

## **MANNING & NAPIER, INC.**

### **INSIDER TRADING AND CONFIDENTIALITY POLICY STATEMENT**

This statement represents the Insider Trading and Confidentiality Policy (this “Policy”) adopted by the Board of Directors of Manning & Napier, Inc. (collectively with its subsidiaries, the “Company”) with respect to (i) the trading of securities issued by the Company, including, without limitation, common stock, convertible or derivative securities and debt securities (collectively, the “Company Securities”) and (ii) the receipt and use of material non-public information by officers, directors, employees, consultants, independent contractors, outside advisers, and other temporary insiders, including, without limitation, investment bankers, analysts, accountants and attorneys, who provide services to the Company (collectively, “Employees”). Generally, any entities, independent retirement accounts, trusts or family members whose trading activities are controlled or influenced by Employees and individuals who share a household with an Employee are also subject to this Policy.

As an essential part of their work, Employees use or have access to material non-public information. Those persons who possess or monitor such information hold a special position of trust and confidence toward it. Court decisions and administrative decisions of the Securities and Exchange Commission (the “SEC”) interpreting the anti-fraud provisions of federal securities laws generally make it unlawful for any person to trade securities while in possession of material non-public information, or to selectively disclose such information to others who may trade. Violation of these provisions may result in civil and criminal penalties, including fines and imprisonment. Although there are exceptions to these prohibitions, these exceptions are limited.

#### **A. Definitions**

“Non-public” information is any information that has not been disclosed generally to the marketplace. Information received about a company under circumstances which indicate that such information is not yet in general circulation are also considered non-public.

“Material” information is any information, positive or negative, about a company or the market relating to a company’s securities, which is likely to be considered important by a reasonable investor in determining whether to trade. While it is not possible to identify in advance all information that will be considered material, some examples include: earnings, dividend actions, mergers and acquisitions, major new products, major personnel changes, unusual gains or losses in operations, regulatory approval for new products, internal financial information which departs in any way from market expectations or the acquisition or loss of a major contract or important financial transaction. The Company emphasizes that this list is merely illustrative and that courts have historically given a broad interpretation to what is deemed “material” information.

## **B. Statement of Policy**

While in possession of non-public material information regarding the Company, Employees are prohibited from (i) trading in Company Securities, (ii) gifting Company Securities, (iii) engaging in any other action to take advantage of such information and (iv) provide such information to others outside the Company, including family and friends. This policy is applicable to all material nonpublic information relating to any other company with publicly-traded securities obtained in the course of employment or association with the Company.

This Policy continues to apply to transactions in Company Securities even after employment with, or tenure as a director or officer of, the Company has terminated. If Employees are in possession of material non-public information when their employment, or tenure as a director or officer, terminates, he or she may not trade in Company Securities until that information has been publicly released for at least one full business day.

In addition to the above restrictions relating to the receipt and use of material non-public information, Employees are required to trade Company Securities in strict accordance with the guidelines set forth herein, including the types of Company Securities that Employees are permitted to trade and, for certain Employees, the timing of such trades.

## **C. Nondisclosure of Material Nonpublic Information**

Maintaining the confidentiality of the Company's information is essential for competitive, security, and other business reasons, as well as to comply with federal securities laws. Employees should treat all information they learn about the Company or its business plans in connection with their employment as confidential and proprietary to the Company. Inadvertent disclosure of confidential information or nonpublic information may expose the Company and Employees to significant risk of investigation and litigation.

On occasion, it may be necessary to disclose material non-public information regarding the Company to persons outside the Company for legitimate business reasons. In such circumstances, the information should not be conveyed until an understanding, preferably in writing, has been reached that such information is not to be used for trading purposes and may not be further disclosed other than for legitimate business reasons; provided, that such understanding need not be reached in connection with the disclosure of such information to the Company's legal counsel or independent auditors in connection with their provision of services to the Company.

## **D. Tipping**

Employees in possession of non-public material information may be in a position to disclose such information to a third party (a "tippee") who profits financially by buying or selling or in some other way dealing in the Company Securities. For anyone to pass on, or "tip"

the information to someone who gains personal benefit is illegal. Employees may be held liable for transactions affected by a tippee, or even a tippee of a tippee.

## **E. Short Term and Speculative Transactions**

The Company considers it improper and inappropriate for Employees to engage in short-term or speculative transactions in Company Securities. Therefore, Employees may not engage in any of the following transactions:

### **1. Short-Term Trading**

Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), imposes reporting requirements and trading restrictions on the Company’s officers and directors and individuals who own ten percent or more of a class of Company Securities (collectively, “Section 16 Individuals”). Section 16 requires them to file reports with the SEC of transactions and holdings involving the Company Securities and disgorge to the Company any profits realized on “short-swing transactions” (*i.e.*, any purchase and sale, or sale and purchase, of the Company Securities within a period of less than six months); and refrain from engaging in short sales of the Company Securities. Short-term trading of Company Securities by any Employees creates an appearance of impropriety and may unduly focus Employees on the Company’s short-term stock market performance instead of the Company’s long-term business objectives. Accordingly, Employees who purchase Company Securities in the open market may not sell any Company Securities of the same class during the six months following the purchase, nor may Employees purchase Company Securities for six months following a sale. This prohibition applies only to purchases in the open market, and not to stock option exercises, other employee benefit plan acquisitions or other transactions to which Section 16 does not apply.

### **2. Short Sales**

Short sales of Company Securities evidence an expectation on the part of the seller that the securities will decline in value, and therefore signal to the market that the seller lacks confidence in the Company and its short-term prospects. In addition, short sales may reduce the seller’s incentive to improve the Company’s performance. Accordingly, short sales of Company Securities by Employees are strictly prohibited.

### **3. Publicly Traded Options**

A transaction in options is, in effect, a bet on the short-term movement of the Company’s stock price and therefore creates the appearance that a person is trading based on inside information. Transactions in options also may focus the attention of Employees on short-term performance at the expense of the Company’s long-term objectives. Accordingly, transactions by Employees in puts, calls or other derivative securities, on an exchange or in any other organized market, are strictly prohibited.

The foregoing bullet points assume with respect to Company Securities that such Company Securities have been registered with the SEC and have been listed on a national stock exchange.

#### **F. Trading Window Periods**

Employees with access to the Company's quarterly earnings information (regardless of whether such access is to the quarterly earnings information of the Company as a whole or only one or more of the Company's subsidiaries) prior to the release of such information to the public are permitted to trade Company Securities only during four yearly "trading window periods." The four window periods are the 30-day periods commencing on the *second* trading day following the date of release to the public of the Company's earnings for the prior fiscal quarter. Generally, the earnings release will occur between 25 and 45 days after the end of each fiscal quarter. For example, if the earnings for the fiscal quarter ended on March 31st are released on May 8th, trades may be made only during the 30-day period commencing on May 10th (assuming May 8, 9 and 10 are trading days that year).

All Employees required to trade during trading window periods must contact the Chief Legal Officer prior to any trade in Company Securities at any time of the year, whether during a trading window period or not. Such Employees wishing to trade other than during a trading window period may make application for an exception to this Policy based on good cause. Applications for an exception must be made for each transaction, prior to the transaction, and will be reviewed and decided in management's sole discretion.

Employees are required to contact the Chief Legal Officer prior to making any trades so that appropriate filings, if any, with the SEC can be coordinated. Note, however, such Employees, and not the Company, have the responsibility to ensure that required filings are made on a timely basis.

#### **G. Interim Earnings Guidance**

The Company may on occasion issue interim earnings guidance or other potentially material information by means of a press release, SEC filing on Form 8-K, or other means designed to achieve widespread dissemination of the information. From time to time, an event may occur that is material to the Company and is known by only a few directors or executives. So long as the event remains material and nonpublic, the persons who are aware of the event may not trade in Company securities.

#### **H. Stock Options**

The restrictions outlined above do not apply to or affect the ability of Employees to exercise stock options. However, they do apply to the sale of the shares issued upon exercise of such stock options, including any sale of stock as part of a broker-assisted cashless exercise of any option.

## **I. Pension Plan Blackout Period**

Employees are prohibited from, directly or indirectly, selling shares of Company Common Stock during a pension plan blackout period that temporarily prevents plan participants or beneficiaries from engaging in equity securities transactions through their plan accounts; provided, however that, with the prior approval of the Company, an Employee may sell shares of Company Common Stock during a pension plan blackout period if such Employee can conclusively demonstrate that those shares of Company Common Stock were not acquired in connection with his or her service or employment as a director or officer of the Company.

## **J. Trading Plan**

Purchases or sales of Company Securities made pursuant to, and in compliance with, a written plan that meets the requirements of Rule 10b5-1 under the Exchange Act (a “Trading Plan”) may be made without restriction to any particular period provided that (i) the Trading Plan was established in good faith, in compliance with the requirements of Rule 10b5-1, at the time when such individual was not in possession of material nonpublic information about the Company and the Company had not imposed any trading blackout period, (ii) such individual notifies the Company of the adoption of such Trading Plan prior to any trades being executed, (iii) such individual agrees to make such amendments and modifications to the Trading Plan as are requested by the Company to comply with applicable legal requirements and Company policies and (iv) the Trading Plan allows for the cancellation of a transaction and/or suspension of such Trading Plan upon notice and request by the Company if the Trading Plan or any proposed trade (a) fails to comply with applicable laws (*i.e.*, exceeding the number of shares that may be sold under Rule 144) or (b) would create material adverse consequences for the Company. Section 16 Individuals are prohibited from entering into a Trading Plan. The Company shall be notified of any amendments to the Trading Plan or the termination of the Trading Plan.

## **K. Questions and Guidance**

Any questions relating to this Policy, or the applicability or interpretation of the standards and procedures set forth in this Policy, should be addressed to the Chief Legal Officer for clarification and guidance prior to trading or the disclosure of any information.

The Company expects the strictest compliance with the standards and procedures set forth in this Policy by all Employees at every level. Failure to observe them may result in serious legal difficulties for Employees, as well as the Company. A failure to follow the letter and spirit of this Policy will be considered a matter of extreme seriousness.