

WADDELL & REED FINANCIAL, INC.

WHISTLEBLOWER POLICY

ADOPTED OCTOBER 16, 2003

AMENDED OCTOBER 10, 2016

This Whistleblower Policy (this “Policy”) of Waddell & Reed Financial, Inc. (“W&R”) and its subsidiaries and affiliated mutual funds (collectively, referred to as the “Company”) establishes procedures for the receipt, review and retention of complaints relating to the Company’s accounting, internal accounting controls, auditing matters and compliance with federal securities laws. The W&R Audit Committee is responsible for overseeing the receipt, investigation, resolution and retention of all complaints submitted pursuant to this Policy. The Company is committed to complying with all (a) applicable accounting standards, accounting controls and audit practices, and (b) federal securities laws. The Company expects its officers, employees, agents and investors to report any irregularities and other suspected wrongdoings regarding possible Covered Violations (as that term is defined in Section III. below), as well as to comply with all Company policies and applicable laws. It is the Company’s policy that its employees may submit good-faith complaints of such information on a confidential and anonymous basis without fear of dismissal or retaliation of any kind.

I. PURPOSE AND ROLE

The Company has adopted this Policy in order to:

- (1) Cause violations to be disclosed before they can disrupt the business or operations of the Company, or lead to serious loss;
- (2) Promote a climate of accountability with respect to the Company’s accounting, internal accounting controls, auditing matters and compliance with federal securities laws; and
- (3) Ensure that no individual feels at a disadvantage for raising concerns.

This Policy provides a means whereby individuals can safely raise, internally and at a high level, serious concerns and disclose information that an individual reasonably believes relates to a Covered Violation. This Policy only applies to reports concerning Covered Violations.

II. REPORTING PERSONS PROTECTED

This Policy and the related procedures offer protection from retaliation to individuals who make any complaint with respect to, or that could give rise to, Covered Violations (a “Reporting Person”). A Reporting Person must have a reasonable belief that the complaint relates to a possible Covered Violation about which the Reporting Person has knowledge.

“Reasonable Belief” is the subjectively genuine belief that a similarly situated Reporting Person might reasonably possess. Reasonable belief exists when there is a reasonable basis to

believe that a Covered Violation is being or already has been committed. Persons filing complaints concerning a Covered Violation or suspected Covered Violation must act in good faith and have a reasonable basis for believing the information upon which the complaint is premised indicates a violation. Any allegation that proves to be unsubstantiated, and which proves to have been made maliciously and/or with knowledge of the falsity of the complaint, will be considered to be a serious violation of Company policy and could result in dismissal.

No complaint that satisfies these conditions will result in any retaliation or threat of retaliation against the Reporting Person by the Company or any officer, employee or agent thereof. Any acts of retaliation against a Reporting Person will be treated by the Company as a serious violation of Company policy and could result in dismissal. Complaints should be submitted pursuant to the procedures contained in Section V. below.

III. SCOPE OF COMPLAINTS

Reporting Persons are each encouraged to report violations, irregularities and other suspected wrongdoings regarding (a) accounting, internal accounting controls or auditing matters, and (b) federal securities laws and any rule or regulation promulgated by the United States Securities and Exchange Commission (collectively, referred to as “Covered Violations”) including, without limitation, the following:

- (1) Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- (2) Deficiencies in or noncompliance with federal securities laws, including accounting and disclosure matters and the Foreign Corrupt Practices Act;
- (3) Fraud or deliberate error in the recording and maintenance of financial records of the Company;
- (4) Deficiencies in or noncompliance with the Company’s internal accounting controls;
- (5) Deficiencies in or noncompliance with required ownership reporting under the federal securities laws involving the Company’s insiders, officers and directors;
- (6) Misrepresentation or false statement to or by a senior officer or accountant of the Company regarding any matters contained in the financial records or any financial or audit reports of the Company; or
- (7) Deviation from full and fair reporting of the Company’s financial condition.

IV. CONFIDENTIALITY OF COMPLAINT

The Company will keep the identity of any Reporting Person who is an employee confidential and privileged under all circumstances, unless such Reporting Person has authorized the Company to disclose his or her identity.

The Company will exercise reasonable care to keep the identity of any Reporting Person who is not an employee confidential until a formal investigation is launched. Thereafter, the identity of such Reporting Person may be kept confidential, unless such confidentiality is

incompatible with a fair investigation, or there is a compelling reason for identifying or otherwise disclosing the identity of such person or such disclosure is required by law (e.g., when a governmental entity initiates an investigation of allegations contained in the complaint). The identity of any such Reporting Person also may be disclosed if it is reasonably determined that a complaint was made maliciously or frivolously, or if disciplinary proceedings are instituted against any individual as a result of such complaint.

In submitting complaints concerning Covered Violations in accordance with this Policy, Reporting Persons acknowledge and agree that the allegations in the complaint, the fact that the complaint was submitted, and the identity of any individuals mentioned in the complaint are confidential and may not be disclosed except to the Internal Audit Manager, the Audit Committee, the Company's General Counsel, and persons expressly identified as designated representative(s) thereof. The confidentiality agreement applies whether the Reporting Person is employed by the Company or not.

V. SUBMITTING COMPLAINTS

Reporting Persons should submit complaints concerning Covered Violations in accordance with the following procedures:

- (1) Complaints must be submitted in writing and forwarded to the attention of the Internal Audit Manager in a sealed envelope and prominently labeled "**Privileged and Confidential**".
- (2) When reporting Covered Violations, Reporting Persons should use the Form of Complaint, attached hereto and marked as Exhibit A to this Policy. Complaints should provide all relevant information regarding the subject(s) of the complaint, in sufficient detail and with all pertinent details. Should the Reporting Person learn of new or additional relevant information, the Reporting Person should promptly supplement the original complaint. The complaint supplement will be considered and evaluated as provided in Section VI below.
- (3) Reporting Persons, including Company employees, may discuss their complaint with the Internal Audit Manager by requesting to do so on the Form of Complaint and including their name and telephone number.
- (4) Reporting Persons who are employees of the Company may report Covered Violations on an anonymous basis. The Company urges any employee who is considering making an anonymous complaint to take into consideration that anonymous complaints are, by their nature, susceptible to abuse, less reliable, and more difficult to resolve. Employees considering making an anonymous complaint also should be aware that there are significant rights and protections available to Reporting Persons who identify themselves when making a complaint, and that these same rights and protections are much more difficult to extend if complaints are made anonymously. Therefore, the Company encourages employees to identify themselves when making reports of Covered Violations. In responding to anonymous complaints, the Company will consider:

- (i) The fairness to any individual named in the anonymous complaint;
 - (ii) The seriousness of the issue raised;
 - (iii) The credibility of the information or allegations in the complaint, with less credence afforded to allegations that are conclusory or that do not have a specific factual basis; and
 - (iv) The ability to ascertain the validity of the complaint and to appropriately resolve it without the assistance and cooperation of the complainant.
- (5) Reporting Persons who are not employees of the Company are required to disclose their identity in any complaints submitted under this Policy. Complaints submitted by non-employees on an anonymous basis may not be reviewed.

VI. INVESTIGATION OF COMPLAINTS

- (1) Upon receipt of a complaint, the Internal Audit Manager, or his or her designated representative, will confirm that the complaint relates to a Covered Violation. Investigations will be conducted as quickly as possible, taking into account the nature and complexity of the complaint and the issues presented. Any complaints submitted pursuant to this Policy that do not relate to a Covered Violation will be returned to the Reporting Person, unless the Reporting Person's identity is unknown, in which case the complaint will be forwarded to the Company's General Counsel for review and resolution as the General Counsel deems appropriate.
- (2) The Internal Audit Manager may enlist employees of the Company and outside legal, accounting and other advisors, as appropriate, to conduct an investigation of a complaint.
- (3) All persons involved, in any capacity, in the investigation of a complaint shall maintain the confidentiality of the investigation and shall not discuss the subject matter of the investigation with anyone other than those participating in the investigation, unless required by law or when seeking their own legal advice, if necessary. Nothing in this provision shall prohibit any person from reporting possible violations of any federal or state statutes or rules to the Securities and Exchange Commission, or to any other law enforcement or regulatory agency, or from making other disclosures that are protected under the whistleblower provisions of the Securities Exchange Act of 1934, as amended, the Commission's rules, or any other whistleblower protection statute or rule.
- (4) Following each investigation, to the extent the complaint makes allegations against a person(s) (the "Reported Person"), the Internal Audit Manager will inform each Reported Person of the factual allegations lodged against him or her in the complaint. Each Reported Person shall be afforded seven (7) days from the

date of notice in the complaint in which to submit a written response to the complaint.

- (5) Following each investigation, prompt and appropriate remedial action will be taken as warranted in the judgment of the Internal Audit Manager or as directed by the Audit Committee. Any actions taken in response to a complaint will be timely reported to the Audit Committee and the Reporting Person, unless such Reporting Person submitted the complaint on an anonymous basis or is no longer employed by the Company.
- (6) A Reporting Person who is not satisfied with the outcome of the initial investigation or the remedial action taken with respect thereto, if any, may submit their written complaint, together with a written explanation of the reasons the Reporting Person believes the investigation or remedial action was inadequate (a “Revised Complaint”), to the Internal Audit Manager, requesting that the Internal Audit Manager to forward the Revised Complaint directly to the Audit Committee for its review. The Reporting Person should forward the Revised Complaint to the attention of the Internal Audit Manager in a sealed envelope prominently labeled “**Privileged and Confidential**”.

The Audit Committee will review the Revised Complaint, together with documentation of the initial investigation, and determine in its sole discretion if the Revised Complaint merits further investigation. The Audit Committee will conduct or cause to be conducted a subsequent investigation to the extent and in the manner it deems appropriate, including, but not limited to, enlisting the General Counsel to further investigate the Revised Complaint and report back to the Audit Committee within a specified period of time. The General Counsel may enlist employees of the Company and outside legal, accounting and other advisors, as appropriate, to undertake the subsequent investigation, provided that the findings and conclusions of such other person(s) are reported to, and reviewed by, the General Counsel before they are reported to the Audit Committee. Any named Reporting Person submitting a Revised Complaint must be available to assist in the subsequent investigation, if any, as requested by the Audit Committee. The Audit Committee or its designated representative will timely inform the Reporting Person of any remedial action taken in response to a Revised Complaint, unless such Reporting Person submitted the complaint on an anonymous basis.

- (7) If any remedial action is taken with respect to a Reported Person(s), the Reported Person may submit to the Internal Audit Manager a written explanation of why the investigation or remedial action was inappropriate, requesting the Internal Audit Manager to forward the explanation directly to the Audit Committee for its review. The Reported Person should forward the written explanation to the attention of the Internal Audit Manager in a sealed envelope prominently labeled “**Privileged and Confidential**”.

The Audit Committee will review the written explanation, together with documentation of the initial investigation, and determine in its sole discretion if the written explanation merits further investigation. The Audit Committee will conduct a subsequent investigation to the extent and in the manner it deems appropriate, including, but not limited to, enlisting the General Counsel to further investigate the written explanation and report back to the Audit Committee within a specified time period. The General Counsel may enlist employees of the Company and outside legal, accounting and other advisors, as appropriate, to undertake the subsequent investigation, provided that the findings and conclusions of such other person(s) are reported to, and reviewed by, the General Counsel before they are reported to the Audit Committee. Any named Reported Person submitting a written explanation must be available to assist in the subsequent investigation, if any, as requested by the Audit Committee. The Audit Committee or its designated representative will timely inform the Reported Person of any remedial action taken in response to a written explanation.

- (8) Notwithstanding Sections VI. (1) and (2) above, all complaints regarding Covered Violations that relate to the alleged conduct of a director or executive officer of the Company will be referred directly to the Audit Committee for investigation. In investigating such complaints, the Audit Committee may enlist employees of the Company and outside legal, accounting and other advisors, as appropriate. Any actions taken in response to such complaint will be timely reported to the Reporting Person, unless such Reporting Person submitted the complaint on an anonymous basis.
- (9) The Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate or otherwise retaliate against any employee in the terms or conditions of his or her employment with the Company if such employee submits a complaint that he or she reasonably believes relates to a possible Covered Violation.

VII. RETENTION OF COMPLAINTS

The Internal Audit Manager, or his or her designated representative, will maintain all complaints, tracking their receipt, investigation and resolution. All complaints and reports will be maintained in accordance with the Company's document retention policy.

VIII. UNSUBSTANTIATED ALLEGATIONS

If a Reporting Person makes a proper complaint pursuant to this Policy and any facts alleged therein are not confirmed by a subsequent investigation, no action will be taken against the Reporting Person. In submitting complaints, Reporting Persons should exercise due care to ensure the accuracy of the information reported. If, after an investigation, a complaint is found to be without substance or to have been made for malicious or frivolous reasons, the person making the complaint could be subject to disciplinary action, up to and including termination.

Where facts alleged pursuant to this Policy are found to be without merit or unsubstantiated, the conclusions of the investigation will be made known to both the Reporting Person, unless such Reporting Person submitted the complaint on an anonymous basis, and to the Reported Person(s) against whom any allegation was made in the complaint, and the allegations will be dismissed.

IX. REPORTING AND ANNUAL REVIEW

The Internal Audit Manager, or his or her designated representative, will submit periodic reports to the Audit Committee of all complaints, their status as resolved or unresolved, and any remedial actions taken in connection therewith. This Policy will be reviewed annually by the Audit Committee after consultation with the General Counsel and Internal Audit Manager, taking into account the effectiveness of this Policy in promoting the reporting of Covered Violations, but with a view to minimize improper complaint submissions and investigations.

X. WEBSITE PUBLICATION

This Policy will be posted on the Company's website.

EXHIBIT A

Form of Complaint

Part I (see General Instructions before completing)

Name: _____

Address: _____

Telephone Number: _____

E-Mail: _____

Part II

I am: an employee of the Company not an employee of the Company

I hereby authorize the disclosure of my identity if the Internal Audit Manager or the General Counsel reasonably believes it is necessary or appropriate.

Type of Violation: Legal Accounting/Auditing Retaliation
 federal securities law Ownership Reporting
 Foreign Corrupt Practice Act
 Code of Ethics or other policies and procedures
 Other

Violation is Ongoing Completed
 About to occur
 Unclear whether ongoing or completed

Department(s) suspected of violation: _____

Individual(s) suspected of violation: _____

Describe all relevant facts of the suspected violation: _____

Describe how you became aware of the suspected violation: _____

Describe any steps taken to remedy the violation prior to submitting this complaint: _____

Who, if anyone, may be harmed or affected by this violation: _____

Part III

Would you like to discuss this matter with the Internal Audit Manager?

Yes No

Please be advised that federal law prohibits the Company, as well as its officers, employees or agents, from discharging, demoting, suspending, threatening, harassing or otherwise discriminating against anyone who has a reasonable belief that a possible Covered Violation has occurred, is ongoing or is about to occur.

GENERAL INSTRUCTIONS:

Employees of the Company who are reporting possible Covered Violation are not required to complete Part I of this form. For all other individuals, Part I is mandatory and must be completed. This complaint form may not be reviewed if the reporting person is a non-employee and fails to complete Part 1 of this complaint form.