

Executive Trading Services

Skilled assistance with trading company shares

Don't let insider status keep you from having an investment strategy. While you may be considered an insider when it comes to trading your company stock, your status shouldn't prevent you from pursuing your long-term investing goals. Your Fidelity Executive ServicesSM team helps you deal swiftly and accurately with the sensitive and sometimes complicated issues associated with trading company shares.

A service that helps with the management of control and restricted shares

If you are a control person, as defined under the securities laws, or receive restricted company shares through your stock plan, we'll help make sure your trades meet the appropriate requirements within the requisite time frames.

- In executing your control stock sell orders, your Executive Services team will help ensure that your trades comply with all aspects of Rule 144, including the completion and filing of the appropriate forms.
- In addition, we'll help ensure successful sales of your restricted shares with a complete process that includes verifying whether shares are restricted and which restrictions apply, completing the necessary documentation, requesting issuer legal approval, placing your trades, and ensuring you receive your proceeds in a timely fashion.

A trading plan helps mitigate insider trading issues

Rule 10b5-1 may provide an affirmative defense by allowing you to continue trading company shares, such as stock options (even during trading blackout periods), without triggering insider trading liability. The key is to establish a predetermined trading plan. This allows you to sell or buy company stock according to a schedule

you establish up front (even at times when other trading would be impermissible) while minimizing the risk of violating insider trading laws. This results in several very important benefits.

A thoughtfully designed trading plan helps you:

- Keep your long-term investment strategy and larger financial plan, including your charitable giving, on track by helping you avoid interruptions and insider trading risks.
- Keep your portfolio diversified by avoiding too large a concentration of company shares.
- Help to provide predictable cash flow for your individual goals.
- Adopt a strategy for stock option exercises, which is particularly useful in exercising expiring options.

Placement of complex trades

To help minimize the effect of your personal transactions on your company's stock price, we offer consultation about, coordination for, and execution of your large trades. Leveraging a combination of trading skill, market intelligence, and investment community relationships, Fidelity Capital Markets traders seek to buy or sell large blocks of stock invisibly and with as little effect on market prices as possible.

What you need to do

First, think about your larger investment strategy and how your company stock trades fit into it.

Then, determine an appropriate trading plan to fit your strategy—including dates, number of shares, and target price range—for future sales or purchases of company shares and the exercise of company stock options.

Once you establish your trading plan, Fidelity will execute your trades according to your formula.

What to keep in mind

A preestablished, written trading plan helps you create an affirmative defense against insider trading liability under federal securities laws. Fidelity's procedures are designed to help potentially maximize these protections.

Your trading plan may only be established or modified during a period when trading is allowable for insiders (i.e., an open window), and when you're not in possession of material nonpublic information.

Future transactions are then executed by Fidelity without your involvement in investment decisions, yet in accordance with the trading instructions set forth in your plan.

The following example demonstrates how company shares may be traded in such a way that the transaction would remain in compliance with securities laws.

Example: How it works

A Rule 10b5-1 formula could direct Fidelity to make trades filtered through the following criteria:

- **Order Type:** Sell long shares
- **Quantity:** 1,000 shares
- **Type of Order:** Market
- **Date:** First trading day of each month

Let Fidelity Executive Services help

Fidelity provides you with ready access to a team of experienced and dedicated professionals, ensuring that you receive all the support you need to establish and execute your trading plan.

Our team can discuss your objectives and help you formulate a trading plan to help meet them.

How to get started

Contact Fidelity Stock Plan Services to speak with an experienced trading plan specialist. Call **800.823.0217**.



Fidelity Executive ServicesSM does not provide legal or tax advice.

Keep in mind that investing involves risk. The value of your investment will fluctuate over time, and you may gain or lose money.

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