



Mizuho International

Allocation Policy for Securities Offerings

In undertaking the execution of its businesses Mizuho International plc (“MHI”) expects to be faced with scenarios that engender conflicting interests across its client base. MHI has implemented systems and controls to identify, monitor and prevent or manage conflicts of interest.

This document sets out MHI’s allocation policy in relation to securities offerings, and the guiding principles and standards adopted by MHI.

This policy applies where MHI has an active bookrunner role in a securities offering, either as a sole underwriter or as part of a syndicate. Where MHI is part of a syndicate, it will work with the other bookrunner banks’ syndicate departments to agree allocation criteria and allocations.

This policy will be made available to issuer clients before MHI accepts a mandate to provide any placing services.

- MHI is committed to acting with integrity throughout the book building process, and ensuring that its clients are treated fairly at all times. MHI is committed to providing appropriate transparency around its conduct of business.
- MHI will seek input from issuer clients on their objectives for the offering, and on the types of investors to whom they wish the securities to be marketed. MHI will ensure that these wishes are adequately aligned to its responsibilities towards its investor clients.
- MHI will consider, and to the best extent possible implement issuer clients’ aspirations concerning the terms of a transaction, including but not limited to terms such as the product structure, sounding of investors, allocation objectives, deal pricing and execution timelines.
- After the launch of a transaction, MHI will keep the issuer client informed of progress in bookbuilding and, after the books have been closed, the proposed allocations.
- Allocation of securities is a matter of judgement. MHI’s Syndicate team will use its knowledge and experience throughout this process.
- MHI will take certain factors into consideration to ensure a fair allocation process. These factors include:
 - Any interests and objectives expressed by the issuer client in relation to allocations to investors (either generally or specifically);

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- Any interest expressed by the investor in terms of size and price, (including consideration of the size of the order compared to the investor's portfolio or assets and consistency with its strategy and objectives);
 - Level of engagement demonstrated by the investor, as evidenced by how early the investor registered an interest in the offering through orders, participation in roadshows, soundings, deal related meetings, etc.;
 - Promptness of placing the order. Orders will not be accepted into the order book after the book has gone "subject", except where there have been extenuating circumstances from the client's perspective or where other bookrunners have accepted the order before the books were "subject" and the Syndicate Desk is informed by the investor afterwards;
 - The size of the order relative to the size/scale of the investor in addition to other orders placed by other comparable investors;
 - The investor's strategy in terms of its typical holding period for securities. MHI will employ past experience and market intelligence to determine which accounts are most likely to be long-term holders and which ones are not. MHI will seek to allocate securities such that there is appropriate balance between long-term investors and liquidity providers;
 - The investor's knowledge, profile, experience, risk appetite and objectives in the context of the product, sector, and securities on offer;
 - Any selling restrictions related to the offering.
- MHI will not make any allocation to incentivise the payment of disproportionate fees for unrelated services by an investor client to MHI; or in consideration of past or future corporate finance business; or which is conditional on the receipt of future business or the purchase of any other service by an investor client from MHI.
 - MHI will ensure that a proper record is maintained at material stages in the allocation process. This will include the final allocations registered in each individual investor client's account and the justification for these final allocations. Where an affiliate company of MHI is responsible for the allocation process, that affiliate will maintain records to meet its local regulatory requirements.
 - Unless instructed otherwise, MHI will make the proposed allocations available to its issuer client.
 - MHI will generally not share allocation data with members of the secondary trading desk. However:

- Prior to any issue, if a situation were to arise where the sharing of allocation data with the secondary trading desk were deemed to be necessary, the issuer would be informed first. If the issuer wished to prohibit the sharing of such information, MHI would not share it; and
- In a situation where the sharing of allocation data with the secondary trading desk were deemed to be necessary, investor clients would be informed prior to the sharing of such data. Such investors would be asked to inform their MHI representative if they do not wish their data to be shared with the trading desk. MHI will abide by such requests.
- MHI recognizes that conflict of interests further arises when prospective investors also have other material relationships with MHI, or part of the demand for allocation may come from internal Mizuho accounts. MHI is committed to ensuring that such conflicts are properly identified and fairly managed.