VAST RATINGS

Segregation of Commercial and Analytical Activities Policy

VAST Ratings

EXECUTIVE SUMMARY

Objective: To set forth the requirements regarding the segregation of commercial and Analytical Activities.

1. OVERVIEW

VAST is a commercial enterprise. It receives compensation from Rated Entities and other third parties, in return for analysis performed with respect to Ratings.

When assigning Ratings, rating committees may only consider factors relevant to the creditworthiness of a Rated Entity or a Security. An existing or potential business relationship between VAST and the Rated Entity or any other third party must not be considered as part of the Analytical Activities.

To manage potential conflicts of interest arising from Analysts being influenced by business or financial considerations, Analysts are prohibited from participating in negotiations or discussions regarding fees or payments from Rated Entities or other third parties. Rather, Business and Relationship Management Group ("BRM") is responsible for carrying out all marketing and commercial activities on behalf of VAST.

For the avoidance of doubt, the fact that Analysts are aware generally that VAST receives compensation for its analytical work does not mean that Analysts are influenced by business considerations. All VAST employees are subject to this policy and must not take any action that could result in a contravention of any provision herein.

2. DEFINITIONS

"Analyst" and "Primary Analyst" shall have the meaning as set forth in VAST's Rating Process Manual (RPM).

"Analytical Activities" means the evaluation, approval, review and issuance of Ratings, including the analysis of data and information, and developing or approving criteria or methodologies used for determining Ratings, including qualitative and quantitative models.

"Analytical Views" means the views of an Analyst or Analysts relating to Ratings, Securities, Rated Entities, transactions, sectors, countries, markets, research, criteria, methodologies, credit considerations or other related matters, including, without limitation, factual discussions about the products or services of VAST.

"Confidential Information" shall have the meaning as set forth in VAST's Confidential Information Policy.

"EMS" means the Exception Management System.

"Market Share Information" means the information as to the relative size, however measured, of VAST's share of the Ratings business, compared to other rating agencies, in a particular country, sector, product or other category or classification group, which information is not otherwise publicly available.

"Need to Know" shall have the meaning set forth in VAST's Confidential Information Policy.

"Private Ratings" are Ratings that VAST has not published on its website, www.vastratings.com.

"Public Rating" means a "credit rating" as described in VAST's Rating Definitions, which (i) is publicly available on VAST's website, www.vastratings.com and/or (ii) the issuer has indicated to VAST in writing that the issuer intends to request that VAST publish.

"Rated Entity" means, along with its agents: (i) the issuer or obligor with respect to any Security that has received or is expected to receive, as the case may be, a Rating from VAST or (ii) an entity to which VAST has assigned or is expected to assign, as the case may be, a Rating.

"Rating" shall have the meaning set forth in VAST Code of Conduct and Ethics.

"Security" or "Securities" means any security, or other financial instrument.

"Senior Analytical Management" means, collectively, the Chief Rating Officer and all other group managers designated from time to time.

"VAST" means VAST Ratings, LLC.

3. ANALYST COMMUNICATIONS OF ANALYTICAL VIEWS

Subject to the confidentiality obligations in VAST's Confidential Information Policy and the prohibitions set forth in Section 8 below, Analysts may discuss or communicate their Analytical Views with BRM or any third party.

4. PROHIBITION ON ANALYST INVOLVEMENT IN FEE NEGOTIATIONS

4.1 Analysts are prohibited from:

(a) Initiating or participating in negotiations or discussions regarding fees or payments to VAST related to any Rating, with any Rated Entity or other third party, or otherwise being provided information pertaining to engagement-specific fees or billing relating to a Rating.

(b) Subject to Sections 9, 10 and 11 below, participating in sales or marketing of Ratings or other products or services of VAST or any of its affiliates; and

(c) Otherwise considering sales or marketing considerations when assigning, or taking any subsequent actions with respect to, Ratings.

4.2 Despite VAST's controls, it is not always possible to prevent Analysts from receiving communications that contain fee or billing information. If an Analyst receives such information in violation of this Policy, relevant staff must ensure that the matter is promptly recorded in compliance with EMS, documenting all required remediation steps as is set forth in applicable operating procedures or process manuals, including, VAST's Rating Process Manual (RPM).

4.3 It is permissible for Analysts to become aware of fee or billing information related to a Rating that is publicly disclosed (e.g., through public offering documents for capital market issuance purposes or in a public tender document) or included in a prospectus or offering document. Receipt of fee or billing information in such circumstances is not a violation of this Policy and need not be recorded.

5. BRM NEGOTIATION OF FEES AND BILLINGS

5.1 BRM is responsible for pricing each request for Ratings. Only BRM (and on their behalf members of the Finance, accounting or billing departments, referred to collectively as "Finance", and members of the Legal Department) may communicate with a Rated Entity or other third-party regarding fees or billings.

5.2 BRM and Finance are responsible for obtaining and recording all fee-related information, and for entering it into the appropriate systems.

5.3 All questions regarding fees, billings or general pricing policies received by Analysts, must be referred to the appropriate contact within BRM or Finance. Analysts may not provide the information to the requestor.

5.4 BRM and Finance must not communicate (in email or otherwise) information concerning individual fees or billings for Ratings to or with Analysts.

6. BRM COMMUNICATIONS TO ANALYSTS

To ensure that Analysts can perform their Analytical Activities in an environment free from commercial or financial pressure or influence, BRM must appropriately manage their communications with Analysts.

6.1 BRM may make a reasonable and balanced inquiry to an Analyst regarding Analytical Activities that is intended to clarify facts or the basis for an Analytical View.

6.2 However, BRM may not call into question, lobby or otherwise pressure an Analyst with respect to:

(a) Taking (or refraining to take) a particular Rating Action.

(b) Proposed changes to criteria or methodologies.

(c) Instances where the level of an indicative/initial, expected, or final Rating was lower than preliminary feedback initially provided to a Rated Entity or other third party.

(d) The recommendation or vote of a particular Analyst in a rating committee; or

(e) Other negative commercial implications or relationship issues that may arise from Analytical Activities and/or a Rating Action, including without limitation, negative commercial implications or relationship issues that may arise in connection with a product or service offered by VAST.

7. VAST FINANCIAL & MARKET SHARE INFORMATION

Analysts may not be provided VAST's financial or Market Share Information other than as is set forth below.

7.1 VAST's Financial Information

Analysts are prohibited from receiving revenue information, P&L statements and other non-public documents describing the financial performance of VAST (collectively, "Financial Information") other than as follows:

(a) Regional/Sector-Level Information. Finance may periodically provide aggregated VAST revenue, budget, and expense items such as salary and travel, to Senior Analytical Management, to assist them in planning hiring needs for Analysts, and managing Analysts' expenses. This information may also be provided to Senior Analytical Management in the course of internal planning sessions, consistent with the requirements set forth below, and to monitor the execution of those plans, and also as part of regular update meetings for Senior Analytical Management.

(b) Aggregated Financial Information. Analysts may periodically receive aggregated information on the overall financial performance of VAST, in the context of discussions related to compensation.

7.2 Market Share Information.

Analysts may receive Market Share Information only as follows:

(a) For purposes of demonstrating VAST's knowledge of, coverage of or depth in a particular market or sector, BRM may include or mention Market Share Information in joint Analytical / BRM presentations, discussions and meetings with Rated Entities and other third parties.

(b) Senior Analytical Management may receive relevant Market Share Information during internal planning sessions, consistent with the requirements set forth below in Section 9, and to monitor the execution of those plans.

(c) If, as part of communicating strategic objectives set by VAST, high-level Market Share Information is disclosed to all VAST employees.

8. INFORMATION SHARING BETWEEN BRM & ANALYSTS

8.1 Providing Advance Notice of Rating-Related Information to BRM

(a) Need to Know Rule. In many cases BRM has a Need-to-Know about Rating Actions and other related information in advance of the publication. These reasons may include enabling BRM to be prepared for calls from Rated Entities and other third parties, or to manage a commercial relationship more effectively. Accordingly, Analysts may provide to BRM staff with Need-to-Know advance (pre-publication) information regarding:

- A Rating Action with respect to a Private Rating because the Rated Entity has specified in writing its intention that the Rating be published at a future point;

- A Rating Action with respect to a Public Rating;

- Research or other report to be issued; and

- Criteria exposure drafts to be posted for comment.

(b) If BRM receives Confidential Information pursuant to this Section, it must maintain the confidentiality of that Confidential Information per the requirements in VAST's Confidential Information Policy until the information becomes publicly available.

8.2 Sharing of Market Intelligence

(a) Analysts may notify BRM (and vice versa) of changes in other rating agencies' staff, products, services or criteria, or issues/errors of other rating agencies.

(b) In addition to other types of permissible sharing of Confidential Information as may be set forth in VAST's Confidential Information Policy, BRM may share with Analysts (and vice versa) feedback they receive from Rated Entities or other third parties regarding:

- Rating Actions;

- Other analytical products, criteria or publications; or

- The products or services of other rating agencies, including relative strengths/weaknesses of those products or services.

However, if negative feedback or an unfavorable comparison of VAST or its Analytical Activities is provided to BRM from an issuer or investor, then BRM should deliver the information to an Analyst of a sufficiently senior level, with care taken so as to not appear to be pressuring or influencing the applicable Analytical Activities. Care should be taken in passing on feedback about potential changes to criteria.

(c) For planning, educational or market intelligence purposes, BRM may solicit information or views from Analysts, and Analysts may provide information or views to BRM, relating to:

- Subject to VAST's Confidential Information Policy, Rated Entities and other third parties (including unrated entities to whom BRM is marketing VAST's products and services) which BRM may seek to contact to establish or advance a commercial relationship;

- Which Rated Entities or sectors may be more (or less) active in the capital markets at a given point of time; and

- VAST's credit or other views on a Rated Entity, sector or market compared to those of other rating agencies, including the rating level of competitors and whether their criteria are likely to lead to higher or lower ratings.

9. INTERNAL JOINT MEETINGS WITH BRM & ANALYSTS

9.1 Analytical Team Meetings

(a) While periodic attendance at analytical team meetings may be appropriate, BRM staff may not regularly attend internal analytical team meetings where analytical matters such as upcoming rating committees, likely Rating Actions, etc., are expected to be discussed.

(b) If BRM attends an internal analytical team meeting, they must leave the room/meeting prior to any discussion of non-public Rating Actions or other information prohibited by this Policy or VAST's Confidential Information Policy being disclosed to BRM.

9.2 Internal Planning Sessions

(a) BRM and Analysts may attend or participate in certain parts of each other's planning sessions or similar meetings, provided that:

- Analysts are assigned topics, presentations and agenda items that focus only on credit, criteria and other analytical matters, including capital market developments.

- BRM staff are assigned topics, presentations and agenda items that focus only on commercial competitive aspects; and

- BRM and Analyst managing directors participating in the planning sessions are responsible for carefully considering and managing any perception issues that may arise from "joint" presentations or materials.

(b) In addition, BRM may, during this planning process, consult Senior Analytical Management in developing revenue budgets, in revising relevant fee schedules, and to better understand the complexity of transactions for fee-setting purposes.

(c) However, in the context of these meetings and consultations, only Senior Analytical Management may access materials containing, or participate in discussions relating to, non-public Financial Information or Market Share Information. All other Analysts must leave the room/meeting prior to such discussions and may not receive or review the related documentation or presentations.

10. EXTERNAL JOINT MEETINGS WITH BRM & ANALYSTS

10.1 Joint meetings with BRM, Analysts, Rated Entities and/or other third parties are permitted so long as:

(a) Analysts leave the room/meeting before BRM begins discussing commercial matters or fee structures; and

(b) BRM leaves the room/meeting before the Rated Entity or other third parties begin the process of providing Confidential Information of the Rated Entity relevant to the assignment of ratings. However, Confidential Information may be shared subsequently with BRM as permitted by VAST's Confidential Information Policy.

10.2 In addition to the requirements above, the following additional restrictions and conditions apply depending on the type of meeting:

(a) Commercial-Focused Meetings. Meetings, discussions or other interactions organized for the primary purpose of enabling VAST to secure new business, or future business from existing Rated Entities, must be led by BRM. Analysts may attend or participate in such meetings only for the purpose of communicating Analytical Views.

(b) Dual-Purpose Commercial/Analytical Meetings. Meetings, discussions or other interactions designed to cover both commercial and analytical topics, must include both a BRM representative and an Analyst to address their respective topics.

(c) Meetings that include a discussion of criteria or methodologies. If such meetings include any discussion of the potential commercial impact of VAST's criteria (including potential changes to criteria) then this element of the meeting must only involve BRM and any analysts must leave the room.

11. BUSINESS EVENTS & ENTERTAINMENT

Analysts may attend or be present at social events, networking events, conferences or dinners together with BRM, Rated Entities and other third parties, provided they do so in accordance with VAST's Securities Trading and Conflicts of Interest Policy.

12. QUESTIONS

For questions concerning this Policy, please contact Compliance at compliance@vastratings.com.