (corporate and public finance), equity and fixed income research, market-making, trust services, and investment advisory and asset management services.

The Company is headquartered in New York and has 89 retail branch offices in 25 states located throughout the United States and offices in Puerto Rico, Tel Aviv, Israel, Hong Kong, China, London, England, St. Helier, Isle of Jersey, Portugal and Geneva, Switzerland. The principal subsidiaries of OPY are Oppenheimer & Co. Inc. ("Oppenheimer"), a registered broker-dealer in securities and investment adviser under the Investment Advisers Act of 1940; Oppenheimer Asset Management Inc. ("OAM") and its wholly-owned subsidiary, Oppenheimer Investment Management LLC, both registered investment advisers under the Investment Advisers Act of 1940; Oppenheimer Trust Company of Delaware ("Oppenheimer Trust"), a limited purpose trust company that provides fiduciary services such as trust and estate administration and investment management; OPY Credit Corp., which conducts secondary trading activities related to the purchase and sale of loans, primarily on a riskless principal basis; Oppenheimer Europe Ltd., based in the United Kingdom, with offices in the Isle of Jersey, Portugal, and Switzerland, which provides institutional equities and fixed income brokerage and corporate finance and is regulated by the Financial Conduct Authority; and Oppenheimer Investments Asia Limited, based in Hong Kong, China, which provides fixed income and equities brokerage services to institutional investors and is regulated by the Securities and Futures Commission.

Oppenheimer owns Freedom Investments, Inc. ("Freedom"), a registered broker dealer in securities, which provides discount brokerage services on a limited basis, and Oppenheimer Israel (OPCO) Ltd., based in Tel Aviv, Israel, which provides investment services in the State of Israel and operates subject to the authority of the Israel Securities Authority

**2. Summary of significant accounting policies and estimates**

***Basis of Presentation***

The accompanying condensed consolidated financial statements of the Company have been prepared pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (the "SEC") regarding interim financial reporting. Accordingly, they do not include all of the information and notes required by accounting principles generally accepted in the United States of America ("U.S. GAAP") and should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023 (the "Form 10-K"). The accompanying condensed consolidated balance sheet data was derived from the audited consolidated financial statements but does not include all disclosures required by U.S. GAAP for annual financial statement purposes. The accompanying condensed consolidated financial statements reflect all adjustments that are, in the opinion of management, necessary for a fair presentation of the financial position, results of operations and cash flows for the interim periods presented. Certain reclassifications have been made to prior periods to place them on a basis comparable with current period presentation. Preparing financial statements requires management to make estimates and assumptions that affect the amounts that are reported in the financial statements and the accompanying disclosures. Although these estimates are based on management's knowledge of current events and actions that the Company may undertake in the future, actual results may differ materially from the estimates. The condensed consolidated results of operations for the three months ended March 31, 2024 are not necessarily indicative of the results to be expected for any future interim or annual period.

***Oppenheimer Acquisition Corp. I***

On October 26, 2021, OPY Acquisition Corp. I ("OHAA"), a special purpose acquisition company, consummated its \$126.5 million initial public offering (the "OHAA IPO"). OPY Acquisition LLC I (the "Sponsor"), a Delaware series limited liability company and the Company's subsidiary was the sponsor of and consolidated OHAA. Upon IPO completion, funds totaling \$127.8 million, including proceeds from the OHAA IPO of \$126.5 million and \$1.3 million investment from the Sponsor, were held in a trust account until the earlier of (i) the completion of a Business Combination or (ii) ten business days after April 29, 2023, 18 months from the closing of the OHAA IPO ("Combination Period"), pursuant to OHAA's certificate of incorporation.

OPPENHEIMER HOLDINGS INC.  
Notes to Condensed Consolidated Financial Statements (unaudited)

On October 26, 2023, OHAA's stockholders approved an amendment to its certificate of incorporation to extend the deadline by which it must complete its initial business combination from October 30, 2023 to June 30, 2024 on a month-to-month basis.

In the fourth quarter of 2023, after careful consideration of the special purpose acquisition company ("SPAC") market and after having completed an extensive search, OHAA determined it would be unable to deliver and fund a high quality value enhancing transaction to stockholders despite the extension. Therefore, on December 18, 2023, OHAA determined not to further extend the term it has to complete an initial business combination and instead announced its intention to dissolve and liquidate. On December 28, 2023, all OHAA Class A ordinary shares were cancelled with shareholders receiving their respective share redemption amounts. Accordingly, there were no "Redeemable non-controlling interests" or restricted cash balances associated with the publicly held OHAA Class A ordinary shares recorded on the Company's consolidated balance sheet as of December 31, 2023. OHAA was dissolved in March of 2024.

*Oppenheimer Principal Investments LLC*

Oppenheimer Principal Investments LLC ("OPI") is a Delaware special purpose "Series" limited liability company formed in December 2020 and designed to retain and reward talented employees of the Company, primarily in connection with the deployment of Company capital into successful private market investments, and also in connection with the Company's receipt of non-cash compensation from investment banking assignments. OPI is designed to promote alignment of Company, client and employee interests as they relate to profitable investment opportunities. This program acts as an incentive for senior employees to identify attractive private investments for the Company and its clients, and as a retention tool for key employees of the Company. OPI treats its members as partners for tax purposes generally and with respect to the separate Series formed to participate in (i) the incentive fees generated by successful client investments in the Company's Private Market Opportunities program, or (ii) principal investments made by the Company or a portion of the gains thereon, either through the outright purchase of an investment or consideration earned in lieu of an investment banking fee or other transaction fee. Employees who become members of a Series receive a "profit interest", as that term is used in Internal Revenue Service ("IRS") regulations, and receive an allocation of capital appreciation of the investment held by the particular Series that exceeds a threshold amount established for each Series. Participating employees are also subject to vesting and forfeiture requirements for each Series investment. Vested profit interests are accounted for as compensation expense under FASB Topic ASC 710. Additionally, the Company's policy is to consolidate those entities where it owns the majority voting interests. The Company owns the majority voting interest of OPI through Oppenheimer Alternative Investment Management ("OAIM"), the managing member of OPI and a subsidiary of OAM. Pursuant to the Company's policy for consolidation, the Company consolidates OPI.

*Non-controlling Interests*

Non-controlling interests represents ownership interests in the Sponsor of OHAA. For the three months ended March 31, 2024 and March 31, 2023, the net loss (net of taxes) attributed to noncontrolling interests was \$310,000 and \$153,000, respectively.

**3. Financial Instruments - Credit Losses**

Under ASC 326, "Financial Instruments - Credit Losses", the Company can elect to use an approach to measure the allowance for credit losses using the fair value of collateral where the borrower is required to, and reasonably expected to, continually adjust and replenish the amount of collateral securing the instrument to reflect changes in the fair value of such collateral. The Company has elected to use this approach for securities borrowed, margin loans, and reverse repurchase agreements. No material historical losses have been reported on these assets. See note 9 for details.

As of March 31, 2024, the Company had \$66.9 million of notes receivable (\$62.6 million as of December 31, 2023). Notes receivable represent recruiting and retention payments generally in the form of upfront loans to financial advisors and key revenue producers as part of the Company's overall growth strategy. These notes generally amortize over a service period of 3 to 10 years from the initial date of the note or based on productivity levels of employees. All such notes are contingent on the employees' continued employment with the Company. The unforgiven portion of the notes becomes due on demand in the event the employee departs during the service period. At that point, any uncollected portion of the notes is reclassified into a defaulted notes category.

OPPENHEIMER HOLDINGS INC.  
Notes to Condensed Consolidated Financial Statements (unaudited)

The allowance for uncollectibles is a valuation account that is deducted from the amortized cost basis of the defaulted notes balance to present the net amount expected to be collected. Balances are charged-off against the allowance when management deems the amount to be uncollectible.

The Company reserves 100% of the uncollected balance of defaulted notes which are five years and older and applies an expected loss rate to the remaining balance. The expected loss rate is based on historical collection rates of defaulted notes. The expected loss rate is adjusted for changes in environmental and market conditions such as changes in unemployment rates, changes in interest rates and other relevant factors. For the three months ended March 31, 2024, no adjustments were made to the expected loss rates. The Company will continuously monitor the effect of these factors on the expected loss rate and adjust it as necessary.

The allowance is measured on a pool basis as the Company has determined that the entire defaulted portion of notes receivable has similar risk characteristics.

As of March 31, 2024, the uncollected balance of defaulted notes was \$7.2 million and the allowance for uncollectibles was \$4.1 million. The allowance for uncollectibles consisted of \$2.0 million related to defaulted notes balances (five years and older) and \$2.1 million (under five years).

The following table presents the disaggregation of defaulted notes by year of default as of March 31, 2024:

<i>(Expressed in thousands)</i>		As of March 31, 2024
2024	\$	319
2023		2,495
2022		285
2021		1,645
2020		423
2019 and prior		1,999
Total	\$	7,166

The following table presents activity in the allowance for uncollectibles of defaulted notes for the three months ended March 31, 2024 and 2023:

<i>(Expressed in thousands)</i>		For the Three Months Ended March 31,	
		2024	2023
Beginning balance	\$	3,869	\$ 4,327
Additions and other adjustments		222	(276)
Ending balance	\$	4,091	\$ 4,051

**4. Leases**

The Company has operating leases for office space and equipment expiring at various dates through 2034. The Company leases its corporate headquarters at 85 Broad Street, New York, New York which houses its executive management team and many administrative functions for the Firm as well as its research, trading, investment banking, and asset management divisions and an office in Troy, Michigan, which among other things, houses its payroll and human resources departments. In addition, the Company has 89 retail branch offices in the United States as well as offices in London, England, St. Helier, Isle of Jersey, Geneva, Switzerland, Tel Aviv, Israel and Hong Kong, China.

OPPENHEIMER HOLDINGS INC.  
Notes to Condensed Consolidated Financial Statements (unaudited)

The Company is constantly assessing its needs for office space and, on a rolling basis, has many leases that expire in any given year.

Substantially all of the leases are held by the Company's subsidiary, Viner Finance Inc., which is a wholly owned subsidiary of the Company.

Leases with an initial term of 12 months or less are not recorded on the balance sheet; the Company recognizes lease expense for these leases on a straight-line basis over the lease term. Most leases include an option to renew and the exercise of lease renewal options is at the Company's sole discretion. The Company did not include the renewal options as part of the right of use assets and liabilities.

The depreciable life of assets and leasehold improvements is limited by the expected lease term. The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants.

As of March 31, 2024, the Company had right-of-use operating lease assets of \$136.1 million (net of accumulated amortization of \$101.9 million) which are comprised of real estate leases of \$133.5 million (net of accumulated amortization of \$99.1 million) and equipment leases of \$2.6 million (net of accumulated amortization of \$2.8 million). As of March 31, 2024, the Company had operating lease liabilities of \$177.3 million which are comprised of real estate lease liabilities of \$174.8 million and equipment lease liabilities of \$2.5 million. The Company had no finance leases as of March 31, 2024.

As most of the Company's leases do not provide an implicit rate, the Company uses the incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. The Company used the incremental borrowing rate on January 1, 2019 for operating leases that commenced prior to that date. The Company used the incremental borrowing rate as of the lease commencement date for the operating leases that commenced subsequent to January 1, 2019.

The following table presents the weighted average lease term and weighted average discount rate for the Company's operating leases as of March 31, 2024 and December 31, 2023, respectively:

	As of	
	March 31, 2024	December 31, 2023
Weighted average remaining lease term (in years)	6.22	6.35
Weighted average discount rate	7.74%	7.72%

The following table presents operating lease costs recognized for the three months ended March 31, 2024 and March 31, 2023, respectively, which are included in occupancy and equipment costs on the condensed consolidated income statements:

	For the Three Months Ended	
	March 31,	
	2024	2023
<i>(Expressed in thousands)</i>		
Operating lease costs:		
Real estate leases - Right-of-use lease asset amortization	\$ 6,046	\$ 6,439
Real estate leases - Interest expense	3,323	3,209
Equipment leases - Right-of-use lease asset amortization	431	422
Equipment leases - Interest expense	46	46

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The maturities of lease liabilities as of March 31, 2024 and December 31, 2023 are as follows:

<i>(Expressed in thousands)</i>	As of	
	March 31, 2024	December 31, 2023
2024	\$ 32,564	\$ 43,885
2025	39,411	38,759
2026	37,325	36,757
2027	35,168	34,823
2028	21,997	21,660
After 2028	58,779	58,081
Total lease payments	\$ 225,244	\$ 233,965
Less interest	(47,908)	(50,692)
Present value of lease liabilities	\$ 177,336	\$ 183,273

As of March 31, 2024, the Company had \$6.5 million of additional real estate operating leases that have not yet commenced (\$5.8 million as of December 31, 2023).

**5. Revenue from contracts with customers**

Revenue from contracts with customers is recognized when, or as, the Company satisfies its performance obligations by transferring the promised goods or services to customers. A good or service is transferred to a customer when, or as, the customer obtains control of that good or service. A performance obligation may be satisfied over time or at a point in time. Revenue from a performance obligation satisfied over time is recognized by measuring the Company's progress in satisfying the performance obligation in a manner that depicts the transfer of the goods or services to the customer. Revenue from a performance obligation satisfied at a point in time is recognized at the point in time that the Company determines the customer obtains control over the promised good or service.

The amount of revenue recognized reflects the consideration to which the Company expects to be entitled in exchange for those promised goods or services (i.e., the "transaction price"). In determining the transaction price, the Company considers multiple factors, including the effects of variable consideration. Variable consideration is included in the transaction price only to the extent it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainties with respect to the amount are resolved. In determining when to include variable consideration in the transaction price, the Company considers the range of possible outcomes, the predictive value of its past experiences, the time period during which uncertainties are expected to be resolved and the amount of consideration that is susceptible to factors outside of the Company's influence, such as market volatility or the judgment and actions of third parties.

The Company earns revenue from contracts with customers and other sources (principal transactions, interest and other). The following provides detailed information on the recognition of the Company's revenue from contracts with customers:

***Commissions***

*Commissions from Sales and Trading* — The Company earns commission revenue by executing, settling and clearing transactions with clients primarily in exchange-traded and over-the-counter corporate equity and debt securities, money market instruments and exchange-traded options and futures contracts. A substantial portion of the Company's revenue is derived from commissions from private clients through accounts with transaction-based pricing. Trade execution and clearing services, when provided together, represent a single performance obligation as the services are not separately identifiable in the context of the contract. Commission revenue associated with combined trade execution and clearing services, as well as trade execution services on a standalone basis, is recognized at a point in time on trade date when the performance obligation is satisfied.

Commission revenue is generally paid on settlement date, which is generally two business days after trade date for equity securities and corporate bond transactions and one day for government securities, options and commodities transactions. The Company records a receivable on the trade date and receives a payment on the settlement date.

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*Mutual Fund Income* — The Company earns mutual fund income for sales and distribution of mutual fund shares, which consists of a fixed fee amount and a variable amount. The Company recognizes mutual fund income at a point in time on the trade date when the performance obligation is satisfied which is when the mutual fund interest is sold to the investor. The ongoing distribution fees for distributing investment products from mutual fund companies are generally considered variable consideration because they are based on the value of AUM and are uncertain on trade date. The Company recognizes distribution fees over the investment period as the amounts become known and the portion recognized in the current period may relate to distribution services performed in prior periods. Mutual fund income is generally received within 90 days.

***Advisory Fees***

The Company earns management and performance (or incentive) fees in connection with the advisory and asset management services it provides to various types of funds, asset-based programs and investment vehicles through its subsidiaries. Management fees are generally based on the account value at the valuation date per the respective asset management agreements and are recognized over time as the customer receives the benefits of the services evenly throughout the term of the contract. Performance fees are recognized when the return on client AUM exceeds a specified benchmark return or other performance targets over a 12-month measurement period are met. Performance fees are considered variable as they are subject to fluctuation and/or are contingent on a future event over the measurement period and are not subject to adjustment once the measurement period ends. Such fees are computed as of the fund's year-end when the measurement period ends and generally are recorded as earned in the fourth quarter of the Company's fiscal year. Both management and performance fees are generally received within 90 days.

***Investment Banking***

The Company earns underwriting revenues by providing capital raising solutions for corporate clients through initial public offerings, follow-on offerings, equity-linked offerings, private investments in public entities, and private placements. Underwriting revenues are recognized at a point in time on trade date, as the client obtains the control and benefit of the capital markets offering at that time. These fees are generally received within 90 days after the transactions are completed. Transaction-related expenses, primarily consisting of legal, travel and other costs directly associated with the transaction, are deferred and recognized in the same period as the related investment banking transaction revenue. Underwriting revenues and related expenses are presented gross on the consolidated income statements.

Revenue from financial advisory services includes fees generated in connection with mergers, acquisitions and restructuring transactions. Such revenue and fees are primarily recorded at a point in time when services for the performance obligations have been completed and income is reasonably determinable, generally as set forth under the terms of the engagement. Payment for advisory services is generally due upon a completion of the transaction or milestone. Retainer fees and fees earned from certain advisory services are recognized ratably over the service period as the customer receives the benefit of the services throughout the term of the contracts, and such fees are collected based on the terms of the contracts.

***Bank Deposit Sweep Income***

Bank deposit sweep income consists of revenue earned from the FDIC-insured bank deposit program. Under this program, client funds are swept into deposit accounts at participating banks and are eligible for FDIC deposit insurance up to FDIC standard maximum deposit insurance amounts. Fees are earned over time and are generally received within 30 days.

***Disaggregation of Revenue***

The following presents the Company's revenue from contracts with customers disaggregated by major business activity and other sources of revenue for the three months ended March 31, 2024 and 2023:

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<i>(Expressed in thousands)</i>	For the Three Months Ended March 31, 2024				
	Reportable Segments				
	Private Client	Asset Management	Capital Markets	Corporate/ Other	Total
<b>Revenue from contracts with customers:</b>					
Commissions from sales and trading	\$ 44,930	\$ —	\$ 43,045	\$ 5	\$ 87,980
Mutual fund and insurance income	7,864	—	1	5	7,870
Advisory fees	88,876	25,960	—	11	114,847
Investment banking - capital markets	3,021	—	15,627	—	18,648
Investment banking - advisory	21	—	31,868	—	31,889
Bank deposit sweep income	36,685	—	—	—	36,685
Other	3,416	—	320	980	4,716
<b>Total revenue from contracts with customers</b>	<b>184,813</b>	<b>25,960</b>	<b>90,861</b>	<b>1,001</b>	<b>302,635</b>
<b>Other sources of revenue:</b>					
Interest	20,196	—	4,303	2,267	26,766
Principal transactions, net	1,736	—	16,733	(235)	18,234
Other	6,288	(1,032)	186	61	5,503
<b>Total other sources of revenue</b>	<b>28,220</b>	<b>(1,032)</b>	<b>21,222</b>	<b>2,093</b>	<b>50,503</b>
<b>Total revenue</b>	<b>\$ 213,033</b>	<b>\$ 24,928</b>	<b>\$ 112,083</b>	<b>\$ 3,094</b>	<b>\$ 353,138</b>

<i>(Expressed in thousands)</i>	For the Three Months Ended March 31, 2023				
	Reportable Segments				
	Private Client	Asset Management	Capital Markets	Corporate/ Other	Total
<b>Revenue from contracts with customers:</b>					
Commissions from sales and trading	\$ 38,924	\$ —	\$ 40,047	\$ 6	\$ 78,977
Mutual fund and insurance income	7,712	—	4	4	7,720
Advisory fees	76,583	23,954	—	7	100,544
Investment banking - capital markets	1,787	—	8,241	—	10,028
Investment banking - advisory	—	—	27,937	—	27,937
Bank deposit sweep income	48,909	—	—	—	48,909
Other	3,993	—	506	97	4,596
<b>Total revenue from contracts with customers</b>	<b>177,908</b>	<b>23,954</b>	<b>76,735</b>	<b>114</b>	<b>278,711</b>
<b>Other sources of revenue:</b>					
Interest	20,579	—	3,029	1,333	24,941
Principal transactions, net	1,049	—	10,404	2,037	13,490
Other	3,885	5	114	533	4,537
<b>Total other sources of revenue</b>	<b>25,513</b>	<b>5</b>	<b>13,547</b>	<b>3,903</b>	<b>42,968</b>
<b>Total revenue</b>	<b>\$ 203,421</b>	<b>\$ 23,959</b>	<b>\$ 90,282</b>	<b>\$ 4,017</b>	<b>\$ 321,679</b>

### **Contract Assets and Liabilities**

The timing of the Company's revenue recognition may differ from the timing of payment by its customers. The Company records contract assets when payment is due from a client conditioned on future performance or the occurrence of other events. Alternatively, when payment precedes the provision of the related services, the Company records deferred revenue until the performance obligations are satisfied.

The Company had receivables related to revenue from contracts with customers of \$49.7 million and \$39.9 million at March 31, 2024 and December 31, 2023, respectively. The Company had no significant impairments related to these receivables during the three months ended March 31, 2024.



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Deferred revenue relates to IRA fees received annually in advance on customers' IRA accounts managed by the Company, software license fees received upfront from customers and retainer fees and other fees earned from certain advisory transactions where the performance obligations have not yet been satisfied. Total deferred revenue was \$1.4 million and \$1.1 million at March 31, 2024 and December 31, 2023, respectively.

The following presents the Company's receivables and deferred revenue balances from contracts with customers, which are included in other assets and other liabilities, respectively, on the consolidated balance sheet:

<i>(Expressed in thousands)</i>	As of	
	March 31, 2024	December 31, 2023
<b>Receivables</b>		
Commission <sup>(1)</sup>	\$ 5,388	\$ 4,554
Mutual fund income <sup>(2)</sup>	5,479	5,365
Advisory fees <sup>(3)</sup>	4,191	5,746
Bank deposit sweep income <sup>(4)</sup>	4,966	5,223
Investment banking fees <sup>(5)</sup>	21,181	12,847
Other	8,464	6,126
<b>Total receivables</b>	<b>\$ 49,669</b>	<b>\$ 39,861</b>
<b>Deferred revenue (payables):</b>		
Investment Banking fees <sup>(6)</sup>	\$ 807	\$ 1,118
Software license fees <sup>(7)</sup>	607	—
	<b>\$ 1,414</b>	<b>\$ 1,118</b>

- (1) Commission recorded on trade date but not yet settled.
- (2) Mutual fund income earned but not yet received.
- (3) Management and performance fees earned but not yet received.
- (4) Fees earned from FDIC-insured bank deposit program but not yet received.
- (5) Underwriting revenue and advisory fees earned but not yet received.
- (6) Retainer fees and fees received from certain advisory transactions where the performance obligations have not yet been satisfied.
- (7) Software license fees received upfront from customers and recognized ratably over the contract period

**6. Earnings per share**

Basic earnings per share is computed by dividing net income over the weighted average number of shares of Class A Stock and Class B Stock outstanding. Diluted earnings per share includes the weighted average number of shares of Class A Stock and Class B Stock outstanding and options to purchase Class A Stock and unvested restricted stock awards of Class A Stock using the treasury stock method.

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Earnings per share have been calculated as follows:

	For the Three Months Ended March 31,	
	2024	2023
<i>(Expressed in thousands, except number of shares and per share amounts)</i>		
Basic weighted average number of shares outstanding	10,407,454	11,092,603
Net dilutive effect of share-based awards, treasury stock method <sup>(1)</sup>	594,215	870,889
Diluted weighted average number of shares outstanding	<u>11,001,669</u>	<u>11,963,492</u>
<b>Net income attributable to Oppenheimer Holdings Inc.</b>	<b>\$ 26,054</b>	<b>\$ 14,617</b>
<b>Earnings per share attributable to Oppenheimer Holdings Inc.</b>		
Basic	\$ 2.50	\$ 1.32
Diluted	\$ 2.37	\$ 1.22

(1) For the three months ended March 31, 2024, there was no shares of Class A Stock with an anti-dilutive effect granted under share-based compensation arrangements. For the three months ended March 31, 2023, the diluted net income per share computation did not include the anti-dilutive effect of 282,360 shares of Class A Stock granted under share-based compensation arrangements.

**7. Receivable from and payable to brokers, dealers and clearing organizations**

	As of	
	March 31, 2024	December 31, 2023
<i>(Expressed in thousands)</i>		
Receivable from brokers, dealers and clearing organizations consisting of:		
Securities borrowed	\$ 147,647	\$ 158,612
Receivable from brokers	57,579	65,639
Clearing organizations and other	35,074	30,789
Securities failed to deliver	20,171	29,656
Total	<u>\$ 260,471</u>	<u>\$ 284,696</u>
Payable to brokers, dealers and clearing organizations consisting of:		
Securities loaned	\$ 298,002	\$ 284,987
Securities failed to receive	25,573	23,809
Payable to brokers	779	447
Clearing organizations and other <sup>(1)</sup>	173,012	52,647
Total	<u>\$ 497,366</u>	<u>\$ 361,890</u>

(1) The balances are primarily related to trade/settlement date adjustment for positions in inventory.

**8. Fair value measurements**

Securities owned, securities sold but not yet purchased, investments and derivative contracts are carried at fair value with changes in fair value recognized in earnings each period.

**Valuation Techniques**

A description of the valuation techniques applied, and inputs used in measuring the fair value of the Company's financial instruments, is as follows:

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*U.S. Government Obligations*

U.S. Treasury securities are valued using quoted market prices obtained from active market makers and inter-dealer brokers.

*U.S. Agency Obligations*

U.S. agency securities consist of agency issued debt securities and mortgage pass-through securities. Non-callable agency issued debt securities are generally valued using quoted market prices, quoted market prices for comparable securities or discounted cash flow models. Callable agency issued debt securities are valued by benchmarking model-derived prices to quoted market prices and trade data for identical or comparable securities. The fair value of mortgage pass-through securities are model driven with respect to spreads of the comparable to-be-announced ("TBA") security.

*Sovereign Obligations*

The fair value of sovereign obligations is determined based on quoted market prices when available or a valuation model that generally utilizes interest rate yield curves and credit spreads as inputs.

*Corporate Debt and Other Obligations*

The fair value of corporate bonds is estimated using recent transactions, broker quotations and bond spread information.

*Mortgage and Other Asset-Backed Securities*

The Company values non-agency securities collateralized by home equity and various other types of collateral based on external pricing and spread data provided by independent pricing services. When specific external pricing is not observable, the valuation is based on yields and spreads for comparable bonds.

*Municipal Obligations*

The fair value of municipal obligations is estimated using recently executed transactions, broker quotations, and bond spread information.

*Convertible Bonds*

The fair value of convertible bonds is estimated using recently executed transactions and dollar-neutral price quotations, where observable. When observable price quotations are not available, fair value is determined based on cash flow models using yield curves and bond spreads as key inputs.

*Corporate Equities*

Equity securities and options are generally valued based on quoted prices from the exchange or market where traded. To the extent quoted prices are not available, fair values are generally derived using bid/ask spreads.

*Loans*

The fair value of loans is estimated using recently executed transactions and current price quotations, which are usually observable. In rare occurrences when observable pricing information is not available, fair value is generally determined based on cash flow models using discounted cash flow models, competitor comparable data and other valuation metrics.

*Auction Rate Securities ("ARS")*

As of March 31, 2024, the Company owned \$2.7 million of ARS. This represents the amount that the Company holds as a result of ARS buybacks in previous years. The Company has valued the ARS securities owned at the tender offer price and categorized them in Level 3 of the fair value hierarchy due to the illiquid nature of the securities and the period of time since the last tender offer. The fair value of ARS is particularly sensitive to movements in interest rates. However, an increase or decrease in short-term interest rates may or may not result in a higher or lower tender offer in the future or the tender offer price may not provide a reasonable estimate of the fair value of the securities. In such cases, other valuation techniques might be necessary. As of March 31, 2024, the Company had a valuation allowance totaling \$0.2 million relating to ARS owned (which is included as a reduction to securities owned on the condensed consolidated balance sheet).

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*Investments*

In its role as general partner in certain hedge funds and private equity funds, the Company, through its subsidiaries, holds direct investments in such funds. The Company records these investments within other assets and uses the net asset value of the underlying fund as a basis for estimating the fair value of its investment unless another method provides a better indicator of fair value. Changes in the fair value of these investments are reflected within other income in the consolidated financial statements.

The following table provides information about the Company's investments in Company-sponsored funds as of March 31, 2024:

*(Expressed in thousands)*

	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Hedge funds <sup>(1)</sup>	\$ 378	\$ —	Quarterly - Annually	30 - 120 Days
Private equity funds <sup>(2)</sup>	4,527	1,619	N/A	N/A
	<u>\$ 4,905</u>	<u>\$ 1,619</u>		

(1) Includes investments in hedge funds and hedge fund of funds that pursue long/short, event-driven, and activist strategies.

(2) Includes private equity funds and private equity fund of funds with diversified portfolios focusing on but not limited to technology companies, venture capital and global natural resources.

The following table provides information about the Company's investments in Company-sponsored funds as of December 31, 2023:

*(Expressed in thousands)*

	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Hedge funds <sup>(1)</sup>	\$ 446	\$ —	Quarterly - Annually	30 - 120 Days
Private equity funds <sup>(2)</sup>	5,072	2,367	N/A	N/A
	<u>\$ 5,518</u>	<u>\$ 2,367</u>		

(1) Includes investments in hedge funds and hedge fund of funds that pursue long/short, event-driven, and activist strategies.

(2) Includes private equity funds and private equity fund of funds with diversified portfolios focusing on but not limited to technology companies, venture capital and global natural resources.

The Company owns an investment in a financial technologies firm. The Company elected the fair value option for this investment and it is included in other assets on the consolidated balance sheet. The Company determined the fair value of the investment based on an implied market-multiple approach and observable market data, including comparable company transactions. As of March 31, 2024, the fair value of the investment was \$7.2 million and was categorized in Level 2 of the fair value hierarchy.

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**Assets and Liabilities Measured at Fair Value**

The Company's assets and liabilities, recorded at fair value on a recurring basis as of March 31, 2024 and December 31, 2023, have been categorized based upon the above fair value hierarchy as follows:

**Assets and liabilities measured at fair value on a recurring basis as of March 31, 2024:**

	Fair Value Measurements as of March 31, 2024			
	Level 1	Level 2	Level 3	Total
<i>(Expressed in thousands)</i>				
<b>Assets</b>				
Deposits with clearing organizations	\$ 35,225	\$ —	\$ —	\$ 35,225
Securities owned:				
U.S. Treasury securities	927,933	—	—	927,933
U.S. Agency securities	—	8,419	—	8,419
Corporate debt and other obligations	—	11,707	—	11,707
Mortgage and other asset-backed securities	—	2,981	—	2,981
Municipal obligations	—	47,374	—	47,374
Convertible bonds	—	14,393	—	14,393
Corporate equities	28,319	—	—	28,319
Money markets	—	250	—	250
Auction rate securities	—	—	2,713	2,713
Securities owned, at fair value	956,252	85,124	2,713	1,044,089
Investments <sup>(1)</sup>	1,715	16,445	—	18,160
Loans <sup>(1)</sup>	—	2,485	—	2,485
Derivative contracts:				
TBAs	—	185	—	185
Derivative contracts, total	—	185	—	185
<b>Total</b>	<b>\$ 993,192</b>	<b>\$ 104,239</b>	<b>\$ 2,713</b>	<b>\$ 1,100,144</b>
<b>Liabilities</b>				
Securities sold but not yet purchased:				
U.S. Treasury securities	\$ 488,901	\$ —	\$ —	\$ 488,901
U.S. Agency securities	—	1	—	1
Corporate debt and other obligations	—	10,577	—	10,577
Mortgage and other asset-backed securities	—	—	—	—
Convertible bonds	—	11,687	—	11,687
Corporate equities	9,766	—	—	9,766
Securities sold but not yet purchased, at fair value	498,667	22,265	—	520,932
Derivative contracts:				
Futures	1,714	—	—	1,714
TBAs	—	177	—	177
Derivative contracts, total	1,714	177	—	1,891
<b>Total</b>	<b>\$ 500,381</b>	<b>\$ 22,442</b>	<b>\$ —</b>	<b>\$ 522,823</b>

(1) Included in other assets on the consolidated balance sheet.

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*Assets and liabilities measured at fair value on a recurring basis as of December 31, 2023:*

	Fair Value Measurements as of December 31, 2023			
	Level 1	Level 2	Level 3	Total
<i>(Expressed in thousands)</i>				
<b>Assets</b>				
Deposits with clearing organizations	\$ 34,789	\$ —	\$ —	\$ 34,789
Securities owned:				
U.S. Treasury securities	695,346	—	—	695,346
U.S. Agency securities	—	2	—	2
Corporate debt and other obligations	—	5,769	—	5,769
Mortgage and other asset-backed securities	—	6,627	—	6,627
Municipal obligations	—	35,333	—	35,333
Convertible bonds	—	16,735	—	16,735
Corporate equities	27,170	—	—	27,170
Money markets	5,400	217	—	5,617
Auction rate securities	—	—	2,713	2,713
Securities owned, at fair value	727,916	64,683	2,713	795,312
Investments <sup>(1)</sup>	1,872	16,913	—	18,785
Securities purchased under agreements to resell	—	5,842	—	5,842
Derivative contracts:				
Futures	2	—	—	2
TBAs	—	11	—	11
Derivative contracts, total	2	11	—	13
Total	<u>\$ 764,579</u>	<u>\$ 87,449</u>	<u>\$ 2,713</u>	<u>\$ 854,741</u>
<b>Liabilities</b>				
Securities sold but not yet purchased:				
U.S. Treasury securities	\$ 14,603	\$ —	\$ —	\$ 14,603
Corporate debt and other obligations	—	1,508	—	1,508
Mortgage and other asset-backed securities	—	2	—	2
Convertible bonds	—	2,136	—	2,136
Corporate equities	13,427	—	—	13,427
Securities sold but not yet purchased, at fair value	28,030	3,646	—	31,676
Derivative contracts:				
Futures	735	—	—	735
TBAs	—	2	—	2
Derivative contracts, total	735	2	—	737
Total	<u>\$ 28,765</u>	<u>\$ 3,648</u>	<u>\$ —</u>	<u>\$ 32,413</u>

(1) Included in other assets on the consolidated balance sheet.

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The following tables present changes in Level 3 assets and liabilities measured at fair value on a recurring basis for the three and months ended March 31, 2024 and 2023:

*(Expressed in thousands)*

	Level 3 Assets and Liabilities For the Three Months Ended March 31, 2024					
	Beginning Balance	Total Realized and Unrealized Gain	Purchases and Issuances	Sales and Settlements	Transfers In (Out)	Ending Balance
<b>Assets</b>						
Auction rate securities <sup>(1)</sup>	\$ 2,713	\$ —	\$ —	\$ —	\$ —	\$ 2,713

(1) Represents auction rate securities that failed in the auction rate market.

*(Expressed in thousands)*

	Level 3 Assets and Liabilities For the Three Months Ended March 31, 2023					
	Beginning Balance	Total Realized and Unrealized Losses	Purchases and Issuances	Sales and Settlements	Transfers In (Out)	Ending Balance
<b>Assets</b>						
Auction rate securities <sup>(1)</sup>	31,776	—	—	—	—	31,776

(1) Represents auction rate securities that failed in the auction rate market.

***Financial Instruments Not Measured at Fair Value***

The table below presents the carrying value, fair value and fair value hierarchy category of certain financial instruments that are not measured at fair value on the consolidated balance sheets. The table below excludes non-financial assets and liabilities (e.g., furniture, equipment and leasehold improvements and accrued compensation).

The carrying value of financial instruments not measured at fair value categorized in the fair value hierarchy as Level 1 or Level 2 (e.g., cash and receivables from customers) approximates fair value because of the relatively short-term nature of the underlying assets. The fair value of the Company's senior secured notes, categorized in Level 2 of the fair value hierarchy, is based on quoted prices from the market in which the notes trade.

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Assets and liabilities not measured at fair value as of March 31, 2024:

<i>(Expressed in thousands)</i>	Carrying Value	Fair Value Measurement: Assets			
		Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 27,661	\$ 27,661	\$ —	\$ —	\$ 27,661
Deposits with clearing organizations	58,791	58,791	—	—	58,791
Receivable from brokers, dealers and clearing organizations:					
Securities borrowed	147,647	—	147,647	—	147,647
Receivables from brokers	57,579	—	57,579	—	57,579
Securities failed to deliver	20,171	—	20,171	—	20,171
Clearing organizations and other	35,066	—	35,066	—	35,066
	260,463	—	260,463	—	260,463
Receivable from customers	1,179,700	—	1,179,700	—	1,179,700
Notes receivable, net	66,889	—	66,889	—	66,889
Securities purchased under agreements to resell	4,090	—	4,090	—	4,090
Investments <sup>(1)</sup>	97,299	—	97,299	—	97,299

(1) The cash surrender value of Company-owned life insurance policies, which fluctuates based on changes in fair value of the policies' underlying investments, comprises approximately \$95.2 million of this balance. This balance is included within other assets on the consolidated balance sheet.

<i>(Expressed in thousands)</i>	Carrying Value	Fair Value Measurement: Liabilities			
		Level 1	Level 2	Level 3	Total
Drafts payable	\$ 21,459	\$ 21,459	\$ —	\$ —	\$ 21,459
Bank call loans	94,350	—	94,350	—	94,350
Payables to brokers, dealers and clearing organizations:					
Securities loaned	298,002	—	298,002	—	298,002
Payable to brokers	779	—	779	—	779
Securities failed to receive	25,573	—	25,573	—	25,573
Clearing organization and other	171,298	—	171,298	—	171,298
	495,652	—	495,652	—	495,652
Payables to customers	447,627	—	447,627	—	447,627
Securities sold under agreements to repurchase	286,455	—	286,455	—	286,455
Senior secured notes	113,050	—	111,617	—	111,617



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**Assets and liabilities not measured at fair value as of December 31, 2023:**

<i>(Expressed in thousands)</i>	Carrying Value	Fair Value Measurement: Assets			
		Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 28,835	\$ 28,835	\$ —	\$ —	\$ 28,835
Deposits with clearing organization	43,917	43,917	—	—	43,917
Receivable from brokers, dealers and clearing organizations:					
Securities borrowed	158,612	—	158,612	—	158,612
Receivables from brokers	65,639	—	65,639	—	65,639
Securities failed to deliver	29,656	—	29,656	—	29,656
Clearing organizations	30,780	—	30,780	—	30,780
	284,687	—	284,687	—	284,687
Receivable from customers	1,059,892	—	1,059,892	—	1,059,892
Notes receivable, net	62,640	—	62,640	—	62,640
Investments <sup>(1)</sup>	90,999	—	90,999	—	90,999

(1) The cash surrender value of Company-owned life insurance policies, which fluctuates based on changes in fair value of the policies' underlying investments, comprises approximately \$89 million of this balance. This balance is included within other assets on the consolidated balance sheet.

<i>(Expressed in thousands)</i>	Carrying Value	Fair Value Measurement: Liabilities			
		Level 1	Level 2	Level 3	Total
Drafts payable	\$ 9,002	\$ 9,002	\$ —	\$ —	\$ 9,002
Payables to brokers, dealers and clearing organizations:					
Securities loaned	284,987	—	284,987	—	284,987
Payable to brokers	447	—	447	—	447
Securities failed to receive	23,809	—	23,809	—	23,809
Other	51,912	—	51,912	—	51,912
	361,155	—	361,155	—	361,155
Payables to customers	369,287	—	369,287	—	369,287
Securities sold under agreements to repurchase	640,382	—	640,382	—	640,382
Senior secured notes	113,050	—	109,838	—	109,838

**Derivative Instruments and Hedging Activities**

The Company transacts, on a limited basis, in exchange traded and over-the-counter derivatives for both asset and liability management as well as for trading and investment purposes. Risks managed using derivative instruments include interest rate risk and, to a lesser extent, foreign exchange risk. All derivative instruments are measured at fair value and are recognized as either assets or liabilities on the consolidated balance sheet.

*Foreign exchange hedges*

From time to time, the Company also utilizes forward and options contracts to hedge the foreign currency risk associated with compensation obligations to Oppenheimer Israel (OPCO) Ltd. employees denominated in New Israeli Shekel ("NIS"). Such hedges have not been designated as accounting hedges. Unrealized gains and losses on foreign exchange forward contracts are recorded in other assets or other liabilities on the consolidated balance sheet and other income in the consolidated income statement.

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*Derivatives used for trading and investment purposes*

Futures contracts represent commitments to purchase or sell securities or other commodities at a future date and at a specified price. Market risk exists with respect to these instruments. Notional or contractual amounts are used to express the volume of these transactions and do not represent the amounts potentially subject to market risk. The Company uses futures contracts, including U.S. Treasury notes, Federal Funds, General Collateral futures and Eurodollar contracts primarily as an economic hedge of interest rate risk associated with government trading activities. Unrealized gains and losses on futures contracts are recorded on the consolidated balance sheet in payable to brokers, dealers and clearing organizations and in the consolidated income statement as principal transactions revenue, net.

*To-be-announced securities*

The Company also transacts in pass-through mortgage-backed securities eligible to be sold in the TBA market as economic hedges against mortgage-backed securities that it owns or has sold but not yet purchased. TBAs provide for the forward or delayed delivery of the underlying instrument with settlement up to 180 days. The contractual or notional amounts related to these financial instruments reflect the volume of activity and do not reflect the amounts at risk. Net unrealized gains and losses on TBAs are recorded on the consolidated balance sheet in receivable from brokers, dealers and clearing organizations or payable to brokers, dealers and clearing organizations and in the consolidated income statement as principal transactions revenue, net.

The notional amounts and fair values of the Company's derivatives as of March 31, 2024 and December 31, 2023 by product were as follows:

		Fair Value of Derivative Instruments as of March 31, 2024	
		Description	Notional
<i>(Expressed in thousands)</i>			
<b>Assets:</b>			
Derivatives not designated as hedging instruments <sup>(1)</sup>			
Other contracts	TBAs	\$ 26,000	\$ 185
		\$ 26,000	\$ 185
<b>Liabilities:</b>			
Derivatives not designated as hedging instruments <sup>(1)</sup>			
Commodity contracts	Futures	\$ 9,580,000	\$ 1,714
Other contracts	TBAs	26,000	177
		\$ 9,606,000	\$ 1,891

- (1) See "Derivative Instruments and Hedging Activities" above for a description of derivative financial instruments. Such derivative instruments are not subject to master netting agreements, thus the related amounts are not offset.

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*(Expressed in thousands)*

Fair Value of Derivative Instruments as of December 31, 2023			
	Description	Notional	Fair Value
<b>Assets:</b>			
Derivatives not designated as hedging instruments <sup>(1)</sup>			
Other contracts	TBAs	\$ 3,700	\$ 11
	Futures	5,000	2
		<u>\$ 8,700</u>	<u>\$ 13</u>
<b>Liabilities:</b>			
Derivatives not designated as hedging instruments <sup>(1)</sup>			
Commodity contracts	Futures	\$ 6,875,000	\$ 735
Other contracts	TBAs	3,700	2
		<u>\$ 6,878,700</u>	<u>\$ 737</u>

(1) See "Derivative Instruments and Hedging Activities" above for a description of derivative financial instruments. Such derivative instruments are not subject to master netting agreements, thus the related amounts are not offset.

The following table presents the location and fair value amounts of the Company's derivative instruments and their effect in the consolidated income statements for the three months ended March 31, 2024 and 2023:

*(Expressed in thousands)*

The Effect of Derivative Instruments in the Income Statement For the Three Months Ended March 31, 2024			
Types	Description	Recognized in Income on Derivatives (pre-tax)	
		Location	Net Gain
Commodity contracts	Futures	Principal transactions revenue, net	\$ 3,252
Other contracts	TBAs	Principal transactions revenue, net	1
			<u>\$ 3,253</u>
<i>(Expressed in thousands)</i>			
The Effect of Derivative Instruments in the Income Statement For the Three Months Ended March 31, 2023			
Types	Description	Recognized in Income on Derivatives (pre-tax)	
		Location	Net Gain
Commodity contracts	Futures	Principal transactions revenue, net	\$ 210
Other contracts	Foreign exchange forward contracts	Other revenue	(1)
Other contracts	TBAs	Principal transactions revenue, net	2
			<u>\$ 211</u>

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**9. Collateralized transactions**

The Company enters into collateralized borrowing and lending transactions in order to meet customers' needs and earn interest rate spreads, obtain securities for settlement and finance trading inventory positions. Under these transactions, the Company either receives or provides collateral, including U.S. Government and Agency, asset-backed, corporate debt, equity, and non-U.S. Government and Agency securities.

The Company obtains short-term borrowings primarily through bank call loans. Bank call loans are generally payable on demand and bear interest at various rates. As of March 31, 2024, the outstanding balance of bank call loans was \$94.4 million (zero as of December 31, 2023). As of March 31, 2024, such loans with commercial banks were collateralized by the Company's securities and customer securities with market values of approximately \$24.7 million and \$82.3 million, respectively.

As of March 31, 2024, the Company had approximately \$1.7 billion of customer securities under customer margin loans that are available to be pledged, of which the Company has re-pledged approximately \$229.0 million under securities loan agreements.

As of March 31, 2024, the Company had pledged \$32.0 million of customer securities directly with the Options Clearing Corporation to secure obligations and margin requirements under option contracts written by customers.

As of March 31, 2024, the Company had no outstanding letters of credit.

The Company enters into reverse repurchase agreements, repurchase agreements, securities borrowed and securities loaned transactions to, among other things, acquire securities to cover short positions and settle other securities obligations, to accommodate customers' needs and to finance the Company's inventory positions. Except as described below, repurchase and reverse repurchase agreements, principally involving U.S. Government and Agency securities, are carried at amounts at which the securities subsequently will be resold or reacquired as specified in the respective agreements and include accrued interest.

Repurchase agreements and reverse repurchase agreements are presented on a net-by-counterparty basis, when the repurchase agreements and reverse repurchase agreements are executed with the same counterparty, have the same explicit settlement date, are executed in accordance with a master netting arrangement, the securities underlying the repurchase agreements and reverse repurchase agreements exist in "book entry" form and certain other requirements are met.

The following table presents a disaggregation of the gross obligation by the class of collateral pledged and the remaining contractual maturity of the repurchase agreements and securities loaned transactions as of March 31, 2024:

<i>(Expressed in thousands)</i>		Overnight and Open
Repurchase agreements:		
U.S. Government	\$	861,136
Securities loaned:		
Equity securities		298,002
Gross amount of recognized liabilities for repurchase agreements and securities loaned		\$ 1,159,138

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The following tables present the gross amounts and the offsetting amounts of reverse repurchase agreements, repurchase agreements, securities borrowed and securities loaned transactions as of March 31, 2024 and December 31, 2023:

As of March 31, 2024						
<i>(Expressed in thousands)</i>	Gross Amounts of Recognized Assets	Gross Amounts Offset on the Balance Sheet	Net Amounts of Assets Presented on the Balance Sheet	Gross Amounts Not Offset on the Balance Sheet		
				Financial Instruments	Cash Collateral Received	Net Amount
Reverse repurchase agreements	\$ 578,771	\$ (574,681)	\$ 4,090	\$ (4,087)	\$ —	\$ 3
Securities borrowed <sup>(1)</sup>	147,647	—	147,647	(145,043)	—	2,604
<b>Total</b>	<b>\$ 726,418</b>	<b>\$ (574,681)</b>	<b>\$ 151,737</b>	<b>\$ (149,130)</b>	<b>\$ —</b>	<b>\$ 2,607</b>

(1) Included in receivable from brokers, dealers and clearing organizations on the consolidated balance sheet.

As of March 31, 2024						
<i>(Expressed in thousands)</i>	Gross Amounts of Recognized Liabilities	Gross Amounts Offset on the Balance Sheet	Net Amounts of Liabilities Presented on the Balance Sheet	Gross Amounts Not Offset on the Balance Sheet		
				Financial Instruments	Cash Collateral Pledged	Net Amount
Repurchase agreements	\$ 861,136	\$ (574,681)	\$ 286,455	\$ (286,455)	\$ —	\$ —
Securities loaned <sup>(2)</sup>	298,002	—	298,002	(287,288)	—	10,714
<b>Total</b>	<b>\$ 1,159,138</b>	<b>\$ (574,681)</b>	<b>\$ 584,457</b>	<b>\$ (573,743)</b>	<b>\$ —</b>	<b>\$ 10,714</b>

(2) Included in payable to brokers, dealers and clearing organizations on the consolidated balance sheet.

As of December 31, 2023						
<i>(Expressed in thousands)</i>	Gross Amounts of Recognized Assets	Gross Amounts Offset on the Balance Sheet	Net Amounts of Assets Presented on the Balance Sheet	Gross Amounts Not Offset on the Balance Sheet		
				Financial Instruments	Cash Collateral Received	Net Amount
Reverse repurchase agreements	\$ 8,870	\$ (3,028)	\$ 5,842	\$ —	\$ —	\$ 5,842
Securities borrowed <sup>(1)</sup>	158,612	—	158,612	(149,946)	—	8,666
<b>Total</b>	<b>\$ 167,482</b>	<b>\$ (3,028)</b>	<b>\$ 164,454</b>	<b>\$ (149,946)</b>	<b>\$ —</b>	<b>\$ 14,508</b>

(1) Included in receivable from brokers, dealers and clearing organizations on the condensed consolidated balance sheet.

As of December 31, 2023						
<i>(Expressed in thousands)</i>	Gross Amounts of Recognized Liabilities	Gross Amounts Offset on the Balance Sheet	Net Amounts of Liabilities Presented on the Balance Sheet	Gross Amounts Not Offset on the Balance Sheet		
				Financial Instruments	Cash Collateral Pledged	Net Amount
Repurchase agreements	\$ 643,410	\$ (3,028)	\$ 640,382	\$ (632,521)	\$ —	\$ 7,861
Securities loaned <sup>(2)</sup>	284,987	—	284,987	(276,688)	—	8,299
<b>Total</b>	<b>\$ 928,397</b>	<b>\$ (3,028)</b>	<b>\$ 925,369</b>	<b>\$ (909,209)</b>	<b>\$ —</b>	<b>\$ 16,160</b>

(2) Included in payable to brokers, dealers and clearing organizations on the consolidated balance sheet.

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The Company receives collateral in connection with securities borrowed and reverse repurchase agreement transactions and customer margin loans. Under many agreements, the Company is permitted to sell or re-pledge the securities received (e.g., use the securities to enter into securities lending transactions, or deliver to counterparties to cover short positions). As of March 31, 2024, the fair value of securities received as collateral under securities borrowed transactions and reverse repurchase agreements was \$142.5 million (\$151.9 million as of December 31, 2023) and \$578.4 million (\$8.8 million as of December 31, 2023), respectively, of which the Company has sold and re-pledged approximately \$56.7 million (\$61.5 million as of December 31, 2023) under securities loaned transactions and \$578.4 million under repurchase agreements (\$8.8 million as of December 31, 2023).

The Company pledges certain of its securities owned for securities lending and repurchase agreements and to collateralize bank call loan transactions. The carrying value of pledged securities owned that can be sold or re-pledged by the counterparty was \$917.8 million, as presented on the face of the consolidated balance sheet as of March 31, 2024 (\$689.4 million as of December 31, 2023).

The Company manages credit exposure arising from repurchase and reverse repurchase agreements by, in appropriate circumstances, entering into master netting agreements and collateral arrangements with counterparties that provide the Company, in the event of a customer default, the right to liquidate securities and the right to offset a counterparty's rights and obligations. The Company manages market risk of repurchase agreements and securities loaned by monitoring the market value of collateral held and the market value of securities receivable from others. It is the Company's policy to request and obtain additional collateral when exposure to loss exists. In the event the counterparty is unable to meet its contractual obligation to return the securities, the Company may be exposed to off-balance sheet risk of acquiring securities at prevailing market prices.

#### **Credit Concentrations**

Credit concentrations may arise from trading, investing, underwriting and financing activities and may be impacted by changes in economic, industry or political factors. In the normal course of business, the Company may be exposed to credit risk in the event customers, counterparties including other brokers and dealers, issuers, banks, depositories or clearing organizations are unable to fulfill their contractual obligations. The Company seeks to mitigate these risks by actively monitoring exposures and obtaining collateral as deemed appropriate. Included in receivable from brokers, dealers and clearing organizations as of March 31, 2024 were receivables from three major U.S. broker-dealers totaling approximately \$97.9 million.

The Company is obligated to settle transactions with brokers and other financial institutions even if its clients fail to meet their obligations to the Company. Clients are required to complete their transactions on the settlement date, generally one to two business days after the trade date. If clients do not fulfill their contractual obligations, the Company may incur losses. The Company has clearing/participating arrangements with the National Securities Clearing Corporation, the Fixed Income Clearing Corporation ("FICC"), the Mortgage-Backed Securities Division (a division of FICC), and others. With respect to its business in reverse repurchase and repurchase agreements, substantially all open contracts as of March 31, 2024 are with the FICC. In addition, the Company clears its non-U.S. international equities business carried on by Oppenheimer Europe Ltd. through Global Prime Partners, Ltd, a global clearing financial institution located in the United Kingdom. The clearing organizations have the right to charge the Company for losses that result from a client's failure to fulfill its contractual obligations. Accordingly, the Company has credit exposures with these clearing brokers. The clearing brokers can re-hypothecate the securities held on behalf of the Company. As the right to charge the Company has no maximum amount and applies to all trades executed through the clearing brokers, the Company believes there is no maximum amount assignable to this right. As of March 31, 2024, the Company had recorded no liabilities with regard to this right. The Company's policy is to monitor the credit standing of the clearing brokers and banks with which it conducts business.

#### **10. Variable interest entities ("VIEs")**

The Company's policy is to consolidate all subsidiaries in which it has a controlling financial interest, as well as any VIEs where the Company is deemed to be the primary beneficiary, when it has the power to make the decisions that most significantly affect the economic performance of the VIE and has the obligation to absorb significant losses or the right to receive benefits that could potentially be significant to the VIE.

The Company serves as general partner of hedge funds and private equity funds that were established for the purpose of providing alternative investments to both its institutional and qualified retail clients. The Company's investment in and

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additional capital commitments to these hedge funds and private equity funds are considered variable interests. The Company's additional capital commitments are subject to call at a later date and are limited to the amount committed.

The Company assesses whether it is the primary beneficiary of the hedge funds and private equity funds in which it holds a variable interest in the form of general and limited partner interests. In each instance, the Company has determined that it is not the primary beneficiary and therefore need not consolidate the hedge funds or private equity funds. The subsidiaries' general and limited partnership interests and additional capital commitments represent its maximum exposure to loss. The subsidiaries' general partnership and limited partnership interests is included in other assets on the condensed consolidated balance sheet.

In addition, the Company serves as general partner of Oppenheimer Acquisition LLC I and Oppenheimer Acquisition LLC II (the "Sponsors"). They are sponsors of two special purpose acquisition companies, OHAA and Oppenheimer Acquisition Corp. II (the "SPACs"). Both the Sponsors and the SPACs have been or are in the process of liquidating and dissolving, as indicated above, OHAA was dissolved in March of 2024.. Until the liquidations and dissolutions are complete, the Sponsors and the SPACs will remain consolidated VIEs as the Company is the primary beneficiary. See note 2 for further details.

The following table sets forth the total assets and liabilities of VIEs consolidated on our condensed consolidated balance sheet:

<i>(Expressed in thousands)</i>	As of March 31,	
	2024	2023
<b>Asset</b>		
Cash and cash equivalents	\$ 11	\$ 5,810
Restricted Cash	—	25,581
Other Assets	—	730
<b>Total Assets</b>	<b>\$ 11</b>	<b>\$ 32,121</b>
<b>Liabilities</b>		
Other Liabilities	171	859
<b>Total Liabilities</b>	<b>\$ 171</b>	<b>\$ 859</b>

**11. Long-term debt**

<i>(Expressed in thousands)</i>			
Issued	Maturity Date	March 31, 2024	December 31, 2023
5.50% Senior Secured Notes	10/1/2025	\$ 113,050	\$ 113,050
Unamortized Debt Issuance Cost		(337)	(392)
		<b>\$ 112,713</b>	<b>\$ 112,658</b>

**5.50% Senior Secured Notes due 2025 (the "Notes")**

On September 22, 2020, in a private offering, the Company issued \$125.0 million aggregate principal amount of 5.50% Senior Secured Notes due 2025 (the "Unregistered Notes") under an indenture at an issue price of 100% of the principal amount. Interest on the Unregistered Notes is payable semi-annually on April 1st and October 1st. The Company used the net proceeds from the offering of the Unregistered Notes, along with cash on hand, to redeem in full our 6.75% Senior Secured Notes due July 1, 2022 (the "Old Notes") in the principal amount of \$150.0 million (the Company held \$1.4 million in treasury for a net outstanding amount of \$148.6 million), and pay all related fees and expenses in relation thereto.

On November 23, 2020, we completed an exchange offer in which we exchanged 99.8% of the Unregistered Notes for a like principal amount of Notes with identical terms, except that such new notes have been registered under the Securities Act of 1933, as amended (the "Securities Act"). We did not receive any proceeds in the exchange offer. The Notes will mature on October 1, 2025 and bear interest at a rate of 5.50% per annum, payable semiannually on April 1st and October 1st, respectively, of each year.

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The Parent used the net proceeds from the offering of the Notes, along with cash on hand, to redeem in full its Old Notes, in the principal amount of \$150.0 million (the Parent held \$1.4 million in treasury for a net outstanding amount of \$148.6 million), and pay all related fees and expenses in relation thereto. The cost to issue the Notes was \$3.1 million, of which \$1.9 million was paid to its subsidiary, (Oppenheimer & Co Inc., who served as the initial purchaser of the offering), and was eliminated in consolidation. The remaining \$1.2 million was capitalized and is amortized over the term of the Notes.

The Company has repurchased and may continue to seek to repurchase its Notes from time to time through, as applicable, tender offers, open market purchases, privately negotiated transactions or otherwise. Such repurchases, if any, will depend on a number of factors, including, but not limited to, the Company's priorities for the use of cash, price, market and economic conditions, its liquidity requirements, and legal and contractual restrictions. During the first quarter of 2023, the Company repurchased and cancelled \$1.0 million aggregate principal amount of its Notes in the open market. As of March 31, 2024, \$113.05 million aggregate principal amount of the Notes remain outstanding. The Company may redeem the notes, in whole or in part, at their par amount plus accrued and unpaid interest on or after July 1, 2024.

The indenture governing the Notes contains covenants which place restrictions on the incurrence of indebtedness, the payment of dividends, the repurchase of equity, the sale of assets, the issuance of guarantees, mergers and acquisitions and the granting of liens. These covenants are subject to a number of important exceptions and qualifications. These exceptions and qualifications include, among other things, a variety of provisions that are intended to allow the Company to continue to conduct its brokerage operations in the ordinary course of business. In addition, certain of the covenants will be suspended upon the Parent attaining an investment grade debt rating for the Notes from both S&P Global Ratings and Moody's Investors Service, Inc.

Pursuant to the Indenture, the following covenants apply to the Parent and its restricted subsidiaries, but generally do not apply, or apply only in part, to its Regulated Subsidiaries (as defined):

- limitation on indebtedness and issuances of preferred stock, which restricts the Parent's ability to incur additional indebtedness or to issue preferred stock;
- limitation on restricted payments, which generally restricts the Parent's ability to declare certain dividends or distributions, repurchase its capital stock or to make certain investments;
- limitation on dividends and other payment restrictions affecting restricted subsidiaries or Regulated Subsidiaries, which generally limits the ability of certain of the Parent's subsidiaries to pay dividends or make other transfers;
- limitation on future Subsidiary Guarantors (as hereinafter defined), which prohibits certain of the Parent's subsidiaries from guaranteeing its indebtedness or indebtedness of any restricted subsidiary unless the Notes are comparably guaranteed;
- limitation on transactions with shareholders and affiliates, which generally requires transactions among the Parent's affiliated entities to be conducted on an arm's-length basis;
- limitation on liens, which generally prohibits the Parent and its restricted subsidiaries from granting liens unless the Notes are comparably secured; and
- limitation on asset sales, which generally prohibits the Parent and certain of its subsidiaries from selling assets or certain securities or property of significant subsidiaries.

The indenture also provides for events of default which, if any of them occurs, would permit or require the principal of and accrued interest on the Notes to become or to be declared due and payable. As of March 31, 2024, the Parent was in compliance with all of its covenants.

The Notes are jointly and severally and fully and unconditionally guaranteed on a senior secured basis by the Subsidiary Guarantors and future subsidiaries are required to guarantee the Notes pursuant to the indenture. The Notes are secured by a first-priority security interest in substantially all of the Parent's and the Subsidiary Guarantors' existing and future tangible and intangible assets, subject to certain exceptions and permitted liens.

Interest expense on the Notes for the three months ended March 31, 2024 was \$1.6 million. Interest expense on the Notes for the three months ended March 31, 2023 was \$1.6 million.



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## 12. Income taxes

The effective income tax rate for the three months ended March 31, 2024 was 31.3%, compared with 24.1% for the three months ended March 31, 2023 and reflects the Company's annual estimate of the statutory federal and state tax rates adjusted for certain discrete items. The effective tax rate for the first quarter of 2024 was impacted by permanent items and losses in non-U.S. businesses.

## 13. Stockholders' Equity

The Company's authorized shares consist of (a) 50,000,000 shares of Preferred Stock, par value \$0.001 per share; (b) 50,000,000 shares of Class A Stock, par value \$0.001 per share; and (c) 99,665 shares of Class B Stock, par value \$0.001 per share. No Preferred Stock has been issued. 99,665 shares of Class B Stock have been issued and are outstanding.

The Class A Stock and the Class B Stock are equal in all respects except that the Class A Stock is non-voting.

The following table reflects changes in the number of shares of Class A Stock outstanding for the periods indicated:

	For the Three Months Ended March 31,	
	2024	2023
Class A Stock outstanding, beginning of period	10,186,783	10,868,556
Issued pursuant to share-based compensation plans	275,137	202,222
Repurchased and cancelled	(214,723)	(95,055)
Class A Stock outstanding, end of period	10,247,197	10,975,723

### *Stock buy-back*

On May 31, 2023, the Company announced the commencement of a modified "Dutch Auction" tender offer to purchase up to \$30.0 million of its Class A Stock at a price not less than \$34.00 per share or more than \$40.00 per share. The Company completed its repurchases pursuant to the tender offer on July 6, 2023, when it successfully repurchased and cancelled 437,183 shares of Class A Stock at \$40.00 per share for an aggregate purchase price of \$17.49 million. As a result, the Company had 10,447,392 shares outstanding on July 6, 2023 after the purchase.

During the year ended December 31, 2023, the Company purchased and canceled an aggregate of 463,335 shares of Class A Stock for a total consideration of \$17.6 million (\$38.07 per share) under its share repurchase program. As of December 31, 2023, 223,699 shares remained available to be purchased under its share repurchase program.

On March 1, 2024, the Company's Board of Directors approved a share repurchase program that authorizes the Company to purchase up to 518,000 shares of the Company's Class A Stock, representing approximately 5.0% of its 10,357,376 then issued and outstanding shares of Class A Stock. This authorization supplemented the 120,155 shares that remained authorized and available under the Company's previous share repurchase program for a total of 638,155 shares authorized.

During the three months ended March 31, 2024, the Company purchased and canceled an aggregate of 214,723 shares of Class A Stock for a total consideration of \$8.4 million (\$39.05 per share) under its share repurchase program. During the three months ended March 31, 2023, the Company purchased and canceled an aggregate of 95,055 shares of Class A Stock for a total consideration of \$3.7 million (\$38.79 per share) under this program. As of March 31, 2024, 526,976 shares remained available to be purchased under the share repurchase program.

Share purchases will be made by the Company from time to time in the open market at the prevailing open market price using cash on hand, in compliance with the applicable rules and regulations of the New York Stock Exchange and federal and state securities laws and the terms of the Company's Notes. All shares purchased will be canceled. The share repurchase program is expected to continue indefinitely. The timing and amounts of any purchases will be based on market conditions and other factors including price, regulatory requirements and capital availability. The share repurchase program does not obligate the

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Company to repurchase any dollar amount or number of shares of Class A Stock. Depending on market conditions and other factors, these repurchases may be commenced or suspended from time to time without prior notice.

#### 14. Contingencies

Many aspects of the Company's business involve substantial risks of liability. In the normal course of business, the Company has been named as defendant or co-defendant in various legal actions, including arbitrations, class actions and other litigation, creating substantial exposure and periodic expenses. Certain of the actual or threatened legal matters include claims for substantial compensatory and/or punitive damages or claims for indeterminate amounts of damages. These proceedings arise primarily from securities brokerage, asset management and investment banking activities. The Company is also involved, from time to time, in other reviews, investigations and proceedings (both formal and informal) by governmental and self-regulatory agencies regarding the Company's business, which may result in expenses, adverse judgments, settlements, fines, penalties, injunctions or other relief. The investigations include inquiries from the SEC, the Financial Industry Regulatory Authority ("FINRA") and other regulators.

The Company accrues for estimated loss contingencies related to legal and regulatory matters within Other Expenses in the consolidated income statement when available information indicates that it is probable a liability had been incurred and the Company can reasonably estimate the amount of that loss. In many proceedings, however, it is inherently difficult to determine whether any loss is probable or even possible or to estimate the amount of any loss. In addition, even where a loss is possible or an exposure to loss exists in excess of the liability already accrued with respect to a previously recognized loss contingency, it is often not possible to reasonably estimate the size of the possible loss or range of loss or possible additional losses or range of additional losses.

For certain legal and regulatory proceedings, the Company cannot reasonably estimate such losses, particularly for proceedings that are in their early stages of development or where plaintiffs seek substantial, indeterminate or special damages. Counsel may be required to review, analyze and resolve numerous issues, including through potentially lengthy discovery and determination of important factual matters, and by addressing novel or unsettled legal questions relevant to the proceedings in question, before the Company can reasonably estimate a loss or range of loss or additional loss for the proceeding. Even after lengthy review and analysis, the Company, in many legal and regulatory proceedings, may not be able to reasonably estimate possible losses or range of losses.

For certain other legal and regulatory proceedings, the Company can estimate possible losses, or range of loss in excess of amounts accrued, but does not believe, based on current knowledge and after consultation with counsel, that such losses individually, or in the aggregate, will have a material adverse effect on the Company's consolidated financial statements as a whole.

For legal and regulatory proceedings where there is at least a reasonable possibility that a loss or an additional loss may be incurred, the Company estimates a range of aggregate loss in excess of amounts accrued of up to \$23 million. This estimated aggregate range is based upon currently available information for those legal proceedings in which the Company is involved, where the Company can make an estimate for such losses. For certain cases, the Company does not believe that it can make an estimate. The foregoing aggregate estimate is based on various factors, including the varying stages of the proceedings (including the fact that some are currently in preliminary stages), the numerous yet-unresolved issues in many of the proceedings and the attendant uncertainty of the various potential outcomes of such proceedings. Accordingly, the Company's estimate will change from time to time, and actual losses may be more than the current estimate.

On November 18, 2022, Oppenheimer received an information request from the SEC requesting information related to the use of text messaging and similar forms of electronic communications by employees of Oppenheimer and whether those communications were properly retained by Oppenheimer as part of its records preservation requirements relating to the broker-dealer business activities of Oppenheimer. Subsequently, Oppenheimer received a similar information request from the Commodity Futures Trading Commission ("CFTC"). On January 4, 2024, Oppenheimer submitted an Offer of Settlement to the SEC. On February 9, 2024, the SEC issued an order (the "Order") pursuant to which Oppenheimer agreed to pay a fine in the amount of \$12 million and agree to certain undertakings. In addition to the Order, Oppenheimer received a waiver of certain statutory disqualifications from the SEC. On February 7, 2024, Oppenheimer submitted an Offer of Settlement to the CFTC. On

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March 19, 2024, the CFTC issued an order pursuant to which Oppenheimer agreed to pay a fine of \$1 million and agree to certain undertakings.

Beginning on or about August 31, 2021, Oppenheimer was named as a respondent in forty-eight arbitrations, many containing multiple claimants, each filed before FINRA, relating to those claimants' purported investment in Horizon Private Equity, III, LLC ("Horizon"). Horizon is alleged to be a fraudulent scheme involving, among others, a former Oppenheimer employee John Woods. John Woods left Oppenheimer's employ in 2016 and Oppenheimer never received a complaint or question from any of the investors prior to the SEC bringing a complaint against Woods and his co-conspirators in 2021. Each investor who was an Oppenheimer client, signed a document acknowledging that Horizon was not an approved Oppenheimer product. Over a protracted period of time, Woods made multiple false statements to Oppenheimer, to regulators and to a state court. The claimants are seeking damages based on a number of legal theories, including, without limitation, violations of various state and federal statutes, breach of fiduciary duty, procurement of breach of fiduciary duty, negligent misrepresentation, aiding and abetting fraud, and unjust enrichment. Claimants do not allege Oppenheimer received any of the funds invested in Horizon, but rather that Oppenheimer's purported failure to properly supervise its employees allowed the alleged scheme to occur and continue.

Oppenheimer has settled, or settled in principle or an award has been rendered in forty-five of the Horizon-related arbitrations, with approximately one hundred fifty-five individual complainants. The aggregate payments for those forty-five arbitrations total approximately \$92.0 million. The three arbitrations still pending claim specific monetary damages and allege losses of approximately \$4.0 million in the aggregate.

On June 16, 2023, Oppenheimer was served with a complaint in an action entitled John and Cynthia Kearney, John & Tera Sargent, Mike Hall, Individually and as Assignee of 6694 Dawson Blvd, LLC, Thomas and Beverly Crampton, Roy and Shirley Hill, Billy and Debra Lanter, Larry Lawson, Eugene Lyle, Scott Spence, and Dolores Willoughby v. Oppenheimer & Co. Inc., Anne Greene and Gordon Morse, filed in Georgia State Court, Fulton County. Plaintiffs allege that they were all investors in Horizon. However, all of the plaintiffs allege that they invested in Horizon after John Woods left Oppenheimer's employ in 2016 and virtually all of the plaintiffs were not Oppenheimer customers. Plaintiffs further allege that Oppenheimer, through its inaction and/or misconduct, is responsible for their alleged losses and are seeking unspecified damages alleging in violations of the Georgia RICO statute and negligence per se. The case was subsequently transferred to the Metro Atlanta Business Case Division. On September 5, 2023, Oppenheimer filed a motion to dismiss the complaint. On April 17, 2024 the court issued an order granting plaintiffs John and Tera Sargent's voluntary dismissal of their claims without prejudice. On April 22, 2024, the court granted Oppenheimer's motion to dismiss and terminated the case.

Also, on July 17, 2023, Oppenheimer was served with a complaint in an action entitled *Mark Del Pico, Elizabeth Del Pico et al v. Oppenheimer & Co. Inc., and Michael Mooney*, filed in Florida State Court, Sarasota County. Plaintiffs allege that they were all investors in Horizon; however, none of the plaintiffs were Oppenheimer customers. All of the plaintiffs allege that they invested in Horizon years after John Woods left Oppenheimer's employ in 2016. Plaintiffs further allege that Oppenheimer, through its inaction and/or misconduct, is responsible for their alleged losses and are seeking unspecified damages from Oppenheimer alleging in negligence per se, aiding and abetting breach of fiduciary duty, and aiding and abetting fraud. On August 28, 2023, Oppenheimer filed a motion to dismiss the complaint. Rather than respond to Oppenheimer's motion to dismiss, on January 12, 2024, plaintiffs filed an amended complaint that includes an additional claim of fraud against Oppenheimer. On February 2, 2024 Oppenheimer filed a motion to dismiss the amended complaint. Rather than respond to Oppenheimer's motion to dismiss the amended complaint, Plaintiffs voluntarily dismissed their amended complaint without prejudice on April 12, 2024.

Finally, on August 25, 2023, Oppenheimer was served with a complaint in an action entitled *Lisa Wright, Billy Ray Boaz, et al v. Oppenheimer & Co. Inc., Ann Greene and Gordon Morse*, filed in Georgia State Court, Fulton County. Plaintiffs allege that they were all investors in Horizon. However, all of the plaintiffs allege that they invested in Horizon after John Woods left Oppenheimer's employ in 2016 and virtually all of the plaintiffs were not Oppenheimer customers. Plaintiffs further allege that Oppenheimer, through its inaction and/or misconduct, is responsible for their alleged losses and are seeking unspecified damages alleging in violations of the Georgia RICO statute and negligence per se. On September 15, 2023, Oppenheimer filed a motion to transfer the case to the Metro Atlanta Business Case Division, which motion was granted. On October 31, 2023, Oppenheimer filed a motion to dismiss the complaint. On April 22, 2024 the court granted Oppenheimer's motion to dismiss and terminated the case.

On June 30, 2022, the Oppenheimer received a "Wells Notice" from the SEC requesting that Oppenheimer make a written submission to the SEC to explain why Oppenheimer should not be charged with violations of Section 15c2-12 of the Securities

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Exchange Act of 1934, as amended (the "Exchange Act"), and Rule 15c2-12 thereunder as well as Municipal Securities Rulemaking Board Rules G-17 and G-27 in relation to its sales of municipal notes pursuant to an exemption from continuing disclosure contained in Rule 15c2-12. On September 13, 2022, the SEC filed a complaint against Oppenheimer in the United States District Court for the Southern District of New York (the "Court") alleging that Oppenheimer violated Section 15B(c)(1) of the Exchange Act and Rule 15c2-12 thereunder as well as Municipal Securities Rulemaking Board Rules G-17 and G-27 for not having fully complied with the exemption from the continuing disclosure obligations under Rule 15c2-12. The SEC asked the Court to enter an order enjoining Oppenheimer from violating the above-referenced rules and requiring it to disgorge approximately \$1.9 million plus interest and pay a civil penalty. On January 30, 2024, Oppenheimer and the SEC reached an agreement in principle to settle the litigation pursuant to which Oppenheimer would pay a civil penalty of \$1.2 million. The settlement is subject to Oppenheimer obtaining a waiver of certain statutory disqualifications.

## 15. Regulatory requirements

The Company's U.S. broker dealer subsidiaries, Oppenheimer and Freedom are subject to the uniform net capital requirements of the SEC under Rule 15c3-1 (the "Rule") promulgated under the Exchange Act. Oppenheimer computes its net capital requirements under the alternative method provided for in the Rule which requires that Oppenheimer maintain net capital equal to two percent of aggregate customer-related debit items, as defined in SEC Rule 15c3-3. As of March 31, 2024, the net capital of Oppenheimer as calculated under the Rule was \$431.4 million or 45.96% of Oppenheimer's aggregate debit items. This was \$412.6 million in excess of the minimum required net capital at that date. Freedom computes its net capital requirement under the basic method provided for in the Rule, which requires that Freedom maintain net capital equal to the greater of \$100,000 or 6-2/3% of aggregate indebtedness, as defined. As of March 31, 2024, Freedom had net capital of \$4.0 million, which was \$3.9 million in excess of the \$100,000 required to be maintained at that date.

As of March 31, 2024, the capital required and held under the Financial Conduct Authority's Investment Firms' Prudential Regime ("IFPR") for Oppenheimer Europe Ltd. was as follows:

- Common Equity Tier 1 ratio 130% (required 56.0%);
- Tier 1 Capital ratio 130% (required 75.0%); and
- Total Capital ratio 175% (required 100.0%).

Effective January 2022, IFPR changed its minimum capital requirement, which is now £750,000 (previously it was Euro 730,000). Capital ratios are now expressed differently, but are effectively unchanged when comparing performance to required regulatory minimums. As of March 31, 2024, Oppenheimer Europe Ltd. was in compliance with its regulatory requirements.

As of March 31, 2024, the regulatory capital of Oppenheimer Investments Asia Limited was \$3.7 million, which was \$3.3 million in excess of the \$383,296 required to be maintained on that date. Oppenheimer Investments Asia Limited computes its regulatory capital pursuant to the requirements of the Securities and Futures Commission of Hong Kong. As of March 31, 2024, Oppenheimer Investment Asia Limited was in compliance with its regulatory requirements.

As of March 31, 2024, Oppenheimer Trust is required to maintain minimal capital of \$4.15 million. Oppenheimer Trust was in compliance with its capital requirements.

## 16. Segment information

The Company has determined its reportable segments based on the Company's method of internal reporting, which disaggregates its retail business by branch and its proprietary and investment banking businesses by product. The Company evaluates the performance of its segments and allocates resources to them based upon profitability.

The Company's reportable segments are:

**Private Client** — includes commissions and a proportionate amount of fee income earned on assets under management ("AUM"), net interest earnings on client margin loans and cash balances, fees from money market funds, custodian fees, net contributions from stock loan activities and financing activities, and direct expenses associated with this segment;

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**Asset Management** — includes a proportionate amount of fee income earned on AUM from investment management services of Oppenheimer Asset Management Inc. Oppenheimer's asset management divisions employ various programs to manage client assets either in individual accounts or in funds, and includes direct expenses associated with this segment; and

**Capital Markets** — includes investment banking, institutional equities sales, trading, and research, taxable fixed income sales, trading, and research, public finance and municipal trading, as well as the Company's operations in the United Kingdom, Hong Kong and Israel, and direct expenses associated with this segment.

The Company does not allocate costs associated with certain infrastructure support groups that are centrally managed for its reportable segments. These areas include, but are not limited to, legal, compliance, operations, accounting, and internal audit. Costs associated with these groups are separately reported in a Corporate/Other category and primarily include compensation and benefits. The Company also includes activities associated with BondWave, LLC, a cloud-based financial markets software service provider in Corporate/Other.

The table below presents information about the reported revenue and pre-tax income (loss) of the Company for the three months ended March 31, 2024 and 2023. Asset information by reportable segment is not reported since the Company does not produce such information for internal use by the chief operating decision maker.

	For the Three Months Ended March 31,	
	2024	2023
<i>(Expressed in thousands)</i>		
<b>Revenue</b>		
Private client <sup>(1)</sup>	\$ 213,033	\$ 203,421
Asset management <sup>(1)</sup>	24,928	23,959
Capital markets	112,083	90,282
Corporate/Other	3,094	4,017
Total	<u>\$ 353,138</u>	<u>\$ 321,679</u>
<b>Pre-Tax Income (Loss)</b>		
Private client <sup>(1)</sup>	\$ 68,151	\$ 54,456
Asset management <sup>(1)</sup>	7,634	6,481
Capital markets	(6,702)	(15,477)
Corporate/Other	(31,628)	(26,411)
Total	<u>\$ 37,455</u>	<u>\$ 19,049</u>

(1) Clients investing in the OAM advisory program are charged fees based on the value of AUM. Advisory fees are allocated 10.0% to the Asset Management and 90.0% to the Private Client segments.

Revenue, classified by the major geographic areas in which it was earned, for the three months ended March 31, 2024 and 2023 was:

	For the Three Months Ended March 31,	
	2024	2023
<i>(Expressed in thousands)</i>		
Americas	\$ 341,417	\$ 309,789
Europe/Middle East	10,774	10,860
Asia	947	1,030
Total	<u>\$ 353,138</u>	<u>\$ 321,679</u>

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**17. Subsequent events**

On April 26, 2024, the Company announced a quarterly dividend in the amount of \$0.15 per share, payable on May 24, 2024 to holders of Class A Stock and Class B Stock of record on May 10, 2024.

## **Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

### **BACKGROUND**

The condensed consolidated financial statements include the accounts of Oppenheimer Holdings Inc. and its consolidated subsidiaries (together, the "Company", "Firm", "Parent", "we", "our" or "us"). The Company's condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. The following discussion should be read in conjunction with the condensed consolidated financial statements and notes thereto which appear elsewhere in this quarterly report.

Oppenheimer Holdings Inc., through its operating subsidiaries, is a leading middle market investment bank and full service broker-dealer that is engaged in a broad range of activities in the securities industry, including retail securities brokerage, institutional sales and trading, market-making, research, investment banking (both corporate and public finance), investment advisory and asset management services and trust services. Its principal subsidiaries are Oppenheimer & Co. Inc. ("Oppenheimer") and Oppenheimer Asset Management Inc. ("OAM"). As of March 31, 2024, we provided our services from 89 offices in 25 states located throughout the United States and offices in Puerto Rico, Tel Aviv, Israel, Hong Kong, China, London, England, St. Helier, Isle of Jersey, Portugal and Geneva, Switzerland. The Company provides investment advisory services through OAM and Oppenheimer Investment Management LLC ("OIM") and Oppenheimer's financial advisor directed programs. At March 31, 2024, client assets under management ("AUM") totaled \$46.6 billion. AUM includes the total market value of client investments in discretionary and non-discretionary advisory programs as well as the net asset value of private placements of alternative investments offered by and held by clients of the Firm. Client assets under administration ("CAUA") as of March 31, 2024 totaled \$124.9 billion. CAUA includes AUM and the other assets held for which the Firm provides services. We also provide trust services and products through Oppenheimer Trust Company of Delaware and limited discount brokerage services through Freedom Investments, Inc. ("Freedom"). Through OPY Credit Corp., we conduct our secondary trading activities related to the purchase and sale of loans, primarily on a riskless principal basis. At March 31, 2024, the Company employed 2,951 employees (2,911 full-time and 40 part-time), of whom 936 were financial advisors.

### ***Outlook***

We are focused on growing our private client and asset management businesses through strategic additions of experienced financial advisors in our existing branch system and employment of experienced money management personnel in our asset management business as well as deploying our capital for expansion through targeted acquisitions. We are increasingly creating and investing in private market opportunities on our own behalf and on behalf of qualified clients. We are also focused on opportunities in our capital market businesses, including integrating new technology platforms to expand the suite of services offered to our clients and onboarding experienced personnel and/or small units that will improve our ability to attract institutional clients in both equities and fixed income without significantly raising our risk profile. In investment banking, we are committed to growing our footprint by adding experienced bankers within our existing industry practices as well as new industry practices where we believe we can be successful.

We continuously invest in and improve our technology platform to support client service and to remain competitive, while continuously managing expenses. The Company's long-term growth plan is to continue to expand existing offices by hiring experienced professionals as well as expand through the purchase of operating branch offices from other broker-dealers or the opening of new branch offices in attractive locations, and to continue to grow and develop the existing trading, investment banking, investment advisory and other divisions. We are committed to continuing to improve our capabilities to ensure compliance with industry regulations, support client service and expand our wealth management and capital markets capabilities. We recognize the importance of compliance with applicable regulatory requirements and are committed to performing rigorous and ongoing assessments of our compliance and risk management effort, and investing in people and programs, while providing a platform with first class investment programs and services.

The Company also reviews its full service business model to determine the opportunities available to build or acquire closely related businesses in areas where others have shown some success. Equally important is the search for viable acquisition candidates. Our long-term intention is to pursue growth by acquisition where we can find a comfortable match in terms of corporate goals and personnel at a price that would provide our shareholders with incremental value. We review potential acquisition opportunities from time to time with the aim of fulfilling the Company's strategic goals, while evaluating and managing our existing businesses. In addition, the Company may from time to time make minority private investments out of excess capital in allied or unrelated businesses with the goal of either syndicating the investment to eligible clients or retaining ownership because we believe them to be an attractive investment.

### ***Impact of Change in Short-term Interest Rates***

At its meetings in first quarter of 2024, the Federal Reserve (the “FED”) unanimously decided to hold the target federal funds rate steady at 5.25% to 5.50% – a 23-year high and the fifth consecutive meeting with no target rate change. While the market generally expected that the FED would ease rates to some extent in 2024 given the strong performance of the U.S. economy and low unemployment levels, the FED has held them at their current, more restrictive range since the outset of the year given higher than anticipated inflationary readings and the FED’s desire for inflation to return to its 2% long-term target. The FED’s median forecast currently projects three rate decreases during 2024, though this is subject to change and the market believes that these restrictive conditions will likely continue.

Potential decreases to the federal funds rate may result in reduced interest-based revenues though any future federal funds rate increases may improve these revenues. While decreases in interest rates will lower fees the Company earns from FDIC insured deposits of clients through a program offered by the Company, such decreases may be offset to a degree if the cash sweep balances increase as clients find fewer higher-yielding alternatives to deploy these balances. Future rate decreases will also reduce the rates the Company charges on margin balances which will have a negative impact on our earnings.

### ***2023 Israel-Hamas War***

On October 7, 2023, Hamas initiated an unprovoked invasion of Israel from the Gaza Strip, resulting in thousands of casualties. Israel formally declared war on Hamas in response to the attack and initiated several military operations in an effort to clear militants from the area. The war has triggered a humanitarian crisis, with hundreds of thousands displaced from their homes and many without food, water or electricity. There remains a risk that the conflict could expand into a wider regional war, which could have an adverse impact on the worldwide economy, financial markets and thus on our business. At this time, the conflict has not yet had a material impact on our business operations in Israel or elsewhere.

## **EXECUTIVE SUMMARY**

The Firm registered outstanding operating results for the first quarter of 2024, reflecting the solid performance of our investment banking franchise amidst an improving capital market and strong results from our Wealth Management Business responding to the impact of rising equity markets. Our overall performance was favorably impacted by improving macroeconomic conditions, highlighted by the continued rise of the equity markets with the S&P reaching record highs owing to positive economic data and expectations that the Federal Reserve will pivot to reducing rates in the second half of the year.

The stock market rally propelled assets under management within our Wealth Management business to all-time highs, which drove a large increase in AUM-based advisory fee revenue when compared with the prior year period. We also saw encouraging signs of improvement in the capital raising environment, as our investment banking results were boosted by a meaningful uptick in the number of private placement and underwriting transactions in our pipeline that crystallized during the quarter. The still-high interest rate environment boded well for our fixed income division, which saw continued strength within its sales and trading revenue largely due to higher volumes and increased volatility. Higher rates also benefited several of our other interest-sensitive revenue streams, though we did see a pullback in FDIC sweep deposit balances which reduced these revenues.

The Company ended the quarter on a high note with record book value per share levels resulting from positive earnings and share repurchases. Our strong balance sheet and ample capital levels have us well-positioned for growth and to continue providing value added investment services to our clients.

## **RESULTS OF OPERATIONS**

The Company reported net income of \$26.1 million or \$2.50 basic earnings per share for the first quarter of 2024, compared with net income of \$14.6 million or \$1.32 per share for the first quarter of 2023. Revenue for the first quarter of 2024 was \$353.1 million, an increase of 9.8% compared to revenue of \$321.7 million for the first quarter of 2023.



*(Expressed in thousands, except Per Share Amounts or otherwise indicated)*

	1Q-2024	1Q-2023	Change	% Change
Revenue	\$ 353,138	\$ 321,679	\$ 31,459	9.8
Compensation expense	\$ 221,713	\$ 206,292	\$ 15,421	7.5
Non-compensation expense	\$ 93,970	\$ 96,338	\$ (2,368)	(2.5)
Pre-tax Income	\$ 37,455	\$ 19,049	\$ 18,406	96.6
Income taxes provision	\$ 11,711	\$ 4,585	\$ 7,126	155.4
Net Income <sup>(1)</sup>	\$ 26,054	\$ 14,617	\$ 11,437	78.2
Earnings per share (basic) <sup>(1)</sup>	\$ 2.50	\$ 1.32	\$ 1.18	89.4
Earnings per share (diluted) <sup>(1)</sup>	\$ 2.37	\$ 1.22	\$ 1.15	94.3
Book Value Per Share	\$ 77.47	\$ 72.27	\$ 5.20	7.2
Tangible Book Value Per Share <sup>(2)</sup>	\$ 60.41	\$ 56.92	\$ 3.49	6.1
Class A Shares Outstanding	10,247,197	10,975,723	(728,526)	(6.6)
AUA (\$ billions)	\$ 124.9	\$ 108.9	\$ 16.0	14.7
AUM (\$ billions)	\$ 46.6	\$ 39.3	\$ 7.3	18.6

*(1) Attributable to Oppenheimer Holdings Inc.*

*(2) Represents book value less goodwill and intangible assets divided by number of shares outstanding.*

## Highlights

- Increased revenue for the first quarter of 2024 was primarily driven by a significant improvement in private placement and underwriting-related fees generated by our investment banking business, higher advisory fees attributable to a rise in billable AUM as well as continued strength in fixed income sales and trading revenue.
- Assets under administration and under management were both at record levels at March 31, 2024, benefiting from market appreciation and positive net asset flows.
- Compensation expenses increased from the prior year quarter largely as a result of higher base salary expense associated with opportunistic new hires and inflationary pressures on wages in addition to higher production-related expenses.
- Non-compensation expenses decreased from the prior year quarter primarily due to lower legal costs partially offset by higher interest expense.
- Book value and tangible book value per share reached new record highs as a result of positive earnings and share repurchases.

## BUSINESS SEGMENTS

The table below presents information about the reported revenue and pre-tax income (loss) of the Company's reportable business segments for the three months ended March 31, 2024 and 2023:

(Expressed in thousands)

	For the Three Months Ended March 31,		
	2024	2023	% Change
<b>Revenue</b>			
Private Client	\$ 213,033	\$ 203,421	4.7
Asset Management	24,928	23,959	4.0
Capital Markets	112,083	90,282	24.1
Corporate/Other	3,094	4,017	(23.0)
<b>Total</b>	<b>\$ 353,138</b>	<b>\$ 321,679</b>	<b>9.8</b>
<b>Pre-Tax Income (Loss)</b>			
Private Client	\$ 68,151	\$ 54,456	25.1
Asset Management	7,634	6,481	17.8
Capital Markets	(6,702)	(15,477)	(56.7)
Corporate/Other	(31,628)	(26,411)	19.8
<b>Total</b>	<b>\$ 37,455</b>	<b>\$ 19,049</b>	<b>96.6</b>

**Private Client**

Private Client reported revenue for the current quarter of \$213.0 million, 4.7% higher compared with a year ago mostly due to higher advisory fees driven by appreciation in AUM and an increase in commission revenue. Pre-tax income of \$68.2 million in the current quarter resulted in a pre-tax margin of 32.0%. Financial advisor headcount at the end of the current quarter was 936 compared to 959 and 931 at the end of the first quarter of 2023 and fourth quarter of 2023, respectively.

(‘000s unless otherwise indicated)

	1Q-2024	1Q-2023	Change	% Change
<b>Revenue</b>	<b>\$ 213,033</b>	<b>\$ 203,421</b>	<b>\$ 9,612</b>	<b>4.7</b>
Retail commissions	\$ 52,794	\$ 46,636	\$ 6,158	13.2
Advisory fee revenue	\$ 88,876	\$ 76,583	\$ 12,293	16.1
Bank deposit sweep income	\$ 36,685	\$ 48,909	\$ (12,224)	(25)
Interest	\$ 20,196	\$ 20,579	\$ (383)	(1.9)
Other	\$ 14,482	\$ 10,714	\$ 3,768	35.2
<b>Total Expenses</b>	<b>\$ 144,882</b>	<b>\$ 148,965</b>	<b>\$ (4,083)</b>	<b>(2.7)</b>
Compensation	\$ 109,148	\$ 95,074	\$ 14,074	14.8
Non-compensation	\$ 35,734	\$ 53,891	\$ (18,157)	(33.7)
<b>Pre-tax Income</b>	<b>\$ 68,151</b>	<b>\$ 54,456</b>	<b>\$ 13,695</b>	<b>25.1</b>
Compensation Ratio	51.2 %	46.7 %	450	9.6
Non-compensation Ratio	16.8 %	26.5 %	(970)	(36.6)
<b>Pre-tax Margin</b>	<b>32.0 %</b>	<b>26.8 %</b>	<b>5.2 %</b>	<b>19.4</b>
Asset Under Administration (billions)	\$ 124.9	\$ 108.9	\$ 16.0	14.7
Cash Sweep Balances (billions)	\$ 3.2	\$ 4.4	\$ (1.2)	(27.3)

- Retail commissions increased 13.2% from a year ago primarily due to higher retail trading activity
- Advisory fees increased 16.1% due to higher AUM during the billing period for the current quarter when compared to the first quarter of last year and increased net new client assets
- Bank deposit sweep income decreased \$12.2 million from a year ago due to lower cash sweep balances
- Interest revenue was relatively flat with the prior year period

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- Other revenue increased from a year ago primarily due to increases in the cash surrender value of Company-owned life insurance policies, which fluctuates based on changes in the fair value of the policies' underlying investments
- Compensation expenses increased 14.8% from a year ago primarily due to higher production related expenses
- Non-compensation expenses decreased 33.7% from a year ago primarily due to lower legal costs

### **Asset Management**

Asset Management reported revenue for the current quarter of \$24.9 million, 4.0% higher when compared with the prior year period. Pre-tax income was \$7.6 million, an increase of \$1.2 million compared with the prior year period.

<i>(‘000s unless otherwise indicated)</i>	1Q-2024	1Q-2023	Change	% Change
<b>Revenue</b>	<b>\$ 24,928</b>	<b>\$ 23,959</b>	<b>\$ 969</b>	<b>4.0</b>
Advisory fee revenue	\$ 25,960	\$ 23,954	\$ 2,006	8.4
Other	\$ (1,032)	\$ 5	\$ (1,037)	*
<b>Total Expenses</b>	<b>\$ 17,294</b>	<b>\$ 17,478</b>	<b>\$ (184)</b>	<b>(1.1)</b>
Compensation	\$ 6,424	\$ 7,615	\$ (1,191)	(15.6)
Non-compensation	\$ 10,870	\$ 9,863	\$ 1,007	10.2
<b>Pre-tax Income</b>	<b>\$ 7,634</b>	<b>\$ 6,481</b>	<b>\$ 1,153</b>	<b>17.8</b>
Compensation Ratio	25.8 %	31.8 %	(600)	(18.9)
Non-compensation Ratio	43.6 %	41.2 %	240	5.8
<b>Pre-tax Margin</b>	<b>30.6 %</b>	<b>27.1 %</b>	<b>3.5 %</b>	<b>12.9</b>
<b>AUM (billions)</b>	<b>\$ 46.6</b>	<b>\$ 39.3</b>	<b>\$ 7.3</b>	<b>18.6</b>

*\*Percentage not meaningful*

- Advisory fee revenue increased 8.4% from a year ago due to increased management fees resulting from the higher net value of billable AUM during the quarter and increased net new client assets
- Other revenue decreased \$1.0 million from a year ago due to a decrease in the fair value of the positions held in private equity funds
- AUM increased to \$46.6 billion at March 31, 2024, a new record high, which is the basis for advisory fee billings for April 2024
- The increase in AUM was comprised of higher asset values of \$7.1 billion on existing client holdings and a net contribution of \$0.2 billion in new client assets
- Compensation expenses were down 15.6% from a year ago which was due to decreases in incentive compensation
- Non-compensation expenses were up 10.2% when compared to the prior year period mostly due to higher external portfolio management costs which are directly related to the increase in billable AUM

The following table provides a breakdown of the change in assets under management for the three months ended March 31, 2024:

<i>(Expressed in millions)</i>					
Fund Type	For the Three Months Ended March 31, 2024				
	Beginning Balance	Contributions	Redemptions/ Profit Distribution	Appreciation (Depreciation)	Ending Balance
Traditional <sup>(1)</sup>	\$ 38,143	\$ 2,023	\$ (2,098)	\$ 2,423	\$ 40,491
Institutional Fixed Income <sup>(2)</sup>	852	100	(93)	6	865
Alternative Investments:					
Hedge funds <sup>(3)</sup>	3,463	24	(160)	504	3,831
Private Equity Funds <sup>(4)</sup>	1,107	15	(12)	(14)	1,096
Portfolio Enhancement Program <sup>(5)</sup>	305	6	(11)	—	300
	<u>\$ 43,870</u>	<u>\$ 2,168</u>	<u>\$ (2,374)</u>	<u>\$ 2,919</u>	<u>\$ 46,583</u>

- (1) Traditional investments include first party advisory programs, Oppenheimer financial adviser managed advisory programs and Oppenheimer Asset Management taxable and tax-exempt portfolio management strategies.
- (2) Institutional fixed income provides solutions to institutional investors including: Taft-Hartley Funds, Public Pension Funds, Corporate Pension Funds, and Foundations and Endowments.
- (3) Hedge funds represent single manager hedge fund strategies in areas including hedged equity, technology and financial services, and multi-manager and multi-strategy fund of funds.
- (4) Private equity funds represent private equity fund of funds including portfolios focused on natural resources and related assets.
- (5) The portfolio enhancement program sells uncovered, out-of-money puts and calls on the S&P 500 Index. The program is intended to be market neutral and uncorrelated to the index. Valuation is based on collateral requirements for a series of contracts representing the investment strategy.

**Capital Markets**

Capital Markets reported revenue for the current quarter of \$112.1 million, 24.1% higher when compared with the prior year period. Pre-tax loss was \$6.7 million, compared with pre-tax loss of \$15.5 million in the prior year period.

('000s)	1Q-2024	1Q-2023	Change	% Change
<b>Revenues</b>	<b>\$ 112,083</b>	<b>\$ 90,282</b>	<b>\$ 21,801</b>	<b>24.1</b>
<b>Investment Banking</b>	<b>\$ 47,918</b>	<b>\$ 36,281</b>	<b>\$ 11,637</b>	<b>32.1</b>
Advisory fees	\$ 31,868	\$ 27,937	\$ 3,931	14.1
Equities underwriting	\$ 13,179	\$ 7,343	\$ 5,836	79.5
Fixed income underwriting	\$ 2,447	\$ 897	\$ 1,550	172.8
Other	\$ 424	\$ 104	\$ 320	307.7
<b>Sales and Trading</b>	<b>\$ 63,659</b>	<b>\$ 53,379</b>	<b>\$ 10,280</b>	<b>19.3</b>
Equities	\$ 30,266	\$ 31,686	\$ (1,420)	(4.5)
Fixed Income	\$ 33,393	\$ 21,693	\$ 11,700	53.9
<b>Other</b>	<b>\$ 506</b>	<b>\$ 622</b>	<b>\$ (116)</b>	<b>(18.6)</b>
<b>Total Expenses</b>	<b>\$ 118,785</b>	<b>\$ 105,759</b>	<b>\$ 13,026</b>	<b>12.3</b>
Compensation	\$ 81,588	\$ 76,796	\$ 4,792	6.2
Non-compensation	\$ 37,197	\$ 28,963	\$ 8,234	28.4
<b>Pre-tax Loss</b>	<b>\$ (6,702)</b>	<b>\$ (15,477)</b>	<b>\$ 8,775</b>	<b>*</b>
Compensation Ratio	72.8 %	85.1 %	(1,230)	(14.5)
Non-compensation Ratio	33.2 %	32.1 %	110	3.4
<b>Pre-tax Margin</b>	<b>(6.0)%</b>	<b>(17.1)%</b>	<b>11.1 %</b>	<b>(64.9)</b>

\*Percentage not meaningful

- Advisory fees earned from investment banking activities increased 14.1% compared with a year ago due to higher transaction volumes, particularly in the healthcare industry
- Equity underwriting fees increased 79.5% when compared with a year ago due to higher new issuance volumes
- Fixed income underwriting fees were modestly higher than the prior year
- Equities sales and trading revenue was relatively flat with the prior year
- Fixed income sales and trading revenue increased 53.9% compared with a year ago primarily due to an increase in trading income attributable to higher volumes and market volatility
- Compensation expenses increased 6.2% compared with a year ago primarily due to costs associated with opportunistic hiring and higher deferred compensation costs
- Non-compensation expenses were 28.4% higher than a year ago primarily due to an increase in interest expense in financing trading inventories

**CRITICAL ACCOUNTING POLICIES**

The Company's condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. Reference is also made to the Company's condensed consolidated financial statements and notes thereto found in its Annual Report on Form 10-K for the year ended December 31, 2023.

The Company's accounting policies are essential to understanding and interpreting the financial results reported on the condensed consolidated financial statements. The significant accounting policies used in the preparation of the Company's condensed consolidated financial statements are summarized in note 2 to those statements and the notes

thereto found in the Company's Annual Report on Form 10-K for the year ended December 31, 2023. Certain of those policies are considered to be particularly important to the presentation of the Company's financial results because they require management to make difficult, complex or subjective judgments, often as a result of matters that are inherently uncertain.

During the three months ended March 31, 2024, there were no material changes to matters discussed under the heading "Critical Accounting Policies" in Part II, Item 7 of the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

## **LIQUIDITY AND CAPITAL RESOURCES**

At March 31, 2024, total assets increased by 13.1% from December 31, 2023. The Company satisfies its need for short-term financing from internally generated funds and collateralized and uncollateralized borrowings, consisting primarily of bank call loans, stock loans, and uncommitted lines of credit. We finance our trading in government securities through the use of securities sold under repurchase agreements. We met our longer-term capital needs through the issuance of the 5.50% Senior Secured Notes due 2025 (see "Senior Secured Notes" below). Oppenheimer has arrangements with banks for borrowings on a fully collateralized basis. The amount of Oppenheimer's bank borrowings fluctuates in response to changes in the level of the Company's securities inventories and customer margin debt, changes in notes receivable from employees, investment in furniture, equipment and leasehold improvements, and changes in stock loan balances and financing through repurchase agreements. At March 31, 2024, the Company had bank call loans of \$94.4 million compared to zero at December 31, 2023. The Company also has some availability of short-term bank financing on an unsecured basis.

The Company's overseas subsidiaries, Oppenheimer Europe Ltd. and Oppenheimer Investments Asia Limited, are subject to local regulatory capital requirements that restrict our ability to utilize their capital for other purposes.

The regulatory capital requirements for Oppenheimer Europe Ltd. and Oppenheimer Investments Asia Limited were \$5.4 million and \$383,296, respectively, at March 31, 2024. The liquid assets at Oppenheimer Europe Ltd. are primarily comprised of cash deposits in bank accounts.

The liquid assets at Oppenheimer Investments Asia Limited are primarily comprised of investments in U.S. Treasuries and cash deposits in bank accounts. Any transfer of these liquid assets from Oppenheimer Europe Ltd. and Oppenheimer Investments Asia Limited to the Company or its other subsidiaries would be limited by regulatory capital requirements.

The Company permanently reinvests eligible earnings of its foreign subsidiaries and, accordingly, does not accrue any U.S. income taxes that would arise if these earnings were repatriated. The unrecognized deferred tax liability associated with the outside basis difference of its foreign subsidiaries is estimated at \$3.5 million for those subsidiaries. We have continued to reinvest permanently the excess earnings of Oppenheimer Israel (OPCO) Ltd. in its own business and in the businesses in Europe and Asia to support business initiatives in those regions. We will continue to review our historical treatment of these earnings to determine whether our historical practice will continue or whether a change is warranted.

### ***Senior Secured Notes***

On September 22, 2020, in a private offering, we issued \$125.0 million aggregate principal amount of 5.50% Senior Secured Notes due 2025 (the "Unregistered Notes") under an indenture at an issue price of 100% of the principal amount. Interest on the Unregistered Notes is payable semi-annually on April 1st and October 1st. On November 23, 2020, we completed an exchange offer in which we exchanged 99.8% of our Unregistered Notes for a like principal amount of notes with identical terms (the "Notes"), except that such new Notes have been registered under the Securities Act. We did not receive any proceeds in the exchange offer. See note 11 to the condensed consolidated financial statements appearing in Item 1 for further discussion.

During the first quarter of 2023, the Company repurchased and subsequently cancelled \$1.0 million of the Notes, recognizing a small extinguishment gain. As of March 31, 2024, \$113.05 million aggregate principal amount of the Notes remains outstanding.

The Notes are jointly and severally and fully and unconditionally guaranteed on a senior secured basis by E.A. Viner International Co. and Viner Finance Inc. (together, the "Subsidiary Guarantors"), unless released as described below. Each of the Subsidiary Guarantors is 100% owned by the Parent. The indenture for the Notes contains covenants with restrictions which are discussed in note 11.

The guarantees are senior secured obligations of each Subsidiary Guarantor. The guarantees rank:

- effectively senior in right of payment to all unsecured and unsubordinated obligations of such guarantor, to the extent of the value of the collateral owned by such Subsidiary Guarantor (and, to the extent of any unsecured remainder after payment of the value of the collateral, rank equally in right of payment with such unsecured and unsubordinated indebtedness of such Subsidiary Guarantor);
- senior in right of payment to any subordinated debt of such guarantor; and
- secured on a first-priority basis by the collateral, subject to certain exceptions and permitted liens, and it is intended that pari passu lien indebtedness, if any, will be secured on an equal and ratable basis.

Each subsidiary guarantee is limited so that it does not constitute a fraudulent conveyance under applicable law, which may reduce the Subsidiary Guarantor’s obligations under the guarantee. There are no externally imposed restrictions on transfers of assets between the Company and its subsidiaries.

Each Subsidiary Guarantor will be automatically and unconditionally released and discharged upon the sale, exchange or transfer of the capital stock of a Subsidiary Guarantor and the Subsidiary Guarantor ceasing to be a direct or indirect subsidiary of the Parent if such sale does not constitute an asset sale under the indenture for the Notes or does not constitute an asset sale effected in compliance with the asset sale and merger covenants of the indenture for the Notes; a Subsidiary Guarantor being dissolved or liquidated; a Subsidiary Guarantor being designated unrestricted in compliance with the applicable provisions of the Notes; or the exercise by the Parent of its legal defeasance option or covenant defeasance option or the discharge of the Parent's obligations under the indenture for the Notes in accordance with the terms of such indenture.

The following tables present the selected financial information as of March 31, 2024 and for the three months ended March 31, 2024 for the Parent and Subsidiary Guarantors.

<i>(Expressed in thousands)</i>	As of March 31, 2024	
Total Assets	\$	2,130,167
Due From Non-Guarantor Subsidiary		17,634
Total Liabilities		584,895
Due To Non-Guarantor Subsidiary		72,244
		For the Three Months Ended March 31, 2024
Total Revenue	\$	2,612
Pre-Tax Income (Loss)		(201)
Net Income (Loss)		(79)

S&P’s Corporate Family rating and rating on the Notes is a 'BB-' with a stable outlook. Moody’s Corporate Family rating and the rating on the Notes is a “Ba3” with a stable outlook.

**Liquidity**

For the most part, the Company's assets consist of cash and cash equivalents and assets that it can readily convert into cash. The receivable from brokers, dealers and clearing organizations represents deposits for securities borrowed transactions, margin deposits and current transactions awaiting settlement. The receivable from customers represents margin balances and amounts due on transactions awaiting settlement. Our receivables are, for the most part, collateralized by marketable securities. Our collateral maintenance policies and procedures are designed to limit our exposure to credit risk. Securities owned are mainly comprised of actively traded readily marketable securities. We issued \$4.5 million in forgivable notes (which are inherently illiquid) to employees for the three months ended March 31, 2024 (\$1.9 million for the three months ended March 31, 2023) as upfront or backend inducements to commence or continue employment as the case may be. The amount of funds allocated to such inducements will vary with hiring activity.

We satisfy our need for short-term liquidity from internally generated funds, collateralized and uncollateralized bank borrowings, stock loans and repurchase agreements. Bank borrowings are, in most cases, collateralized by Firm and customer securities.

We obtain short-term borrowings primarily through bank call loans. Bank call loans are generally payable on demand and bear interest at various rates. At March 31, 2024, the Company had \$94.4 million of bank call loans (zero at December 31, 2023). The average daily bank loan outstanding for the three months ended March 31, 2024 was \$57.8 million (\$57.5 million for the three months ended March 31, 2023). The largest daily bank loans outstanding for the three months ended March 31, 2024 was \$164.9 million (\$167.3 million for the three months ended March 31, 2023).

At March 31, 2024, securities loan balances totaled \$298.0 million (\$285.0 million at December 31, 2023 and \$368.1 million at March 31, 2023). The average daily securities loan balance outstanding for the three months ended March 31, 2024 was \$303.4 million (\$341.4 million for the three months ended March 31, 2023). The largest daily stock loan balance for the three months ended March 31, 2024 was \$335.7 million (\$388.4 million for the three months ended March 31, 2023).

We finance our government trading operations through the use of securities purchased under reverse repurchase agreements and repurchase agreements. Except as described below, repurchase and reverse repurchase agreements, primarily involving government and agency securities, are carried at amounts at which securities subsequently will be resold or reacquired as specified in the respective agreements and include accrued interest.

Repurchase and reverse repurchase agreements are presented on a net-by-counterparty basis, when the repurchase and reverse repurchase agreements are executed with the same counterparty, have the same explicit settlement date, are executed in accordance with a master netting arrangement, the securities underlying the repurchase and reverse repurchase agreements exist in "book entry" form and certain other requirements are met.

At March 31, 2024, the gross balances of reverse repurchase agreements and repurchase agreements were \$578.8 million and \$861.1 million, respectively. The average daily balance of reverse repurchase agreements and repurchase agreements on a gross basis for the three months ended March 31, 2024 was \$122.9 million and \$809.3 million, respectively (\$179.0 million and \$283.1 million, respectively, for the three months ended March 31, 2023). The largest amount of reverse repurchase agreements and repurchase agreements outstanding on a gross basis during the three months ended March 31, 2024 was \$578.4 million and \$1.1 billion, respectively (\$506.4 million and \$634.9 million, respectively, for the three months ended March 31, 2023).

### ***Liquidity Management***

We manage our liquidity to meet our current obligations and upcoming liquidity needs as well as to ensure compliance with regulatory requirements. Our liquidity needs may be affected by market conditions, increased inventory positions, business expansion and other unanticipated occurrences. In the event that existing financial resources do not satisfy our liquidity needs, we may have to seek additional external financing. The availability of such additional external financing may depend on market factors outside our control.

We have Company-owned life insurance policies which are utilized to fund certain non-qualified deferred compensation plans. Certain policies which could provide additional liquidity if needed had a cash surrender value of \$95.2 million as of March 31, 2024.

We regularly review our sources of liquidity and financing and conduct internal stress analysis to determine the impact on the Company of events that could remove sources of liquidity or financing and to plan actions the Company could take in the case of such an eventuality. Regulators are increasingly focused on liquidity management and we anticipate both new rules regarding the management of our day-to-day liquidity as well as increased regulatory scrutiny of the compliance with any such rules. Recent bank failures did not result in reducing the availability of funding or any disruption in the Company's business. Should such disruption occur in the future, we have plans that we believe would result in a reduction of assets through liquidation that would significantly reduce the Company's need for external financing.

Our primary long-term cash requirements include \$112.7 million principal outstanding, net of debt issuance costs as of March 31, 2024 under our Senior Secured Notes (due in 2025) and \$177.3 million of operating lease obligations. The total cash requirement for interest expense related to the Notes and operating lease obligations is estimated to be approximately \$13.9 million for the remainder of 2024.



**Funding Risk**

	For the Three Months Ended March 31,	
	2024	2023
Cash used in operating activities	\$ (79,048)	\$ (86,123)
Cash used in investing activities	(258)	(2,976)
Cash provided by (used in) financing activities	78,132	7,033
Net decrease in cash, cash equivalents and restricted cash	\$ (1,174)	\$ (82,066)

Management believes that funds from operations, combined with our capital base and available credit facilities, are sufficient for our liquidity needs for the foreseeable future. Under some circumstances, banks including those on whom we rely may back away from providing funding to the securities industry. Such a development might impact our ability to finance our day-to-day activities or increase the costs to acquire funding. We may or may not be able to pass such increased funding costs on to our clients.

During periods of high volatility, we have seen increased calls for deposits of collateral to offset perceived risk between the Company's settlement liability to industry clearinghouses such as the Options Clearing Corporation (“OCC”) and National Securities Clearing Corp. (“NSCC”) as well as more stringent collateral arrangements with our bank lenders. All such requirements have been and will be met in the ordinary course with available collateral.

**CYBERSECURITY**

Cybersecurity presents significant challenges to the business community in general, including to the financial services industry. Increasingly, bad actors, both domestic and international, attempt to steal personal data and/or interrupt the normal functioning of businesses through accessing individuals' and companies' files and equipment connected to the internet. Recent incidents have reflected the increasing sophistication of intruders and their intent to steal personally identifiable information as well as funds and securities. These intruders sometimes use instructions that are seemingly from authorized parties but in fact, are from parties intent on attempting to steal. In other instances these intruders attempt to bypass normal safeguards and disrupt or steal significant amounts of information and then either release it to the Internet or hold it for ransom. Regulators are increasingly requiring companies to provide heightened levels of sophisticated defenses. The Company maintains processes and systems with an aim to preventing any such attack from disrupting its services to clients as well as to prevent any loss of data concerning its clients, their financial affairs, as well as Company privileged information.

Our management is actively involved in the oversight of our cybersecurity risk management program, We have devoted significant financial and personnel resources to implement and maintain security measures to meet regulatory requirements and customer expectations. We have incorporated cybersecurity processes to assess, identify and manage risks from cybersecurity threats into our overall risk assessment process. The Company maintains a cybersecurity program that is designed to identify, protect from, detect, respond to, and recover from cybersecurity threats and risks, and protect the confidentiality, integrity, and availability of its information systems, including the information residing on such systems. The National Institute of Standards and Technology Cybersecurity Framework helps the Company inform its cybersecurity agenda and prioritize its cybersecurity activities. The Company takes a risk-based approach to cybersecurity, which begins with the identification and evaluation of cybersecurity risks or threats that could affect the Company’s operations, finances, legal or regulatory compliance, or reputation. The Company has processes in place for assessing, identifying and managing material risks from cybersecurity threats along with risk assessment procedures designed to allow such processes to remain responsive to emerging risks. Our processes include, but are not limited to, the following:

- we engage third-party cybersecurity firms and tools to assist with network monitoring, endpoint protection, vulnerability assessments and penetration testing;
- we engage cyber security consultants, auditors, and other third parties to assess and enhance our cybersecurity practices, such as to perform tabletop exercises and evaluate our cyber processes including an assessment of our incident response procedures. Identified risks are formally tracked until mitigated or eliminated;
- we perform regular scanning of our systems to identify and resolve critical vulnerabilities;
- we provide periodic training and testing, including phishing tests, to help our employees understand cybersecurity risks and their responsibility in mitigating those risks; and

- we insure against potential losses from cyber incidents by maintaining cybersecurity insurance.

We have a written incident response plan that identifies the steps to be taken in response to a cybersecurity incident that includes investigation, escalation and remediation provisions. The incident response plan includes standard processes for reporting and escalating cybersecurity incidents to senior management.

We have processes to evaluate third party service providers and vendors that have access to sensitive systems and Company and customer data, which may include the use of cybersecurity questionnaires and due diligence procedures such as assessments of that service provider's cybersecurity posture.

#### Management's Role

Management has implemented risk management structures, policies and procedures, and manages our risk exposure on a day-to-day basis. The Company has a dedicated cybersecurity organization within its technology department that focuses on current and emerging cybersecurity matters. The Company's cybersecurity function is led by the Company's Chief Information Officer ("CIO") and the Company's Chief Information Security Officer ("CISO"), who reports to the Company's CIO. The CIO and his direct reports, including the CISO, discuss action items related to risks at a standing monthly meeting. The CISO and many members of his team have multiple decades of cybersecurity related experience. Risk reporting is provided at monthly meetings of the Firm's cross-business Cybersecurity Committee and periodic presentations to the Firm's Risk Management Committee, at which many members of the Company's senior management are present.

The CEO meets regularly with the CIO to discuss cybersecurity threats and existing and potentially new technology systems including those related to cybersecurity. The CIO and CISO have a standing monthly meeting with the President and General Counsel to discuss potential vulnerabilities in the cyber environment. The President formerly ran the Information Technology Department at the firm and as a result has significant systems experience including experience related to cybersecurity.

#### Board Oversight

The Board of Directors, both directly and through the Audit Committee, oversees Management's responsibility of ensuring proper functioning of our cybersecurity risk management program. In particular, the Audit Committee assists the Board in its oversight of management's responsibility to assess, manage and mitigate cybersecurity risks. The Audit Committee receives a cybersecurity update at each regular meeting of the Board covering cybersecurity risks, cybersecurity staffing and staff development including certifications and training. These updates are given either in person by the CIO and CISO or in written presentations created by them.

As of the date of this filing, the Company has not identified any cybersecurity threats that have materially affected or are reasonably anticipated to have a material effect on the Company's business strategy, results of operations or financial condition. Although the Company has not experienced cybersecurity incidents that are individually, or in the aggregate, material, the Company has experienced cyberattacks in the past, which the Company believes have thus far been mitigated by preventative, detective, and responsive measures put in place by the Company. Given the continuing reports of cyber incidents in general, we believe that the Company will most likely continue to be a target of cybersecurity attacks by bad actors.

## REGULATORY MATTERS AND DEVELOPMENTS

### *Regulation Best Interest (U.S.)*

On June 5, 2019, the SEC adopted Regulation Best Interest ("Reg BI") as Rule 15l-1 under the Exchange Act. Reg BI imposes a federal standard of conduct on registered broker-dealers and their associated persons when dealing with retail clients and requires that a broker-dealer and its representatives act in the best interest of clients and not place its own interests ahead of the customer's interests. Reg BI does not define the term "best interest" but instead sets forth four distinct obligations disclosure, care, conflict of interest and compliance that a broker-dealer must satisfy in each transaction. Compliance with Reg BI became required on June 30, 2020. In addition to adopting Reg BI, the SEC adopted rules (i) requiring broker-dealers and investment advisers to provide a written relationship summary to each client, and (ii) clarifying certain interpretations under the Investment Advisers Act of 1940 including but not limited to when a broker-dealer's activity is considered "solely incidental" to its broker-dealer business and is, therefore, not considered investment advisory activity (collectively, the "Reg BI Rules").

Reg BI requires enhanced documentation for recommendations of securities transactions to broker-dealer retail clients as well as the cessation of certain practices and limitations on certain kinds of transactions previously conducted in the normal course of business. The rules and processes required under Reg BI limit revenue and involve increased costs, including, but not limited to, compliance costs associated with enhanced technology as well as increased litigation risks. The Company made significant structural, technological and operational changes to our business practices to comply with the requirements of the Reg BI Rules and it is likely that additional changes may be necessary to continue to comply as more experience with the Reg BI Rules is gained. Regulators have commenced in-depth reviews of the industry's compliance with the requirements of Reg BI, including that of the Company.

On December 18, 2020, the Department of Labor ("DOL") published its final prohibited transaction exemption ("PTE") addressing investment advice for fiduciaries of ERISA plans and IRAs. Similar to the proposal the DOL released in June of 2020, the final exemption takes a principles-based (rather than a prescriptive) approach to resolving conflicts that arise under ERISA when an investment advice fiduciary, its affiliate or a related party is paid certain types of compensation (such as commissions, trailing fees or revenue-sharing) or engages in certain principal transactions. The final exemption should provide a new and more flexible approach to ERISA compliance for certain types of transactions, which financial institutions may choose to utilize in place of other existing exemptions. Like the proposal (but in contrast to the precursor rule the DOL finalized in April 2016 that the U.S. Court of Appeals for the Fifth Circuit later vacated in June 2018), the final exemption does not materially change the scope of fiduciary activities under ERISA, with the exception of including certain rollover-related advice as fiduciary advice. The effective date for compliance with the PTE was February 1, 2022. The Company believes many of the steps taken by the Company to achieve compliance with the Reg BI Rules have enabled and will enable the Company to comply with the PTE. The Company implemented certain additional processes to accompany the actions taken to comply with the Reg BI Rules in order to ensure full compliance with the PTE.

### ***Regulatory Environment***

See the discussion of the regulatory environment in which we operate and the impact on our operations of certain rules and regulations in Item 1 "Business - Regulation" in the Company's Annual Report on Form 10-K for the year ended December 31, 2023 for additional information.

Oppenheimer and many of its affiliates are each subject to various regulatory capital requirements. As of March 31, 2024, all of our active regulated domestic and international subsidiaries had net capital in excess of minimum requirements. See note 15 to the condensed consolidated financial statements in Item 1 for further information on regulatory capital requirements.

### ***Other Regulatory Matters***

On November 18, 2022, Oppenheimer received an information request from the SEC requesting information related to the use of text messaging and similar forms of electronic communications by employees of Oppenheimer and whether those communications were properly retained by Oppenheimer as part of its records preservation requirements relating to the broker-dealer business activities of Oppenheimer. Subsequently, Oppenheimer received a similar information request from the Commodity Futures Trading Commission ("CFTC"). On January 4, 2024, Oppenheimer submitted an Offer of Settlement to the SEC. On February 9, 2024, the SEC issued an order (the "Order") pursuant to which Oppenheimer will pay a fine in an amount of \$12 million and agree to certain undertakings. In addition to the Order Oppenheimer received a waiver of certain statutory disqualifications from the SEC. On February 7, 2024, Oppenheimer submitted an Offer of Settlement to the CFTC. On March 19, 2024, the CFTC issued an order pursuant to which Oppenheimer will pay a fine of \$ 1 million and agree to certain undertakings.

### **FACTORS AFFECTING "FORWARD-LOOKING STATEMENTS"**

From time to time, the Company may publish or make oral statements that constitute "forward-looking statements" under the Private Securities Litigation Reform Act of 1995 which provides a safe harbor for forward-looking statements. These forward-looking statements may relate to such matters as anticipated financial performance, future revenues, earnings, liabilities or expenses, business prospects, projected ventures, new products, anticipated market performance, and similar matters. The Company cautions readers that a variety of factors could cause the Company's actual results to differ materially from the anticipated results or other expectations expressed in the Company's forward-looking statements. These risks and uncertainties, many of which are beyond the Company's control, include, but are not limited to: (i) transaction volume in the securities markets, (ii) the volatility of the securities markets, (iii) fluctuations in interest rates, (iv) changes in regulatory requirements that could affect the cost and method of doing business, (v) general economic conditions, both domestic and international, including inflation, recession, and changes in consumer confidence and spending, (vi) competition from existing financial institutions, new entrants and other participants in the securities

markets and financial services industry, (vii) potential cybersecurity threats and attacks, (viii) legal developments affecting the litigation experience of the securities industry and the Company, (ix) changes in foreign, federal and state tax laws that could affect the popularity of products sold by the Company or impose taxes on securities transactions, (x) the adoption and implementation of the SEC’s “Regulation Best Interest” and other regulations adopted in recent years, (xi) war, terrorist acts and nuclear confrontation as well as political unrest, including events relating to the Israel-Hamas war and related unrest in the Middle East and Russia’s invasion of Ukraine and related Western sanctions, (xii) the Company’s ability to achieve its business plan, (xiii) the effects of the economy on the Company’s ability to find and maintain financing options and liquidity, (xiv) credit, operational, legal and regulatory risks, (xv) risks related to foreign operations, including those in the United Kingdom which may be affected by Britain’s January 2020 exit from the EU (“Brexit”) and economic uncertainty in the UK, EU and elsewhere, (xvi) the effect of technological innovation on the financial services industry and securities business, (xvii) risks related to election results, Congressional gridlock, political and social unrest, government shutdowns and investigations, trade wars, bank failures, changes in or uncertainty surrounding regulation, and the potential for default by the U.S. government on the nation’s debt, (xviii) risks related to changes in capital requirements under international standards that may cause banks to back away from providing funding to the securities industry, and (xix) risks related to the severity and duration of the COVID-19 Pandemic, the COVID-19 Pandemic’s impact on the U.S. and global economies including supply chain disruptions, and Federal, state and local governmental responses to the COVID-19 Pandemic. There can be no assurance that the Company has correctly or completely identified and assessed all of the factors affecting the Company’s business. See “Risk Factors” in Part I, Item 1A of the Company’s Annual Report on Form 10-K for the year ended December 31, 2023.

**Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

During the three months ended March 31, 2024, there were no material changes to the information contained in Part II, Item 7A of the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

#### **Item 4. CONTROLS AND PROCEDURES**

The Company carried out an evaluation, under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of its disclosure controls and procedures pursuant to Rule 13a-15(e) of the Exchange Act. Based on this evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of the end of the period covered by this report.

Management, including the Chief Executive Officer and Chief Financial Officer, does not expect that the Company's disclosure controls and procedures or its internal controls will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include, but are not limited to, the realities that judgments in decision-making can be faulty and that breakdowns can occur because of a simple error or omission. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based, in part, upon certain assumptions about the likelihood of future events and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

The Company confirms that its management, including its Chief Executive Officer and its Chief Financial Officer, concluded that the Company's disclosure controls and procedures are effective to ensure that the information required to be disclosed by the Company in its reports filed under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC.

#### **Changes in Internal Control over Financial Reporting**

There have been no changes in the Company's internal controls over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) during the three months ended March 31, 2024 that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

## **PART II. OTHER INFORMATION**

### **Item 1. LEGAL PROCEEDINGS**

Many aspects of the Company's business involve substantial risks of liability. In the normal course of business, the Company has been named as defendant or co-defendant in various legal actions, including arbitrations, class actions and other litigation, creating substantial exposure and periodic expenses. Certain of the actual or threatened legal matters include claims for substantial compensatory and/or punitive damages or claims for indeterminate amounts of damages. These proceedings arise primarily from securities brokerage, asset management and investment banking activities. The Company is also involved, from time to time, in other reviews, investigations and proceedings (both formal and informal) by governmental and self-regulatory agencies regarding the Company's business, which may result in expenses, adverse judgments, settlements, fines, penalties, injunctions or other relief. The investigations include inquiries from the SEC, FINRA and other regulators.

The Company accrues for estimated loss contingencies related to legal and regulatory matters within Other Expenses in the consolidated income statement when available information indicates that it is probable a liability had been incurred and the Company can reasonably estimate the amount of that loss. In many proceedings, however, it is inherently difficult to determine whether any loss is probable or even possible or to estimate the amount of any loss. In addition, even where a loss is possible or an exposure to loss exists in excess of the liability already accrued with respect to a previously recognized loss contingency, it is often not possible to reasonably estimate the size of the possible loss or range of loss or possible additional losses or range of additional losses.

For certain legal and regulatory proceedings, the Company cannot reasonably estimate such losses, particularly for proceedings that are in their early stages of development or where plaintiffs seek substantial, indeterminate or special damages. Counsel may be required to review, analyze and resolve numerous issues, including through potentially lengthy discovery and determination of important factual matters, and by addressing novel or unsettled legal questions relevant to the proceedings in question, before the Company can reasonably estimate a loss or range of loss or additional loss for the proceeding. Even after lengthy review and analysis, the Company, in many legal and regulatory proceedings, may not be able to reasonably estimate possible losses or range of losses.

For certain other legal and regulatory proceedings, the Company can estimate possible losses, or range of loss in excess of amounts accrued, but does not believe, based on current knowledge and after consultation with counsel, that such losses individually, or in the aggregate, will have a material adverse effect on the Company's consolidated financial statements as a whole.

For legal and regulatory proceedings where there is at least a reasonable possibility that a loss or an additional loss may be incurred, the Company estimates a range of aggregate loss in excess of amounts accrued of up to \$23 million. This estimated aggregate range is based upon currently available information for those legal proceedings in which the Company is involved, where the Company can make an estimate for such losses. For certain cases, the Company does not believe that it can make an estimate. The foregoing aggregate estimate is based on various factors, including the varying stages of the proceedings (including the fact that some are currently in preliminary stages), the numerous yet-unresolved issues in many of the proceedings and the attendant uncertainty of the various potential outcomes of such proceedings. Accordingly, the Company's estimate will change from time to time, and actual losses may be more than the current estimate.

On November 18, 2022, Oppenheimer received an information request from the SEC requesting information related to the use of text messaging and similar forms of electronic communications by employees of Oppenheimer and whether those communications were properly retained by Oppenheimer as part of its records preservation requirements relating to the broker-dealer business activities of Oppenheimer. Subsequently, Oppenheimer received a similar information request from the Commodity Futures Trading Commission ("CFTC"). On January 4, 2024, Oppenheimer submitted an Offer of Settlement to the SEC. On February 9, 2024, the SEC issued an order (the "Order") pursuant to which Oppenheimer agreed to pay a fine in the amount of \$12 million and agree to certain undertakings. In addition to the Order, Oppenheimer received a waiver of certain statutory disqualifications from the SEC. On February 7, 2024, Oppenheimer submitted an Offer of Settlement to the CFTC. On March 19, 2024, the CFTC issued an order pursuant to which Oppenheimer agreed to pay a fine of \$1 million and agree to certain undertakings.

Beginning on or about August 31, 2021, Oppenheimer was named as a respondent in forty-eight arbitrations, many containing multiple claimants, each filed before FINRA, relating to those claimants' purported investment in Horizon Private Equity, III, LLC ("Horizon"). Horizon is alleged to be a fraudulent scheme involving, among others, a former Oppenheimer employee, John Woods. John Woods left Oppenheimer's employ in 2016 and Oppenheimer never received a complaint or question from

any of the investors prior to the SEC bringing a complaint against Woods and his co-conspirators in 2021. Each investor who was an Oppenheimer client signed a document acknowledging that Horizon was not an approved Oppenheimer product. Over a protracted period of time, Woods made multiple false statements to Oppenheimer, to regulators and to a state court. The claimants are seeking damages based on a number of legal theories, including, without limitation, violations of various state and federal statutes, breach of fiduciary duty, procurement of breach of fiduciary duty, negligent misrepresentation, aiding and abetting fraud, and unjust enrichment. Claimants do not allege Oppenheimer received any of the funds invested in Horizon, but rather that Oppenheimer's purported failure to properly supervise its employees allowed the alleged scheme to occur and continue.

Oppenheimer has settled, or settled in principle, or an award has been rendered in forty-five of the Horizon-related arbitrations, with approximately one hundred fifty-five individual complainants. The aggregate payments for those forty-five arbitrations total approximately \$92.0 million. The three arbitrations still pending claim specific monetary damages and allege losses of approximately \$4.0 million in the aggregate.

On June 16, 2023, Oppenheimer was served with a complaint in an action entitled *John and Cynthia Kearney, John & Tera Sargent, Mike Hall, Individually and as Assignee of 6694 Dawson Blvd, LLC, Thomas and Beverly Crampton, Roy and Shirley Hill, Billy and Debra Lanter, Larry Lawson, Eugene Lyle, Scott Spence, and Dolores Willoughby v. Oppenheimer & Co. Inc., Anne Greene and Gordon Morse*, filed in Georgia State Court, Fulton County. Plaintiffs allege that they were all investors in Horizon. However, all of the plaintiffs allege that they invested in Horizon after John Woods left Oppenheimer's employ in 2016 and virtually all of the plaintiffs were not Oppenheimer customers. Plaintiffs further allege that Oppenheimer, through its inaction and/or misconduct, is responsible for their alleged losses and are seeking unspecified damages alleging in violations of the Georgia RICO statute and negligence per se. The case was subsequently transferred to the Metro Atlanta Business Case Division. On September 5, 2023, Oppenheimer filed a motion to dismiss the complaint. On April 17, 2024 the court issued an order granting plaintiffs John and Tera Sargent's voluntary dismissal of their claims without prejudice. On April 22, 2024, the court granted Oppenheimer's motion to dismiss and terminated the case.

Also, on July 17, 2023, Oppenheimer was served with a complaint in an action entitled *Mark Del Pico, et al v. Oppenheimer & Co. Inc., and Michael Mooney*, filed in Florida State Court, Sarasota County. Plaintiffs allege that they were all investors in Horizon; however, none of the plaintiffs were Oppenheimer customers. All of the plaintiffs allege that they invested in Horizon years after John Woods left Oppenheimer's employ in 2016. Plaintiffs further allege that Oppenheimer, through its inaction and/or misconduct, is responsible for their alleged losses and are seeking unspecified damages from Oppenheimer alleging in negligence per se, aiding and abetting breach of fiduciary duty, and aiding and abetting fraud. On August 28, 2023, Oppenheimer filed a motion to dismiss the complaint. Rather than respond to Oppenheimer's motion to dismiss, on January 12, 2024, plaintiffs filed an amended complaint that includes an additional claim of fraud against Oppenheimer. On February 2, 2024, Oppenheimer filed a motion to dismiss the amended complaint. Rather than respond to Oppenheimer's motion to dismiss the amended complaint, Plaintiffs voluntarily dismissed their amended complaint without prejudice on April 12, 2024.

Finally, on August 25, 2023, Oppenheimer was served with a complaint in an action entitled *Lisa Wright, Billy Ray Boaz, et al v. Oppenheimer & Co. Inc., Ann Greene and Gordon Morse*, filed in Georgia State Court, Fulton County. Plaintiffs allege that they were all investors in Horizon. However, all of the plaintiffs allege that they invested in Horizon after John Woods left Oppenheimer's employ in 2016 and virtually all of the plaintiffs were not Oppenheimer customers. Plaintiffs further allege that Oppenheimer, through its inaction and/or misconduct, is responsible for their alleged losses and are seeking unspecified damages alleging in violations of the Georgia RICO statute and negligence per se. On September 15, 2023, Oppenheimer filed a motion to transfer the case to the Metro Atlanta Business Case Division, which motion was granted. On October 31, 2023, Oppenheimer filed a motion to dismiss the complaint. On April 22, 2024, the court granted Oppenheimer's motion to dismiss and terminated the case.

On June 30, 2022, the Company received a "Wells Notice" from the SEC requesting that Oppenheimer make a written submission to the SEC to explain why Oppenheimer should not be charged with violations of Section 15c2-12 of the Exchange Act, and Rule 15c2-12 thereunder as well as Municipal Securities Rulemaking Board Rules G-17 and G-27 in relation to its sales of municipal notes pursuant to an exemption from continuing disclosure contained in Rule 15c2-12. On September 13, 2022, the SEC filed a complaint against Oppenheimer in the United States District Court for the Southern District of New York (the "Court") alleging that Oppenheimer violated Section 15B(c)(1) of the Exchange Act and Rule 15c2-12 thereunder as well as Municipal Securities Rulemaking Board Rules G-17 and G-27 for not having fully complied with the exemption from the continuing disclosure obligations under Rule 15c2-12. The SEC asked the Court to enter an order enjoining Oppenheimer from violating the above-referenced rules and requiring it to disgorge approximately \$1.9 million plus interest and pay a civil penalty. On January 30, 2024 Oppenheimer and the SEC reached an agreement in principle to settle the litigation pursuant to which Oppenheimer would pay a civil penalty of \$1.2 million. The settlement is subject to Oppenheimer obtaining a waiver of certain statutory disqualifications.



**Item 1A. RISK FACTORS**

During the three months ended March 31, 2024, there were no material changes to the information contained in Part I, Item 1A of the Company's Quarterly Report on Form 10-K for the year ended December 31, 2023.

**Item 2. Unregistered Sales of Equity Securities, Use of Proceeds and Issuer Purchases of Equity Securities**

The following table sets forth information with respect to shares of the Company's Class A Stock purchased by the Company during each of the three months in the Company's quarter ended March 31, 2024:

Period	(a) Total number of shares purchased	(b) Average price paid per share	(c) Total number of shares purchased as part of publicly announced plans or programs	(d) Maximum number of shares that may yet be purchased under the plans or programs <sup>(1)</sup>
January 1 - 31, 2024	—	—	—	223,699
February 1 - 28, 2024	103,544	\$38.94	103,544	120,155
March 1 - 31, 2024 <sup>(2)</sup>	111,179	\$39.13	111,179	526,976
<b>Q1 2024 Total</b>	<b>214,723</b>	<b>\$39.05</b>	<b>214,723</b>	<b>526,976</b>

(1) None of the foregoing authorizations is subject to expiration.

(2) During March 2024, the Company authorized an additional 518,000 shares for the Share Repurchase Program.

During the first quarter of 2024, the Company issued 275,137 shares of Class A Stock pursuant to the Company's share-based compensation plans to employees of the Company for no cash consideration. Such issuances were exempt from registration pursuant to Section 4(a)(2) of the Securities Act.

**Item 5. Other Information**

During the period covered by this Quarterly Report on Form 10-Q, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

**Item 6. EXHIBITS**

[31.1 Certification of Albert G. Lowenthal](#)

[31.2 Certification of Brad M. Watkins](#)

[32 Certification of Albert G. Lowenthal and Brad M. Watkins](#)

[101](#) Interactive data files pursuant to Rule 405 of Regulation S-T (unaudited): (i) the Condensed Consolidated Balance Sheets as of March 31, 2024 and December 31, 2023, (ii) the Condensed Consolidated Income Statements for the three and three months ended March 31, 2024 and 2023, (iii) the Condensed Consolidated Statements of Comprehensive Income for the three and three months ended March 31, 2024 and 2023, (iv) the Condensed Consolidated Statements of Changes in Stockholders' Equity and Redeemable Noncontrolling Interests for the three and three months ended March 31, 2024 and 2023, (v) the Condensed Consolidated Statements of Cash Flows for the three months ended March 31, 2024 and 2023, and (vi) the notes to the Condensed Consolidated Financial Statements.\*

104 Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

\* This information is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 26th day of April, 2024.

OPPENHEIMER HOLDINGS INC.

BY: /s/ Albert G. Lowenthal

Albert G. Lowenthal, Chairman and Chief Executive Officer  
(Principal Executive Officer)

BY: /s/ Brad M. Watkins

Brad M. Watkins, Chief Financial Officer  
(Principal Financial and Accounting Officer)

## CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Albert G. Lowenthal, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Oppenheimer Holdings Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Albert G. Lowenthal

Name: Albert G. Lowenthal

Title: Chief Executive Officer

April 26, 2024

## CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Brad M. Watkins, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Oppenheimer Holdings Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Brad M. Watkins

Name: Brad M. Watkins

Title: Chief Financial Officer

April 26, 2024

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned, Albert G. Lowenthal, Chairman and Chief Executive Officer of Oppenheimer Holdings Inc. (the "Company"), and Brad M. Watkins, Chief Financial Officer of the Company, hereby certify that to his knowledge the Quarterly Report on Form 10-Q for the quarter ended March 31, 2024 of the Company filed with the Securities and Exchange Commission on the date hereof (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the period specified.

Signed at New York, New York, this 26th day of April, 2024

/s/ Albert G. Lowenthal  
Albert G. Lowenthal  
Chairman and Chief Executive Officer

/s/ Brad M. Watkins  
Brad M. Watkins  
Chief Financial Officer

This certification accompanies this Quarterly Report on Form 10-Q pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.