

OPPENHEIMER HOLDINGS INC.

CODE OF CONDUCT AND BUSINESS ETHICS FOR DIRECTORS, OFFICERS AND EMPLOYEES

1. INTRODUCTION

The Board of Directors (the “Board”) has adopted this Code of Conduct and Business Ethics (the “Code”) which applies to all directors, officers and employees (collectively “Employee”, “Employees”, “you” or “your”) of Oppenheimer Holdings Inc., Oppenheimer & Co. Inc. and all other subsidiaries of Oppenheimer Holdings Inc. (collectively “Oppenheimer” or the “Firm”). Some subsidiaries, departments and specialized areas have specific codes of conduct or ethics or the like in place that cover conduct or regulatory issues that only apply to that area or field. If you work for one of these subsidiaries, departments or specialized areas, such specific codes of conduct or ethics apply to you in addition to the Code. The policies set forth in this Code also apply to subsidiaries of Oppenheimer Holdings Inc. operating in jurisdictions outside of the United States. To the extent the word foreign is used herein, that term shall mean non-U.S. or outside the U.S.

2. PURPOSE OF THE CODE

The purpose of the Code is to promote and foster the honest and ethical conduct of the Employees of Oppenheimer. Many of the principles in the Code are related to various sections of the Firm’s policies and procedures that embody the principles set forth herein. In addition to the Code, you are required to read and understand those policies and procedures that govern your employment position at the Firm.

Our Basic Principles are to:

- adhere to the law wherever Oppenheimer does business;
- avoid putting yourself or Oppenheimer in a conflict of interest;
- conduct yourself honestly and with integrity;
- avoid impropriety and the appearance of impropriety;
- keep Oppenheimer transactions, communications and information accurate, confidential and secure, and Oppenheimer assets safe; and
- treat everyone fairly and equitably - whether customers, suppliers, competitors, Employees or others who deal with Oppenheimer.

3. COMPLIANCE WITH THE LAW

You must know, respect and comply with all laws, rules, and regulations applicable to the conduct of Oppenheimer’s businesses in the areas in which you work. Oppenheimer actively promotes compliance with the laws, rules, and regulations that govern Oppenheimer’s business. Obeying both the letter and spirit of the law is one of the foundations of Oppenheimer’s ethical standards. You must follow and obey the laws of all the municipalities, states/subnational divisions, and countries where we operate. While you are not expected to be an expert on every detail of all the laws that govern our business in every jurisdiction, you are expected to understand the laws and regulations applicable to your duties at Oppenheimer, including all policies and procedures of the Firm that relate to your duties and responsibilities, and to understand the regulatory environment within which the Firm operates well enough to know when to seek advice from your manager, or the Legal and Compliance Departments. In addition, there may be instances when you may want to consult a department head, or director or executive officer of Oppenheimer (each, a “Senior Officer”).

A. Brokerage Account

In accordance with industry regulations, Oppenheimer employees and officers and their immediate families must maintain their brokerage accounts at Oppenheimer. Exceptions to this policy must be approved by your manager and the Chief Compliance Officer (currently Mr. Douglas Siegel at (212) 667-8150 (the “**Chief Compliance Officer**”)) or his designee.

B. Trading in Securities

Oppenheimer has adopted a Policy Statement on Insider Trading in Securities, located on the Firm’s Intranet, which covers insider trading and reporting and related matters which is binding on all Oppenheimer Employees.

C. Money Laundering and Antiterrorism Laws

Oppenheimer complies with federal, state and international laws prohibiting money laundering and with the safeguards against terrorist activity contained in the U.S. Patriot Act and applicable foreign anti-money laundering and anti-terrorism laws. Under no circumstances should you participate in any money laundering activity. In addition to severe criminal penalties, money laundering by Oppenheimer Employees and violations of the U.S. Patriot Act will result in disciplinary action, up to and including termination. Any suspicious deposits, or any other client activity that raises questions about the source of the client’s funds, should be reported immediately to your manager (and, if applicable, your local anti-money laundering officer), the firm’s Anti-Money Laundering Officer (currently Mr. Dominic Valentino at (212) 667-8141 (the “**Anti-Money Laundering Officer**”)), or the General Counsel of Oppenheimer & Co. Inc. (currently Mr. Dennis McNamara at (212) 668-5771 (the “**General Counsel**”)). Managers who have been advised of such suspicious activities should immediately notify their department head, the firm’s Anti-Money Laundering Officer or the General Counsel. The Firm’s Global AML Policy may be found on the Firm’s Intranet.

D. Proper Record-Keeping and Disclosure Requirements

Oppenheimer requires honest and accurate accounting and recording of financial and other information in order to make responsible business decisions and provide an accurate account of Oppenheimer’s performance to stakeholders and regulators. It is a violation of law (in most, if not all, jurisdictions where Oppenheimer conducts business) and Oppenheimer policy for any Employee to attempt to improperly influence or mislead any person engaged in auditing or reviewing our financial accounts and statements. Oppenheimer is committed to full compliance with all requirements applicable to its regulatory and public disclosures. Oppenheimer requires that its financial and other reporting fairly present the financial condition, results of operations, and cash flow of Oppenheimer and that it comply in all respects with applicable law, governmental rules, and regulations, including generally accepted accounting principles (GAAP) in the United States and/or International Financial Reporting Standards (IFRS) in those foreign jurisdictions where Oppenheimer conducts business as well as applicable rules of the U.S.

Securities and Exchange Commission, the New York Stock Exchange and other securities regulators including non-U.S. securities regulators in those jurisdictions where Oppenheimer conducts business. Oppenheimer has implemented disclosure controls and procedures to ensure that its public disclosures are timely, compliant, and otherwise full, fair, accurate, and understandable. All Employees responsible for the preparation of Oppenheimer’s public disclosures, or who provide information as part of that process, have a responsibility to be familiar with and comply with Oppenheimer’s disclosure controls and procedures and ensure that such disclosures and information are complete, accurate, and in compliance with Oppenheimer’s disclosure controls and procedures. The Firm’s Financial Reporting Whistleblowing Policy may be found on the Firm’s Intranet.

E. Document Retention and Destruction

Without exception, all officers and employees must fully comply with Oppenheimer's document retention and destruction policy. It is a criminal offense in the U.S. and in most foreign jurisdictions to destroy documents that are subject to a subpoena or other legal process. Once a legal proceeding has begun, or even when one is threatened or reasonably likely, federal and state obstruction-of-justice statutes require Oppenheimer to preserve documents relevant to the issues in that proceeding even before specific documents are requested. Any Oppenheimer Employee who fails to comply with this policy, as well as industry regulations and applicable laws, is subject to termination and may also face criminal or civil prosecution, with possible fines and prison terms.

F. Cooperation with Investigations and Law Enforcement

It is Oppenheimer's policy to cooperate with government investigators and law enforcement officials in each jurisdiction in which Oppenheimer operates. Every Oppenheimer Employee must also cooperate with investigations by non-governmental regulators with oversight of our business, such as securities exchanges, as well as with internal Oppenheimer investigations. Any Oppenheimer Employee who is contacted by a government investigator, law enforcement official, or non-governmental regulator must immediately contact the Office of the General Counsel. All inquiries or requests or demands for information from external investigators must be immediately referred to the Office of the General Counsel. The Office of the General Counsel must coordinate all responses, whether oral or written, to external investigators' questions. Failure to cooperate with legitimate investigations will result in disciplinary action, up to and including termination.

G. Privacy

Firm and client information must be protected. All Oppenheimer personnel must comply with all applicable privacy laws in their handling of client matters and client and Oppenheimer records. Any questions about the applicability of privacy laws should be referred to the General Counsel.

4. CONFLICTS OF INTEREST

A conflict of interest occurs when your private interests (or the interests of a member of your family) interfere, or appear to interfere, in any way, with the interests of Oppenheimer. Conflicts of interest can arise when you (or a member of your family) take action or have interests that may make it difficult for you to perform your duties to Oppenheimer effectively. Conflicts of interest also arise when you (or a member of your family) receive improper personal benefits as a result of your position with Oppenheimer. Loans to, or guarantees of obligations of, any Employees or any of their family members are likely to pose conflicts of interest, as are transactions of any kind between Oppenheimer and any other organization in which you or any member of your family have an interest.

Engaging in any conduct that represents a conflict of interest is prohibited. If you have any doubt whether or not conduct would be considered a conflict of interest, please consult your manager, a Senior Officer or the General Counsel. You must also disclose any material transaction or relationship that could reasonably be expected to give rise to such a conflict to your manager, a Senior Officer, the Chief Compliance Officer or the General Counsel. Managers who have been advised of such conflicts should immediately notify their department head, a Senior Officer, the Chief Compliance Officer or the General Counsel. If a conflict of interest cannot be avoided, it must be managed in an ethical, responsible manner, so as not to create the perception of impropriety.

As a director, senior Officer, financial officer or Employee of Oppenheimer, it is imperative that you avoid any investment, interest or association that interferes, might interfere, or might be perceived to interfere, with your independent exercise of judgment in Oppenheimer's best interest.

Even if you do not have an actual conflict of interest, if other people think you do, they will be concerned that you cannot fulfill your obligations to Oppenheimer properly. It is therefore just as important to avoid the appearance or perception of a conflict of interest as it is to avoid an actual one. Being seen or thought to be in a conflict of interest can damage your reputation and Oppenheimer's.

A. Ownership of Securities and Outside Business Activities

As an Employee of Oppenheimer, you must report all outside business activities, including ownership of privately held stock and limited partnership interests, to your manager and to the Compliance Department so that a review for potential conflicts of interest can be conducted. Outside business activities and interests include serving as a partner or a stockholder in another business, as an officer in a family-owned business, or as an outside director of another company. They also include acting in a fiduciary capacity or being named as a beneficiary of a non-family client account. Volunteering for certain political organizations or candidates may also be considered an outside business activity. The appropriateness of you engaging in these and other types of outside business activities, interests, or investment opportunities depends on many factors, including the nature and extent of the outside interest, the potential for conflicts of interest, the relationship between Oppenheimer and the outside entities, and the duties involved. You must receive prior written approval for any outside business activity and private investment from the Chief Compliance Officer or his designee. You have an obligation to keep Oppenheimer apprised of these activities and provide updated information about the outside interests should any aspect of the outside activity change. Any such changes may require that the outside activity be subject to formal review by the Firm as outlined above and in the referenced Firm policy which may result in the Firm no longer permitting an Employee to engage in a previously approved outside activity. Service by you as a director, officer, or Employee of any other corporation or business must be authorized in writing by the Chief Compliance Officer or his designee. Unless approved in writing by your manager and the Chief Compliance Officer or his designee, you may not serve as a director of a publicly-traded company.

Directors of Oppenheimer should inform the Chairman and Chief Executive Officer of Oppenheimer Holdings Inc. as well as the Chief Compliance Officer or his designee prior to accepting appointments to the board or advisory boards of any public or privately held company. The disclosure requirements and other possible conflict-of-interest issues involved must be analyzed and discussed.

B. Public Office

You are required to notify and receive the written pre-approval of your manager and the Chief Compliance Officer or the General Counsel or their designee before committing to a candidacy for elective office or a formal position on a company committee and before accepting an appointment to a public or civic office. Oppenheimer must take steps to ensure that conflicts of interest are not raised by such campaign or public service. In general, if approved in writing as set forth above, you may run for and serve in local, elective, or appointed civic offices, provided the activity, including campaigning:

- occurs outside work hours;
- involves no use of Oppenheimer's name, facilities, client lists, other corporate assets, or corporate funding;
- is confined solely to you in your capacity as a private citizen and not as a representative of Oppenheimer; and

- does not present an actual or perceived conflict of interest for Oppenheimer, as determined in the sole judgment of Oppenheimer.

5. CORPORATE OPPORTUNITIES

You may not advance your personal interests, either directly or indirectly, nor may you seek to advance the direct or indirect interests of your friends, family, or others at the expense or to the detriment of Oppenheimer. You owe a duty to Oppenheimer to advance Oppenheimer's legitimate interests to the best of your abilities whenever the opportunity arises. You may not compete with Oppenheimer while employed by Oppenheimer. Additionally, you may not use Your status as an Oppenheimer employee, or Oppenheimer's assets, property, information, etc. to advance either directly or indirectly your interests or those of your friends, family, or others, even if You do not believe such action would harm Oppenheimer.

6. CONFIDENTIALITY OBLIGATIONS

A. Non-Public Information

You must maintain the confidentiality of information entrusted to you by Oppenheimer and provided by our clients, suppliers and service providers, unless disclosure is expressly authorized, required, or permitted by law. Confidential information includes all nonpublic information (regardless of its source) that might be of use to Oppenheimer's competitors or harmful to Oppenheimer or its clients, suppliers, or partners. In the conduct of its business, Oppenheimer receives a great deal of non-public information. Much of this information may be sensitive, with the potential to affect market conditions, negotiations, strategic positioning, and relationships with clients, competitors, suppliers or service providers. You must exercise care not to misuse non-public information obtained during your employment (as well as any non-public information received outside your employment), including client lists, information about Oppenheimer personnel and clients, and business plans and ideas. The obligation to maintain the confidentiality of information may be subject to legal or regulatory requirements to disclose that information. In such cases, the Office of the General Counsel will help determine what disclosure is required and how it is to be made. Reference is made to the Oppenheimer Insider Trading Policy which can be found on the Firm's Intranet.

B. Media, Publishing, and Public Appearances

You may not provide non-public corporate information to persons outside Oppenheimer, including the media. Any inquiries or questions relative to the media should be referred to the Chief Executive Officer of Oppenheimer Holdings Inc. or the General Counsel.

C. Client Information Privacy

Oppenheimer protects the confidentiality and security of client information. Oppenheimer's Privacy Policy for client information provides that:

- Oppenheimer does not sell or rent clients' personal information;
- you may not discuss the business affairs of any client with any other person, except on a strict need-to-know basis;
- Oppenheimer does not release client information to third parties, except upon a client's authorization or when permitted or required by law; and
- Third-party service providers and suppliers with access to client information are required to keep client information confidential and use it only to provide services to or for Oppenheimer.

7. FAIR DEALING

You must deal fairly with Oppenheimer's clients, suppliers, service providers, competitors, and Employees. Competitive advantage must result from superior performance, not unethical or illegal business dealings. While Oppenheimer seeks to outperform our competitors, it must be done honestly and fairly.

A. Unethical Behavior, Relationships with Competitors

You may not take unfair advantage of anyone through unethical or illegal measures, such as manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair practices. It is against Oppenheimer's policy to seek increased revenues by disparaging our competitors. Our goal is to increase business by offering superior and innovative financial products and services. Oppenheimer advertising must be truthful, not deceptive, and in compliance with applicable laws, regulations, and corporate policies. All advertising and marketing materials must be approved using the established approval procedures. You must guard against unfair competitive practices and exercise extreme caution to avoid conduct that might violate antitrust laws or other rules prohibiting anti-competitive activities. Violations may result in criminal, civil or regulatory proceedings and penalties. If a competitor or third-party proposes to discuss unfair collusion, price-fixing, or other anti-competitive activities, your responsibility is to object, terminate the conversation, or leave the meeting and report the incident promptly to your manager, a Senior Officer or the General Counsel. You must avoid any discussion with competitors of proprietary or confidential information, business plans, or topics such as pricing or sales policies – the discussion of which could be viewed as an attempt to make joint rather than independent business decisions.

B. Bribery, Gifts, Gratuities, Political Contributions, and Other Payments Related to Oppenheimer Business

You, your associates or members of your family may not, directly or indirectly, accept or receive bonuses, fees, gifts, frequent or excessive entertainment, or any similar form of consideration that is of more than nominal value from any person or entity with which Oppenheimer does, or seeks to do, business. It also is generally against corporate policy to give gifts or gratuities, other than within accepted guidelines, without receiving specific approval by the Chief Compliance Officer or the General Counsel or their designees. You may not give gifts of any value to U.S. government officials or certain organized labor union officials without specific approval by your manager and the Chief Compliance Officer, the General Counsel or their respective designees. You may not offer or give gifts of any value to foreign government officials without specific approval by the General Counsel. Bribery means the promising, offering, giving, requesting, agreeing to receive, accepting, or authorizing the giving or receiving of anything of value to induce or reward behavior that is "improper". Oppenheimer policy forbids bribes, payoffs, contributions, or payments of any kind, including any offer to do so, by any Oppenheimer Employee, directly or indirectly, to any person, government official, or entity for the purpose of improperly obtaining or retaining business or influencing consideration of any business activity. This policy covers all types of payments that may or may not be considered legal under the circumstances. Special rules may apply to payments or gifts (including entertainment) to officers, directors, employees, or other affiliates of government owned or controlled entities and certain highly regulated entities (such as banks or insurance companies), as well as entities located in certain jurisdictions. The Firm's policy on Solicitation of Business from Government Entities and the Firm's Anti-Corruption Policy can be found in the Firm's Compliance Manual located on the Intranet. If you witness any violation of this section, or if you receive a request from a foreign government official or a third party intermediary to pay a bribe to a foreign government official, you must report it immediately in accordance with Section 11 below.

8. RESPECT FOR THE INDIVIDUAL

A. Conduct Business Activities in an Atmosphere of Good Faith and Respect

It is Oppenheimer's policy to treat each individual and entity with dignity, consideration, and respect. All Oppenheimer Employees should be honest and fair with others, share the credit when credit is due, avoid public criticism of one another, and encourage an atmosphere in which openness, cooperation, and consultation are the norms. Internal relationships with fellow Employees should be based on the same high standards of integrity and ethical responsibility that are observed with Oppenheimer clients, shareholders, and the public.

Oppenheimer is committed to promoting diversity within its workforce; achieving diversity is an important competitive advantage in the global marketplace. Oppenheimer has a strict policy of equal opportunity in hiring, developing, promoting, and compensating Employees. We seek to attract, retain, and reward Employees who perform their work to the highest standards, basing promotions on qualification and merit. Discrimination is not tolerated on the grounds of race, national origin, religion, gender, age, disability, sexual orientation, veteran status, or membership in any other legally protected class. Just as we do not tolerate such discrimination in any form, we also do not tolerate sexual or any other form of harassment at any level of Oppenheimer. Employees who experience or observe work-related discrimination, harassment, or similar problems, whether by a fellow Oppenheimer employee, a business partner, vendor, client, or other person with whom Oppenheimer has a relationship, have an obligation to report it to their manager, the Director of Human Resources, a Senior Officer or the General Counsel. Managers who receive such a report should immediately notify their department head, the Director of Human Resources, a Senior Officer or the General Counsel.

Indebtedness between Employees is best avoided and must not reach a level that may compromise the objectivity essential in manager-employee relationships or in the discharge of job-related responsibilities. Any indebtedness between Employees and their direct or indirect supervisors (regardless of which one is borrower or lender) must be limited to nominal amounts.

9. PROTECTING OPPENHEIMER INFORMATION, ASSETS, AND PROPERTY

A. Business Use

You must protect Oppenheimer's assets and ensure their efficient use. You may only use Oppenheimer property for legitimate business purposes. Any suspected fraud or theft of Oppenheimer property must be reported to your manager and the General Counsel for investigation immediately. Oppenheimer's assets include but are not limited to our capital, facilities, equipment, proprietary information, technology, business plans, ideas for new products and services, trade secrets, inventions, copyrightable materials, and client lists. Information owned by Oppenheimer must be treated with the same care as any other asset, and every Oppenheimer Employee has a role in protecting its confidentiality and integrity.

B. Proprietary Information and Intellectual Property

Your obligation to protect Oppenheimer's assets applies to our proprietary information. Proprietary information includes business, marketing, and service plans; unpublished financial data and analyst and other reports; databases; customer information; and salary and bonus information, as well as intellectual property such as trade secrets, patents, trademarks, and copyrights. Unauthorized use or distribution of

this material is a violation of Oppenheimer's policy, and it may also be illegal and result in civil and criminal proceedings and penalties. Intellectual property refers to a company's intangible assets, such as the company's business methods, inventions, trademarks, and publications. All inventions, trademarks and copyrightable material conceived by an Employee within the scope of his or her employment are the exclusive property of Oppenheimer, and as a condition of continued employment, the Employee must do whatever is necessary to transfer to Oppenheimer the technical ownership of such inventions, trademarks or materials. It is the responsibility of every Employee to protect Oppenheimer's intellectual property. In addition, Oppenheimer also respects the intellectual property of other parties. The unauthorized use of another party's patented, trademarked, or copyrighted (electronic, audio, video, text) materials is strictly prohibited, regardless of their source. In addition, Oppenheimer does not permit the use of software or other devices whose primary purpose is the circumvention or violation of another's intellectual property rights. Please contact the General Counsel with questions about the proposed use of another party's intellectual property and for appropriate contracts.

C. Compliance with Internal Controls

Oppenheimer maintains and enforces a strong, effective system of internal controls to safeguard and preserve its information and assets, and the information and assets of its clients, and its investors. These controls are designed to ensure that business transactions are properly authorized and carried out, and that all reporting is truthful and accurate. These administrative and accounting control systems are the responsibility of each group in the Oppenheimer organization. All business transactions require authorization at an appropriate management level. Any Employee who is responsible for the acquisition or disposition of assets for Oppenheimer, or who is authorized to incur liabilities on Oppenheimer's behalf, must act prudently in exercising this authority and must be careful not to exceed his or her authority. Equally important, every Employee must help ensure that all business transactions are executed as authorized. Transactions must be properly reflected on Oppenheimer's books and records. Every Employee is involved, if not in the authorization or execution of business transactions, in some level of reporting. This may include reporting travel and entertainment expenses or recording work hours on a timecard. It is important that all reporting be done honestly and accurately and that Employees cooperate fully with both internal and independent audits.

10. OPPENHEIMER WRITTEN AND ELECTRONIC COMMUNICATIONS

You must use Oppenheimer's information and communication systems properly and judiciously. Oppenheimer has strict policies on use of the Internet and on written and electronic communications with which you must comply. The Firm's policy on electronic communications may be found in the Compliance Manual located on the Firm's Intranet.

A. Access to the Internet

Oppenheimer has strict policies on Internet access. Only authorized connections are permitted, and access to the Internet must be accomplished via an approved security gateway. Furthermore, you are not permitted to link to the Internet from Oppenheimer offices via modem dial-up services or other external service providers without the express approval of the Chief Compliance Officer and the Director of IT. Additionally, you should exercise good judgment when using the Internet during business hours for personal and non-business purposes. You may not do any of the following:

- transmit, copy, or download any material, including sexually explicit images or messages and materials containing racial, ethnic, or other slurs, that may defame, embarrass, threaten, offend, or harm an Oppenheimer Employee or client or the general public;

- transmit or post non-public corporate information about Oppenheimer or any company or any person employed by Oppenheimer to any organization or individual not authorized by Oppenheimer to receive or possess it;
- attempt to gain access to any computer, database, or network without authorization or willfully propagate computer viruses or other disruptive or destructive programs;
- distribute unsolicited e-mail messages, advertisements, or postings to multiple newsgroups, individuals, or organizations (e.g., “spamming”); and
- use electronic means for the purpose of gambling or to send or forward chain letters. You may not establish e-mail addresses or domain names that attempt to trade on, or are derived from, the Oppenheimer name or any corporate, brand names or domain names used within the Oppenheimer organization; if such use is identified, immediate relinquishment will be requested. You should not register domain names on behalf of Oppenheimer and may not establish Internet websites related to Oppenheimer business without approval from your manager and the Chief Compliance Officer and Director of Information Technology. You are reminded to be sure that your system passwords are secure. Inappropriate conduct in respect of the usage of Oppenheimer’s communications systems will lead to disciplinary action, including revocation of privileges, immediate termination, and referral to regulatory authorities.

B. Written and E-Mail Communications

Electronic communications should be treated with the same care as any other business communication. Any communication relating to Oppenheimer business must be of an appropriate nature, must not violate the legal rights of Oppenheimer, any Oppenheimer Employee, or third party, and must be transmitted, stored, and accessed in the manner that safeguards confidentiality and complies with applicable law. All written communications, including those electronically delivered, should be clear, concise, and professional in tone and content. Communications for personal, non-business purposes should be kept to a minimum.

C. Communications Monitoring

All electronic communications relating to Oppenheimer business must be made through the Oppenheimer network unless the Chief Compliance Officer or the Director of Information Technology has expressly authorized another means. Electronic communications, including connections to Internet and Intranet websites using Oppenheimer computing or network resources, are the property of Oppenheimer and are subject to monitoring and surveillance in accordance with applicable law. Communications by certain Oppenheimer personnel are subject to detailed supervisory requirements. Oppenheimer’s personnel should use good judgement and not access, send, create or share information that they would not want to be seen or heard by others.

D. Prohibition on Electronic Communications on Non-Approved Firm Devices and Applications

The Firm has a strict prohibition on any electronic communication relating to Firm business on non-approved Firm devices or applications. Business communications are any message that relates to the business of Oppenheimer. Business communications include communications between employees, vendors, clients and friends. The Firm has a variety of ways to communicate that allow the messages to be retained and preserved as required by regulators. The Compliance Department can assist you with any questions on how to access these tools.

Any violation of this policy is a violation of industry regulations and Firm policy. If you engage in these types of communications, the Firm will impose discipline and you may be required to turn your device over to the Firm for further review.

11. REPORT PROBLEMS OR IRREGULARITIES

If you believe that you may have breached the Code or a supplemental code or guideline that applies to you, or have observed:

- a breach of the Code or a supplemental code or guideline by another Oppenheimer Employee;
- violations of law, regulations or rules pertaining to any activity, policy, or practice by Oppenheimer or its Employees including but not limited to violations of OFAC regulations or other applicable sanctions regulations (other than those concerning financial matters, which are governed by the Whistleblower Policy Supplement attached hereto);
- discrimination by any Oppenheimer Employee, business partner, vendor, client, or other person with whom Oppenheimer has a relationship (see Section 8 for details);
- a serious weakness or deficiency in Oppenheimer's policies, procedures or controls which might enable breaches to occur or go undetected; or
- activities, policies, or practices by Oppenheimer or its Employees that pose any danger to public health or safety, or to the health or safety of any person or persons

(collectively "Reporting Matters" and each individually a "Reporting Matter") you have a responsibility to Oppenheimer, your fellow Oppenheimer Employees and yourself to report it immediately.

Oppenheimer encourages Employees and former Employees to notify it promptly of any Reporting Matters, even if the underlying facts are not known and only suspected. As soon as an Employee or former Employee has a reasonable belief of facts relating to any Reporting Matter, you should feel comfortable reporting it, even in the absence of proof or hard evidence. Oppenheimer has established protocols for Employees and former Employees to notify Oppenheimer of such matters in a safe, reliable and, if desired, confidential manner.

You may report any Reporting Matters to the Lead Director in the case of a Reporting Matter regarding directors and executive officers. For all other Employees you can report to your manager, that Employee's manager, a senior officer, the Chief Compliance Officer or the General Counsel. Any manager in receipt of such a report should immediately escalate it to one of the individuals listed in Section 14 of the Code. To the extent that an individual listed in Section 14 of the Code receives such a report, such individual(s) should (i) immediately contact the General Counsel so that such report may be recorded in a central repository and (ii) promptly take all appropriate actions necessary to investigate or see that the appropriate individuals take all appropriate actions necessary to investigate the report.

Employees may submit Reporting Matters to the Director of Human Resources of Oppenheimer & Co. Inc. (the "HR Director"). The HR Director may be contacted at:

Ms. Jaime Bridges
Executive Director – Director of Human Resources
Oppenheimer & Co. Inc.
3310 W. Big Beaver Road, Suite 260
Troy, MI 48084 U.S.A.
Tel: (248) 637-8338

Fax: (248) 637-8390
Email: jaime.bridges@opco.com

If an Employee would like to contact Ms. Bridges anonymously, he or she may do so by regular mail or by delivery marked “CONFIDENTIAL – TO BE OPENED BY ADDRESSEE ONLY” to the address listed above.

If an Employee seeking to report a Reporting Matter is not comfortable contacting the HR Director or believes that the HR Director may have a conflict of interest in handling a complaint or concern, or if the HR Director is unavailable and the matter is urgent, the Employee may submit his or her complaint or concern marked “CONFIDENTIAL – TO BE OPENED BY ADDRESSEE ONLY” directly to the General Counsel (the “**General Counsel**”), Mr. Dennis McNamara, who may be contacted at:

Dennis P. McNamara, Esq.
Executive Vice President and General Counsel
Oppenheimer & Co. Inc.
85 Broad Street
22nd Floor
New, York, NY 10004 U.S.A.
Tel: (212) 668-5771
Fax: (212) 667-5318
E-mail: dennis.mcnamara@opco.com

An Employee wishing to report a Reporting Matter on an anonymous basis to the General Counsel, may do so by regular mail or delivery marked “Confidential – To Be Opened by General Counsel Only”, to the attention of Dennis P. McNamara, at the address specified above. The fax number given above is maintained in Mr. McNamara’s office for confidential communications and employees may fax a complaint or concern to this fax number on a confidential basis.

Finally, if an Employee would prefer to report a complaint to someone independent of Oppenheimer or make a report anonymously an Employee may contact Oppenheimer’s independent third party hotline service called INTOUCH by calling toll-free to 1-844-237-2471 or, to make a complaint online, by visiting the INTOUCH website at www.InTouchWebsite.com/opco.

Failure to report a known breach of the Code may result in serious consequences. If a problem or irregularity has been referred to you, you must resolve the issue or refer it appropriately using the chain of communication referred to below.

Oppenheimer recognizes that, from time to time, you may be uncertain about an appropriate course of action. In all such cases, immediately seek the advice of your manager, a senior officer, the Chief Compliance Officer or the General Counsel. Consult a still more senior officer or one of the persons referred to below if you do not receive what you consider to be a reasonable response from any such person.

If you are not satisfied with the resulting response or action, you should contact or write without fear of reprisal to the Chief Executive Officer of Oppenheimer Holdings Inc. or the General Counsel. You will be protected by Oppenheimer from retaliation or reprisal if you, in good faith, report actual, suspected or perceived breaches of the Code, or supplemental codes or guidelines or problems with Oppenheimer policies, procedures or controls.

All complaints or concerns regarding accounting, internal accounting controls or auditing matters must be made in accordance with Oppenheimer's Financial Reporting Whistleblower Policy which appears as a supplement to the Code.

All Employees are expected to cooperate in any internal investigation of misconduct.

Retaliation of any kind against any Employee of the Firm who submits in good faith a complaint or concern regarding violations of the Code, or who assists in good faith any investigation of any alleged wrongdoing, is strictly prohibited. An Employee who knowingly and intentionally files a false report or provides false or deliberately misleading information in connection with a Reporting Matter may face disciplinary action.

12. WAIVERS OF THE CODE

Any waiver of the Code for Senior Officers, including directors or executive officers, may be made only by the Oppenheimer Holdings Inc. Board or the appropriate Board committee and will be promptly disclosed publicly as required by law or stock exchange regulations.

13. BREACHES OF THE CODE

Breaches of the Code (and supplemental codes or guidelines) or reported problems with Oppenheimer policies, procedures or controls will be dealt with promptly and fairly. Any breach of the Code (and supplemental codes or guidelines) is a serious matter, and can result in action up to and including termination of employment. Oppenheimer has published on the intranet memos outlining the consequences for various types of violations and Employees should familiarize themselves with those memos. Oppenheimer may be required to report certain types of breaches to regulatory authorities, in which case the director, officer or Employee may be subject to civil or criminal proceedings and penalties.

14. SOURCES OF ASSISTANCE

You are expected to know and understand this Code. If you have questions or concerns consult your supervisor or your manager. If this is not appropriate or if you need further guidance, you may consult any of the following as you believe appropriate:

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| Ms. Jaime Bridges Managing Director – Director of Human Resources | Oppenheimer & Co. Inc. 3310 W. Big Beaver Road, Suite 260 Troy, MI 48084, U.S.A. Tel: (248) 637-8338 Fax: (248) 637-8390 Email: jaimie.bridges@opco.com |
| Mr. Douglas Siegel Managing Director – Chief Compliance Officer Oppenheimer Companies | Oppenheimer & Co. Inc. 85 Broad Street, 22nd Floor New York, NY 10004, U.S.A. Tel: (212) 667-8150 Fax: (212) 668-8081 Email: douglas.siegel@opco.com |
| Mr. Thomas Riordan Managing Director – Director of IT | Oppenheimer & Co. Inc. 85 Broad Street, 26th Floor New York, NY 10004, U.S.A. |

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| | Tel: (212) 668-8192 Fax: (212) 668-8101 Email: thomas.riordan@opco.com |
| Dennis P. McNamara, Esq. Executive Vice President and General Counsel | Oppenheimer & Co. Inc. 85 Broad Street, 22nd Floor New York, NY 10004, U.S.A. Tel: (212) 668-5771 Fax: (212) 667-5318 E-mail: dennis.mcnamara@opco.com |
| Mr. Albert G. Lowenthal Chairman and CEO | Oppenheimer Holdings Inc. and Oppenheimer & Co. Inc. 85 Broad Street, 22nd Floor New York, NY 10004, U.S.A. Tel: (212) 668-5782 Fax: (212) 943- 8728 E-mail: albert.lowenthal@opco.com |
| Mr. Paul Friedman Lead Director | 11 Deerfield Lane Scarsdale, NY 10583, U.S.A. Tel: (917) 721-9861 E-mail: paul.friedman11@gmail.com |

Nothing in this policy shall prohibit or restrict the Claimant from lawfully: (A) initiating communications directly with, cooperating with, providing relevant information to, or otherwise assisting in an investigation by the U.S. Securities and Exchange Commission ("SEC"), FINRA, or any other governmental or regulatory body or official or SRO regarding a possible violation of any applicable law, rule, or regulation; (B) responding to any inquiry from any such governmental or regulatory body or official or SRO or governmental authority, including an inquiry about the existence of this Settlement Agreement or its underlying facts or circumstances; or (C) testifying, participating, or otherwise assisting in an action or proceeding relating to a possible violation of any such law, rule, or regulation. Further, nothing in this Settlement Agreement shall prohibit or restrict the Claimant (or his/her attorney) from initiating communications directly with, or responding to any inquiry from, or providing testimony before, the SEC, FINRA or any other SRO, or any other federal or state regulatory authority, regarding this settlement or its underlying facts or circumstances, or regarding any potentially fraudulent or suspicious activities. Nor does this Policy require the Claimant to notify Oppenheimer of any such communications, cooperation, assistance, responses to inquiries, testimony, or participation as described in this paragraph.

