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ANNUAL
REPORT

PIPER | SANDLER

Realize the power of partnership.

We are a leading investment bank

We enable growth and success for our clients through deep sector expertise, candid advice and a differentiated, highly productive culture.

OUR MISSION

We connect capital with opportunity to create value and build a better future.

OUR VALUES

We create and implement superior financial solutions for our clients. Serving clients is our fundamental purpose.

We earn our clients' trust by delivering the best guidance and service. Great people working together as a team are our competitive advantage.

As we serve, we are committed to these core values:

- Always place our clients' interests first
- Conduct ourselves with integrity and treat others with respect
- Work in partnership with our clients and each other
- Attract, retain and develop a diverse group of the best people in a high-quality, inclusive environment
- Contribute our talents and resources to serve the communities in which we live and work



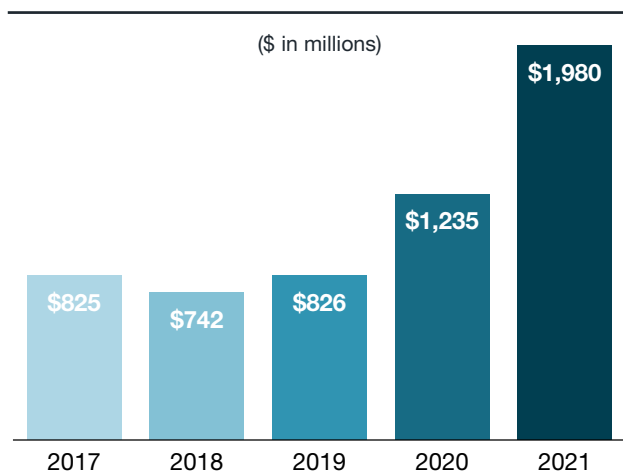
Financial highlights

Piper Sandler generated another record year by almost every financial measure highlighting the strong momentum across our platform as each of our business lines registered strong performances, including exceptional growth from some of our recently acquired businesses. Record adjusted net revenues of \$2.0 billion grew 60% year-over-year and record adjusted earnings per diluted share of \$21.92 more than doubled compared to 2020. In addition, we returned \$9.45 per share, or 43% of adjusted net income, to shareholders through our fiscal year 2021 dividends.

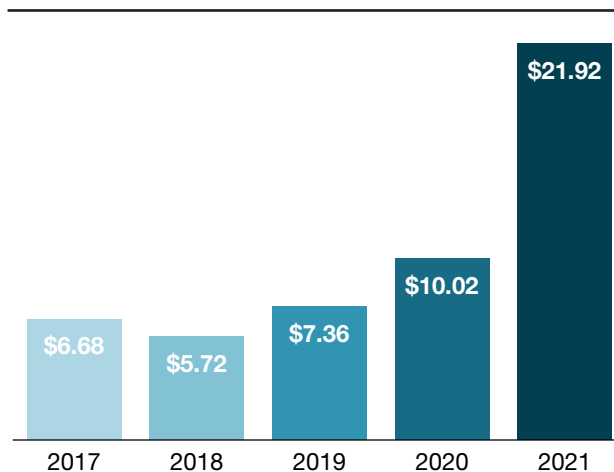
SUMMARY OF ADJUSTED FINANCIAL RESULTS*

(\$ in millions, except per share data)	For the year ended December 31,				
	2017	2018	2019	2020	2021
Advisory services	\$443.3	\$394.1	\$440.7	\$443.3	\$1,026.1
Corporate financing	100.5	123.1	105.3	295.3	362.8
Municipal financing	90.1	71.8	83.4	119.8	164.3
Equity brokerage	79.8	77.1	87.6	161.4	154.1
Fixed income	74.9	47.6	80.3	196.3	233.5
Investment income	18.1	7.4	11.5	10.4	35.0
Interest income, net of expense	18.8	21.1	16.8	8.5	4.7
Adjusted net revenues	\$825.5	\$742.2	\$825.6	\$1,235.0	\$1,980.5
Adjusted operating income	\$149.9	\$113.4	\$138.2	\$250.3	\$550.0
Adjusted operating margin	18.2%	15.3%	16.7%	20.3%	27.8%
Adjusted net income	\$102.1	\$87.4	\$106.2	\$177.6	\$399.0
Total dividend per share related to fiscal year adjusted net income	\$2.87	\$2.51	\$2.25	\$3.10	\$9.45

Adjusted Net Revenues*



Adjusted Diluted EPS*



* Financial measures presented above and included in the following letter to our fellow shareholders are on a non-GAAP, adjusted basis. The non-GAAP measures are not meant to be considered in isolation or as a substitute for the corresponding U.S. GAAP measures. Please refer to the Appendix for a reconciliation of these non-GAAP financial measures to the most directly comparable U.S. GAAP measure.

To our fellow shareholders:

Piper Sandler delivered another record year of revenues and earnings for 2021. We grew our business significantly driven by strong performances across each of our business lines, including exceptional growth from some of our recently acquired businesses. With the economy reopening during the start of the year combined with strong economic growth, we experienced unprecedented demand for our services and capabilities. The increased scale, diversification and earnings power of our firm was on full display during 2021.

We recorded the firm's highest adjusted net revenues, net income, and diluted EPS on record. 2021 represented the third consecutive year of record revenues and earnings, highlighting the continued momentum of our platform. Our absolute performance during 2021 was outstanding, and our relative performance in several of our businesses was exceptional. Overall, 2021 exceeded our expectations—which was made possible by our employee partners' continued hard work and dedication to serving our clients.

For 2021, we generated adjusted net revenues of \$2.0 billion, an increase of 60% over 2020. Performance was broad-based with investment banking, fixed income, and public finance all generating record revenues, and equity brokerage registering its second strongest year ever. Our operating margin for 2021 was 27.8%, up from 20.3% for the prior year. Adjusted net income of \$399 million for 2021 increased 125% over the prior year, and adjusted earnings per diluted share of \$21.92 increased 119% compared to \$10.02 for 2020. These achievements are the result of executing our decade-long strategy of investing in the business to grow revenues and market leadership, and building a stronger and more durable platform in order to drive shareholder value.

As we reflect on the last year and embark on a new one, we are cognizant of Piper Sandler's sources of continuity and stability. We know that in order for our business to succeed, we need diverse teams with unique backgrounds, skills and experiences to yield more innovative solutions and stay ahead of our clients' needs. We are committed and intentional about fostering a differentiated culture where leadership, collaboration, integrity, and diversity and inclusion are top priorities. During 2021, we strengthened diversity of our board of directors with the addition of Robbin Mitchell, senior advisor and former partner and managing director for the Boston Consulting Group. In addition, we hired Analia Alonso as director of diversity and inclusion. With nearly 20 years of human resource experience focused on talent acquisition and diversity, equity and inclusion, Alonso is uniquely positioned to further our strategic priority of creating a more diverse and inclusive firm. As a firm, we succeed when our clients succeed—and our clients succeed when our employees do.

\$2.0 billion

2021 record adjusted net revenues

60%

Increase over 2020

\$1.0 billion

2021 record advisory services revenues

131%

Increase over 2020

\$399 million

2021 record adjusted net income

125%

Increase over 2020

\$21.92

2021 record adjusted diluted EPS

119%

Increase over 2020

ELEVATING THE EARNINGS POWER OF OUR PLATFORM

Our growth, business mix and disciplined use of capital are driving best-in-class returns. We have built durability, scale and diversification across our platform with high-caliber employees working in partnership to serve our clients. These attributes collectively foster a culture that supports a growing, successful firm and create an attractive destination for all stakeholders.

Over the last two years, we have significantly transformed the earnings capacity of our firm. This is evident when comparing our operating metrics from the last two years (i.e. average of 2020 and 2021) with the previous two-year period (i.e. average of 2018 and 2019).

- **We more than doubled adjusted net revenues.**

Investment banking revenues grew 2x over the prior period as we have created a significantly larger and more diversified platform, and our brokerage businesses more than doubled as we have considerably broadened our client base and product offerings.

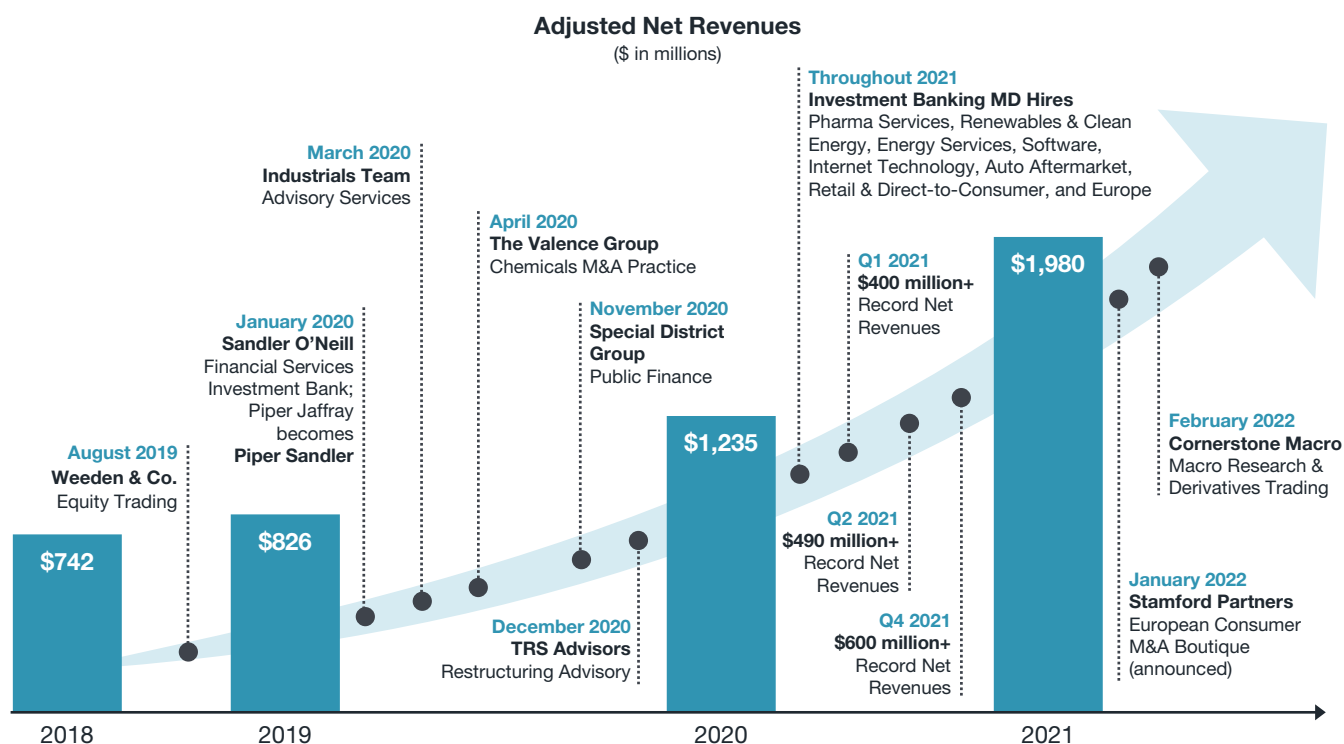
- **Operating margin, profitability, and cash flow are significantly higher** from our enhanced scale.

- **Firm headcount and productivity have meaningfully increased.** Revenue per employee exceeded \$1 million, up 58% over the prior period, while average total full-time employees increased 30%.

Operating Metrics

(\$ in millions, except per share data)	2018 to 2019	2020 to 2021	Growth
Average adjusted net revenues	\$784	\$1,608	105%
Average adjusted operating margin	16.0%	24.0%	50%
Average adjusted net income	\$97	\$288	198%
Average adjusted diluted EPS	\$6.54	\$15.97	144%
Average full-time employees	1,223	1,588	30%

Transforming our Business Through Strategic Investments



AND DILIGENTLY EXECUTING OUR DECADE-LONG STRATEGY

Individual years, especially in ever-changing markets, only provide a limited picture, while a decade illustrates true evolution and sustainability. Our 2021 performance was the result of a decade-long journey to transform our firm and capabilities. The start of the last decade was defined by the ending of one of the worst economic downturns in history. At that time, we implemented a strategy focused on growing leadership in our core sectors, shifting our business towards a more capital-light, variable cost model, and maintaining product diversity that provides counterbalance in varying market conditions. The last decade is an important period in the firm's 126-year history. The path we started on in 2011, and the capabilities we have grown and acquired along the way, have resulted in the firm we are today—a stronger, more diversified investment banking platform of scale.

For the last 10 years, we have worked to transform Piper Sandler into a growing and durable, “all-weather” platform. Since 2011, we have grown adjusted net revenues more than fivefold, and adjusted diluted EPS at a CAGR of 39%. Our total shareholder return was 927% for the 10-year period ending December 31, 2021, ranking No. 1 amongst our peer group, and outperforming the KBW Capital Markets Index total return of 436% and the S&P 500 total return of 336%.

A significant driver of growth has been our investment banking business, which generated record revenues for 2021—the ninth time during the last 10 years. This achievement reflects the hard work of our employee partners, the trust our clients continue to place in us, and our ability to successfully execute our growth strategy.

We have maintained a longstanding focus on growing and broadening our advisory platform. Advisory revenues for 2021 surpassed \$1.0 billion for the first time in firm history, and have grown at a CAGR of 28% since 2011. We have also significantly shifted our business mix towards advisory services during this time, another component of our strategy. For 2021, advisory services revenues represented 52% of total firm adjusted net revenues and 74% of investment banking revenues, compared to 24% and 58%, respectively, for 2011.

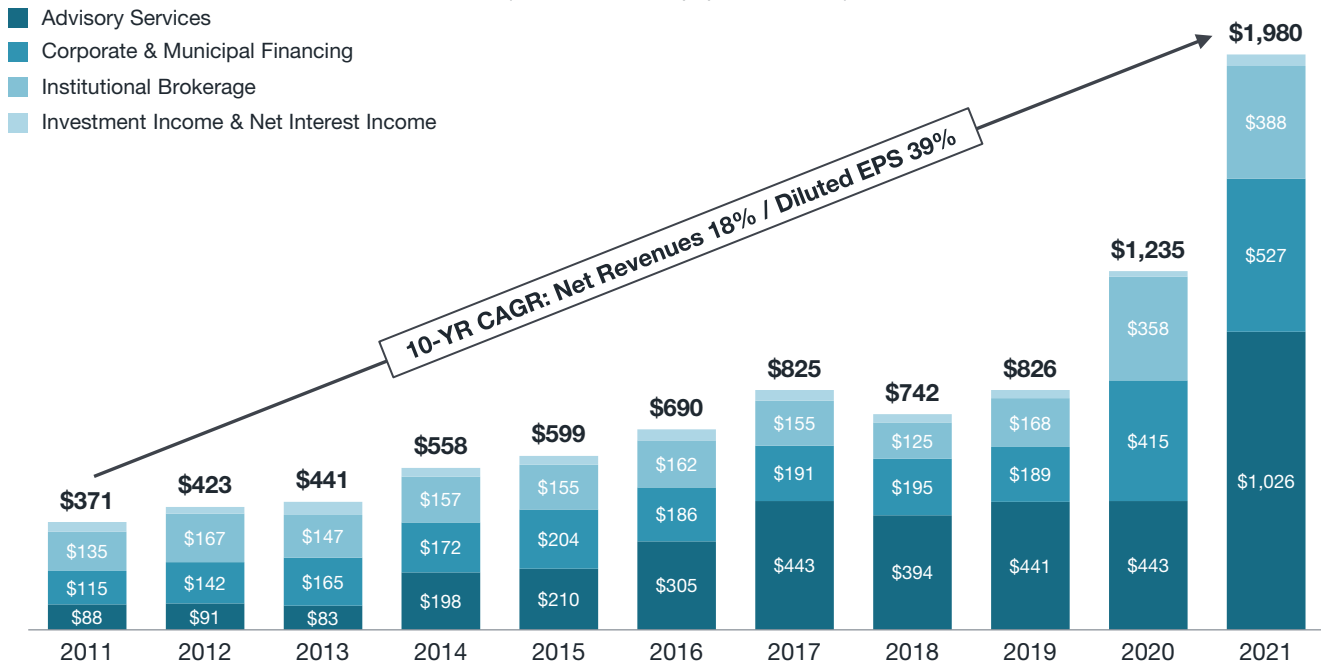
The path we started on in 2011, and the capabilities we have grown and acquired along the way, have resulted in the firm we are today—a stronger, more diversified investment banking platform of scale.

A Decade of Exceptional Growth

(\$ in millions, except per share data)	2011	2021	Growth	CAGR
Advisory services revenues	\$88	\$1,026	11.7x	28%
Advisory services revenue mix	24%	52%	2.2x	N/M
Adjusted net revenues	\$371	\$1,980	5.3x	18%
Adjusted net income	\$16	\$399	25.1x	38%
Adjusted diluted EPS	\$0.83	\$21.92	26.4x	39%
Period end full-time employees	854	1,665	1.9x	7%

Adjusted Net Revenues, Net Income and Diluted EPS

(\$ in millions, except per share data)



	2011	2014	2017	2020	2021
Adjusted net income	\$16	\$50	\$102	\$178	\$399
Adjusted diluted EPS	\$0.83	\$3.09	\$6.68	\$10.02	\$21.92

HAVE CREATED A UNIQUE ALCHEMY

We are a destination of choice for market-leading firms and top-tier talent looking to build their businesses, deepen their client relationships, and expand their product offerings. Over the last decade, we have selectively acquired 15 unique firms and teams—and each chose to join Piper Sandler, seeing an opportunity to leverage our platform to achieve greater growth and market penetration. More notably, the majority of the key leaders from each of these combinations continue to work at the firm today—a testament to our combined success and the attractiveness of our platform.

Together we have grown revenues, productivity, and market share while building the Piper Sandler platform and creating our unique alchemy. The outcome is a business worth more than the sum of the parts. Over the last 10 years, we have acquired over \$550 million of revenues, but the business we started with before those partnerships, and the revenues that we acquired through those partnerships, grew an additional \$1.0 billion. It is clear our formula for growth through partnership is truly special.

These attributes collectively foster a culture that supports a growing, successful firm and create an attractive destination for all stakeholders.

AND MEANINGFULLY INCREASED OUR MARKET POSITION

Our business is and will always be susceptible to market conditions, so we take great pride in our relative performance and consistent, long-term market share growth—a true measure of sustainable growth and a reflection of our reputation and the trust our clients place in us. Each business is more diversified and scaled, with deeper and broader client relationships. We have dramatically increased our market position in all of our businesses, while also benefiting from favorable markets.

No. 3

Advisor in U.S. M&A based on # of announced deals < \$1B (ranked No. 28 in 2011)

No. 1

Advisor in U.S. M&A for banks based on # of announced transactions (not ranked in 2011)

No. 3

Book runner of IPOs and follow-ons for healthcare companies with < \$5B market cap (ranked No. 7 in 2011)

No. 9

Underwriter based on economic fees of IPOs and follow-ons for <\$5B market cap companies (ranked No. 15 in 2011)

No. 1

Book runner of community and regional bank debt issuance (not ranked in 2011)

2x

Increase in par value market share for municipal negotiated transactions (4.9% in 2021 compared to 2.5% in 2011)

No. 1

Equity research platform in the small- to mid-cap category for 2021 (total U.S. coverage is up 64% compared to 2011)

No. 17

Institutional broker in U.S. equities cash trading (ranked No. 24 in 2011)

\$234 million

Fixed income revenues up 4x+ from 2011 (compared to a 75% decline in inventory)

WHILE DRIVING SHAREHOLDER RETURNS

Our capital-light model and strong earnings power allow us to build significant excess cash. In addition to investing in the business to accelerate growth, we remain committed to returning capital to drive shareholder returns primarily through our dividend policy and repurchasing shares of our common stock. During 2021, we deployed over \$220 million of capital towards dividends, share repurchases, and the repayment of long-term debt.

Total dividends related to fiscal year 2021 amounted to \$9.45 per share of common stock, a threefold increase compared to 2020. This represents a 7% dividend yield based on our average closing share price during 2021. We repurchased approximately 572,000 shares which more than offset the dilution from our annual grants.

Over the last decade, we have decreased our share count by 6%, while our adjusted diluted EPS has increased over 20x, illustrating our diligent management of dilution.

\$9.45/share

Total dividend related to fiscal year 2021 results

205%

Increase over the prior year

INVESTMENT BANKING

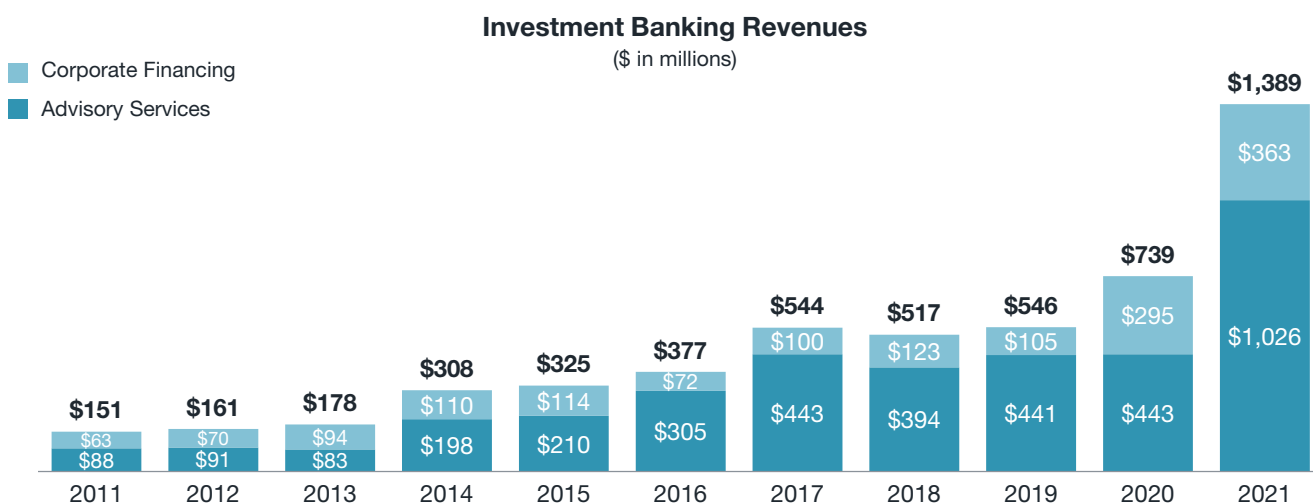
Investment banking, which consists of advisory services and corporate financing, delivered record revenues of \$1.4 billion for 2021, up 88% compared to the prior year. 2021 was an exceptional year for investment banking driven by our strong execution and market share gains as well as robust demand for our services as both M&A and corporate capital raising markets experienced record or near-record levels of activity.

Revenues for 2021 included record contributions from our market-leading franchises in financial services and healthcare as well as from our diversified industrials & services, consumer, chemicals, and technology teams. Our performance also highlights the breadth of our product expertise. M&A and restructuring activity generated 60% of total investment banking revenues, equity financings contributed 24% and debt advisory and underwriting activity produced 16% of total investment banking revenues. Our comprehensive suite of products and services, combined with our deep and broad sector expertise, enable us to serve clients in many ways across all market cycles.

Our 2021 investment banking results are the culmination of well-executed growth initiatives that began a decade ago—growing our advisory business, strengthening and expanding our industry expertise, adding new products and capabilities, and partnering with great firms and top-tier talent. We have set and achieved many growth targets over the last decade by strategically investing in the business, carefully choosing our partners and them carefully choosing us.

In 2011, our platform consisted of four industry verticals with 44 managing directors and \$151 million of revenues. Over the last decade, we have grown our investment banking revenues by 822% or at a CAGR of 25%. We have added three industry verticals, expanded our four existing industry teams, and increased our managing director headcount to 148. Our investment banking platform now covers most of the economy. We are more relevant, provide more deal flow, and offer more product capabilities to a larger, more diverse client base.

The enhanced scale and capabilities of our investment banking platform, combined with our brand strength, provide meaningful opportunities for continued growth. We are excited to embark on our next journey—growing annual investment banking revenues to \$2.0 billion over the next five-plus years. It will not be easy, and likely will come with some ups and downs; however, we are confident we can get there by remaining focused on following our same tried-and-true formula from the last decade.



Advisory Services

Our record year was driven by strong absolute and relative performance, and illustrates what our diverse and scaled platform can achieve in supportive markets. Advisory services generated record revenues of \$1.0 billion for 2021, up 131% over the prior year, while completed M&A volumes in the global market increased approximately 40%.

During 2021, we completed a record 419 advisory transactions, up 54% from 272 during the prior year. With a core focus on taking longer rather than more strides, the trend of advising on larger transactions and generating larger average fees continues to be a key driver to the growth of our advisory business. Specific to M&A activity, we closed or announced 285 deals during 2021 with over \$109 billion in aggregate transaction value, including 26 deals over \$1 billion in value.

Another growth driver for us is our advisory work with private equity firms, which continues to be market leading. During 2021, our sponsor-driven revenues were up 300% compared to 2020. Private equity clients and portfolio companies generated 50% of our overall advisory revenues during the year, and were clients or counterparties on approximately two-thirds of the revenues. We were engaged 220 times by over 160 private equity firms during 2021, highlighting the scale and increased relevance of our platform to a broader universe of financial sponsors.

We continue to focus on enhancing our value proposition to clients by providing more products and deep sector expertise. In the near-term, we remain focused on executing and growing our engaged pipeline, developing our current talent, increasing productivity, and continuing to scale the business through strategic investments.

Corporate Financing

Corporate financing delivered another record year as investor demand and healthy valuations, combined with stable, rising markets drove record setting issuance volumes. The U.S. equity fee pool surpassed \$20 billion for the first time and more than doubled the last 10-year average. Against this favorable backdrop, we generated record revenues of \$363 million for 2021, up 23% compared to the prior year. We completed a total of 267 equity, debt and preferred underwriting transactions, raising over \$105 billion for corporate clients.

Our performance reflects another standout year from our market-leading, book run healthcare franchise. The strength of this team should benefit us over the long-term as we believe the structural change in the size of the healthcare financing market will continue to support higher levels of activity relative to historical averages.

419

Advisory transactions closed during 2021

\$109 billion+

Aggregate value of 285 closed or announced M&A deals during 2021, with 26 > \$1.0 billion

+300%

Growth in sponsor-driven revenues over 2020

267

Equity, debt and preferred underwriting deals priced during 2021

95%

Rate of book runner role on deals completed for healthcare companies (92 of 97 deals for 2021)

Also contributing to the record year were notable contributions from our financial services, technology and consumer teams, which collectively more than doubled 2020 levels. Our portfolio of clients was more diverse, especially in financial services where we leveraged our market-leadership in depositories and differentiated distribution to assist non-bank clients to raise capital during 2021.

PUBLIC FINANCE

Our public finance franchise, centered around municipal financing activity, delivered another record year as low interest rates and strong investor demand drove robust municipal issuance activity. Market issuance for 2021 reached \$475 billion of par value, essentially flat compared to \$485 billion for 2020. Against this favorable backdrop, we generated revenues of \$164 million, up 37% from 2020. We underwrote 933 municipal negotiated transactions (ranking No. 2), raising over \$18 billion of par value for clients (ranking No. 8). Our performance during 2021 was driven by great results from our specialty sector coverage as well as solid activity within our governmental business, highlighting the diversification of our franchise. Our execution was exceptional, our relative performance was strong, and our economic market share reached an all-time high.

Since 2011, we have methodically built one of the largest and most diversified franchises on the Street. Our revenues have grown more than 3x while our par value market share has doubled. We remain focused on continuing to advance our leadership position in every geographic and specialty market where we compete, and our longstanding commitment and public finance expertise make us a natural destination for talent looking to best serve their clients.

\$105 billion+

Capital raised for corporate clients during 2021

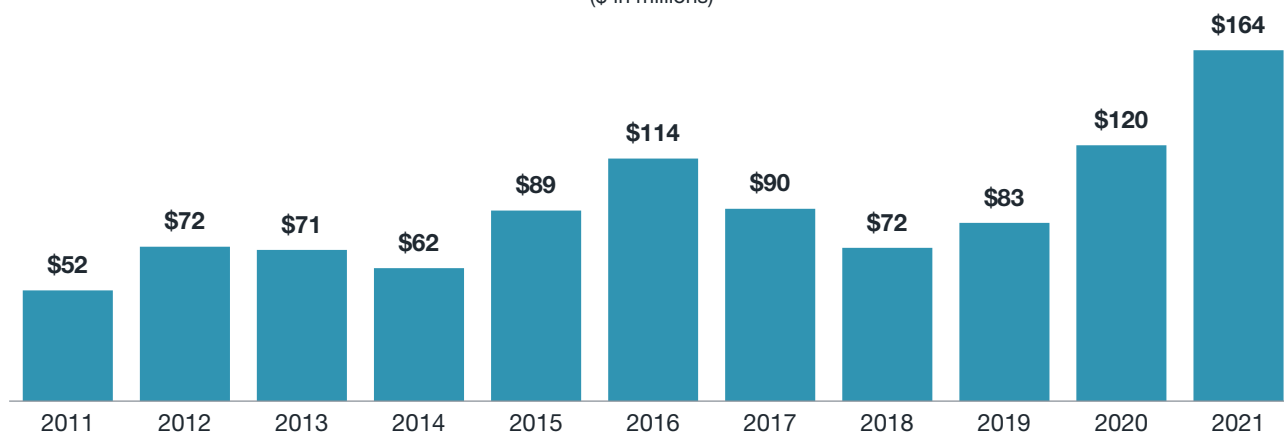
933

Municipal negotiated issuances priced during 2021

\$18 billion+

Aggregate par value raised for clients through municipal negotiated issues during 2021

Municipal Financing Revenues
(\$ in millions)

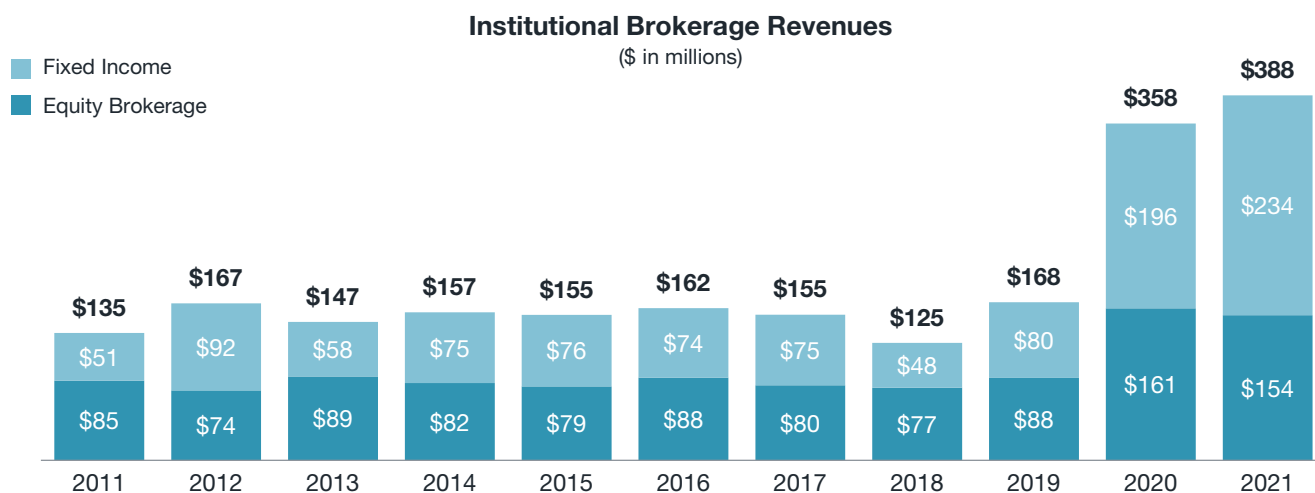


INSTITUTIONAL BROKERAGE

Institutional brokerage delivered another record year for 2021 with \$388 million of revenues, up 8% over the prior year, as we helped clients navigate the changing market landscape despite lower volatility and volumes relative to 2020. In a consolidating market, we are well-positioned to continue to gain share as we have built more scale and diversification with expanded product capabilities—we are a destination of choice for our clients.

In addition, essential to the investment banking businesses, our team of over 200 sales professionals in both equities and fixed income was instrumental in supporting another record year of activity, distributing 1,300 new issue deals during 2021 and raising over \$138 billion of capital for corporate and municipal clients. With scale, deep expertise, broad product capabilities and access to significant new issue product, we offer a differentiated value proposition to our clients.

Since 2011, the business has grown nearly threefold and is providing diversity to our earnings stream, largely driven by more recent initiatives. A few years ago, we made a deliberate effort to grow our brokerage business which was rangebound in revenues for most of the last decade, in part due to a consolidating market. Since then, we have grown revenues to over \$350 million, driving efficiencies in our cost and capital structure and a meaningful expansion in our operating margins and returns in this business.



Equity Brokerage

Equity brokerage generated revenues of \$154 million for 2021. Although down 5% compared to the prior year, this year represents the second consecutive year with revenues in excess of \$150 million. Our ability to leverage the expanded client base, execution expertise and product capabilities to find liquidity for clients drove our strong performance during the year. We traded approximately 10 billion shares during 2021 and the breadth of our client base allows us to cross a significant portion of executed cash trades, especially during periods of heightened volatility, resulting in no market impact for our clients—a valuable differentiator and a reflection of the trust clients place in us.

10 billion

Equity shares traded during 2021

The quality of our research and specialized sales force is also key differentiators. Our company-specific research maintains over 1,000 domestic stocks under coverage. Complementary to this platform, in February 2022, we added Cornerstone Macro, an independent research firm that offers best-in-class macro research and equity derivatives trading. We believe their high-quality, macro, thematic and quantitative research product will offer a wide range of cross-selling opportunities. In addition, we see opportunities for market share gains as we integrate Cornerstone Macro and demonstrate the full capabilities of our combined platform.

Fixed Income

Fixed income generated a record for 2021 with revenues of \$234 million, up 19% over the prior year, and crossing the \$200 million mark for the first time in firm history. Activity during the year was strongest among our financial institution client base driven by their need to put excess liquidity to work. Our deep expertise within banks has enabled us to advise clients on repositioning their balance sheets and investing in a changing rate environment.

Our fixed income strategy is centered on providing value through differentiated expertise and analytics tailored to our defined client verticals which allows us to operate with minimal use of our firm balance sheet and maintain a low risk profile. Over the last decade, we have reduced fixed income inventory by 75% while revenues have grown over 4x, driving increased returns in the business. As we continue to integrate and invest in the platform, there is significant runway in realizing the synergies from our enhanced scale and we see opportunities to increase productivity by capitalizing on our expanded client base and successfully cross selling our unique product and strategic capabilities.

1,000+

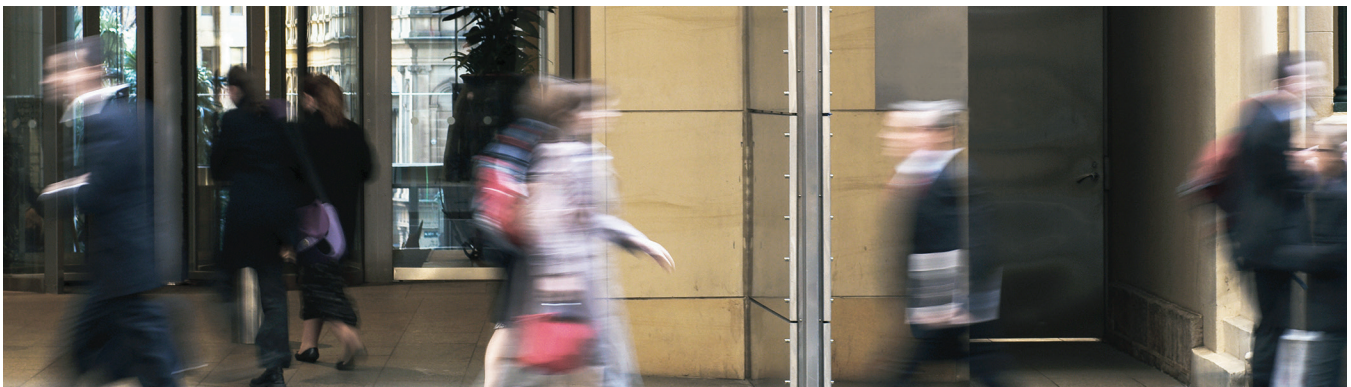
U.S. companies covered by our research platform

\$234 million

2021 record fixed income revenues, up 19% over 2020

75%

Reduction in inventory since 2011



LOOKING AHEAD

2021 marked another year of tremendous growth for Piper Sandler. The strategic expansion of our business combined with strong market demand for our services resulted in historic results by every financial measure. Over the last two years in particular, we have made great strides delivering on our investments, elevating the earnings power of our platform, and paving the way for future growth. We are excited for the next leg of our journey, a continuation of executing our long-term strategic objectives just as we have done over the last decade.

In order to meet these objectives, we remain focused on:

- Transforming our business and expanding our deep sector expertise through strategic investments and selectively adding partners who share our client-centric culture and who can leverage our platform to better serve clients;
- Executing on the scaled platform we have built by collaborating across business lines to fully realize the revenue synergies resulting from our recent investments;
- Growing our investment banking platform through market share gains, accretive combinations, developing internal talent, and continued sector and geographic expansion;
- Strengthening and growing our differentiated, specialty sector business in public finance, and expanding the number of states where we are a market leader in the governmental business;
- Leveraging the scale within our equity brokerage and fixed income platforms, driven by our expanded client base and product offerings, to grow market share; and
- Prudently managing capital to maintain ample liquidity and provide flexibility to invest in the business to drive earnings growth as well as return capital to our shareholders to drive total returns.

As an investment bank, our business is susceptible to market conditions and macro environments that are ever-changing. We recognize that while 2021 was a spectacular year for our firm and the market, 2022 has begun under more difficult conditions. Concerns related to inflation and interest rate increases, higher energy prices, and geopolitical turmoil, including the Russian invasion of Ukraine, are contributing to increased market volatility and uncertainty. For context, since the beginning of 2022, the S&P 500 has declined 12%, the equity capital markets window remains largely closed, the price of oil has increased approximately 60%, and the VIX has more than doubled.

We are mindful that the medium and long-term impacts from these events are unclear, and that they will likely impact our near-term trajectory. While we cannot control the factors that lead to short-term market shocks, we can control what we do to continue building and growing our platform. We believe that our long-term strategy is sound, and that our intense focus on our clients, sector expertise, broad product capabilities, and operating discipline position us to successfully navigate these challenges and drive shareholder returns over the long term.

Our success is and continues to be driven by the hard work of our employees. We thank our employees for their ongoing dedication to serving our clients, and we congratulate them on another great year.

On behalf of our fellow partners across Piper Sandler, we would like to thank you, our shareholders, for your trust. We look forward to continuing to serve the best interests of our clients, employees, shareholders, and the communities where we live and work.



Chad R. Abraham
Chairman and Chief Executive Officer



Debra L. Schoneman
President

OUR CULTURE

Our 126-year legacy has perpetuated because of the partnerships we forge—among our clients, our employees, our shareholders, and the communities where we live and work.

Through a distinct combination of candid counsel, focused expertise and empowered employees, we enable clients to achieve their short-term goals while realizing their long-term vision. Our entrepreneurial culture recognizes the value of our individual employees and gives them the flexibility to pursue opportunities.

We accomplish this through our:

- Reputation for client-first approach and straightforward advice
- Deep expertise and market leadership in focus industry sectors
- Strategic advisory relationships and expert execution
- Collaboration across teams rendering unique solutions
- A track record of delivering results for more than a century

COMMUNITY LEADERSHIP

Community giving has always been integral to the values and guiding principles of Piper Sandler. We offer both employee and corporate giving programs and funding to nonprofit organizations to make a positive impact on the communities where we live and work.

Employee Giving and Corporate Matching

One of our core guiding principles is to contribute our talents and resources to serve the communities in which we live and work. We encourage and support our employees' individual philanthropic interests through the Matching Gifts Program and our Annual Charitable Giving Campaign. We also provide Disaster Relief through funds set up to assist employees, clients or partners who live or work in an area directly affected by a disaster. Disaster Relief funds benefit specific, predetermined nonprofits, and all employee contributions are matched by Piper Sandler.

Employee Volunteer Programs

We support the organizations in which our employees donate their time and resources through grant opportunities. The Community Leader Grant encourages and supports sustained volunteerism for employees who contribute more than 40 hours annually to a qualifying nonprofit and serve as a member of its board of directors. The Volunteer Program Grant provides direct gifts to qualifying nonprofit organizations where an employee volunteers 40 hours or more in a year.

Corporate Giving & Community Support

Piper Sandler provides corporate funding to nonprofits that are aligned with our two focus areas of increasing education opportunities for black, indigenous and people of color (BIPOC) communities creating development and employment opportunities these students might not otherwise have, and stabilizing the circumstances for disadvantaged youth by helping students and their families meet basic needs.

Piper Sandler contributes a consistent percentage of its pre-tax earnings to the community as part of the Minnesota Keystone Program, a voluntary initiative promoting corporate support for communities. We have been a member of this program for more than 40 years.

\$13 million+

**Charitable contributions
made by Piper Sandler and
employees in 2021**

1,800+

**Organizations reached
during 2021 through
employee efforts**

DIVERSITY & INCLUSION

We believe diverse teams with unique backgrounds, skills, and experiences yield more innovative solutions.

Our Mission

To recruit, develop, retain and engage a diverse, high-performing team.

Our Pledge

Our business enables bright, committed people to work in partnership within an environment that allows each person to achieve at a high level. We commit to encouraging and valuing inclusivity because every partner contributes unique perspectives that help us best serve our clients. By fulfilling this pledge, we believe we will exceed the expectations of our employees, clients and shareholders.

Diversity & Inclusion Council

The Diversity & Inclusion (D&I) Council serves as a means for employees to connect with one another to promote a greater awareness and understanding of inclusion and diversity across the firm, and works to advance the Diversity & Inclusion Mission.

Employee Resource Networks

The firm has cultivated five employee resource networks that work in partnership with the D&I Council:

- Multicultural Network – To proactively help Piper Sandler unlock the power of multicultural diversity and inclusion by promoting racial and cultural awareness within our firm and our communities.
- Pride Network – Dedicated to fostering the inclusion of LGBTQ+ employees and their allies through awareness, education, empowerment, and involvement with the communities in which we live and work.
- Veterans Network – For current or former members of the Armed Forces, this group serves as an internal resource for transitioning veterans into the corporate workforce.
- Women’s Network – An inclusive, companywide network designed to foster gender equality through networking, career development, philanthropy and informal mentorship.
- Young Professionals Network – Provides a forum for employees to develop professionally, build lasting connections, foster collaboration across the firm, and enrich the communities in which we live and work.

Recruiting Diverse Talent

We maintain two internal programs focused on recruiting diverse talent:

- Career Exploration Program (CEP) – Piper Sandler’s hallmark diversity recruiting program for undergraduate candidates. The event serves as a pipeline for our summer internship opportunities across Piper Sandler offices nationwide. The CEP application process is open to students from all majors and disciplines and is designed to attract high-achieving, diverse candidates, which include female, Black, Hispanic/Latinx, Native American, Asian, veteran, and LGBTQ students.
- Piper Sandler MBA Fellowship Program – aims to provide outstanding Women, Black, Hispanic/Latinx, and Native American MBA students with a financial award for exceptional achievement and a Summer Associate internship between the first and second year of business school. Recipients receive an additional award upon receiving and accepting a full-time Associate position.

In addition to our internal programs, we partner with Seizing Every Opportunity and The Greenwood Project to identify and recruit diverse talent. We continue to review additional partnerships to expand our diversity recruiting efforts.

BOARD OF DIRECTORS

Chad R. Abraham

Chairman and Chief Executive Officer
Piper Sandler Companies

Jonathan J. Doyle

Vice Chairman and Head of Financial Services
Piper Sandler Companies

William R. Fitzgerald

Former Chairman and Chief Executive Officer
Ascent Capital Group, Inc.

Victoria M. Holt

Former President and Chief Executive Officer
Proto Labs, Inc.

Robbin Mitchell

Senior Advisor and Former Partner and
Managing Director
Boston Consulting Group

Thomas S. Schreier Jr.

Former Vice Chairman
Nuveen Investments, Inc.
Former Chairman
Nuveen Asset Management

Sherry M. Smith

Former Executive Vice President and
Chief Financial Officer
SUPERVALU INC.

Philip E. Soran (Lead Independent Director)

Former President and Chief Executive Officer
Compellent Technologies, Inc.

Brian R. Sterling

Former Managing Director
Piper Sandler Companies

Scott C. Taylor

Former Executive Vice President,
General Counsel, and Corporate Secretary
NortonLifeLock Inc. (formerly Symantec Corp.)

LEADERSHIP TEAM

Chad R. Abraham

Chairman and Chief Executive Officer

Debra L. Schoneman

President

James P. Baker

Global Co-Head of Investment Banking and
Capital Markets

John Beckelman

Head of Fixed Income

Timothy L. Carter

Chief Financial Officer

Michael R. Dillahunt

Global Co-Head of Investment Banking and
Capital Markets

Jonathan J. Doyle

Vice Chairman and Head of Financial Services

Christine N. Eskilsen

Chief Human Capital Officer

Frank E. Fairman

Head of Public Finance Services

John W. Geelan

General Counsel and Secretary

J.P. Peltier

Global Group Co-Head of Healthcare Investment
Banking

Shawn C. Quant

Chief Information and Operations Officer

Thomas P. Schnettler

Vice Chairman

APPENDIX – RECONCILIATION OF U.S. GAAP FINANCIAL MEASURES TO ADJUSTED, NON-GAAP FINANCIAL MEASURES

The financial highlights and letter to shareholders include non-GAAP, or “adjusted,” financial measures. The corresponding reconciliations of these non-GAAP financial measures to the most comparable U.S. GAAP financial measures are included below.

The non-GAAP financial measures include adjustments to exclude: (1) revenues and expenses related to noncontrolling interests, (2) interest expense on long-term financing from net revenues, (3) amortization of intangible assets related to acquisitions, (4) compensation and non-compensation expenses from acquisition-related agreements, (5) acquisition-related restructuring and integration costs, (6) goodwill impairment charges, (7) the impact from remeasuring deferred tax assets resulting from changes to the U.S. federal tax code, (8) the impact of a deferred tax asset valuation allowance, and (9) discontinued operations. The adjusted weighted average diluted shares outstanding used in the calculation of non-GAAP earnings per diluted common share contains an adjustment to include the common shares for unvested restricted stock awards with service conditions granted pursuant to the acquisitions of Sandler O’Neill, The Valence Group and TRS Advisors LLC.

Management believes that presenting results and measures on this adjusted basis alongside U.S. GAAP measures provides the most meaningful basis for comparison of its operating results across periods, and enhances the overall understanding of our current financial performance by excluding certain items that may not be indicative of our core operating results. The non-GAAP financial measures should be considered in addition to, not as a substitute for, measures of financial performance prepared in accordance with U.S. GAAP.

Net revenues

A reconciliation of adjusted net revenues to U.S. GAAP net revenues:

(\$ in millions)	For the year ended December 31,				
	2021	2020	2019	2018	2017
U.S. GAAP net revenues	\$2,031.1	\$1,238.2	\$834.6	\$741.0	\$823.6
Adjustments:					
Revenue related to noncontrolling interests	(59.1)	(12.9)	(10.8)	(3.6)	(5.3)
Interest expense on long-term financing	8.4	9.6	1.8	4.9	7.2
Adjusted net revenues	\$1,980.5	\$1,235.0	\$825.6	\$742.2	\$825.5

(\$ in millions)	For the year ended December 31,					
	2016	2015	2014	2013	2012	2011
U.S. GAAP net revenues	\$693.2	\$602.3	\$567.8	\$443.5	\$424.1	\$369.1
Adjustments:						
Revenue related to noncontrolling interests	(11.1)	(9.8)	(15.7)	(8.8)	(4.2)	(1.8)
Interest expense on long-term financing	8.2	6.4	5.5	5.8	3.2	3.8
Adjusted net revenues	\$690.3	\$598.9	\$557.6	\$440.5	\$423.2	\$371.0

Note: amounts presented in the tables above are rounded to millions and may not foot.

Income from continuing operations before income tax expense

A reconciliation of adjusted income before adjusted income tax expense to U.S. GAAP income from continuing operations before income tax expense:

(\$ in millions)	For the year ended December 31,				
	2021	2020	2019	2018	2017
U.S. GAAP income from continuing operations before income tax expense	\$441.5	\$68.5	\$119.0	\$72.5	\$79.3
Adjustments:					
Revenue related to noncontrolling interests	(59.1)	(12.9)	(10.8)	(3.6)	(5.3)
Interest expense on long-term financing	8.4	9.6	1.8	4.9	7.2
Non-compensation expenses related to noncontrolling interests	7.2	4.0	4.3	4.8	2.9
Compensation from acquisition-related agreements	116.8	113.4	5.1	29.2	55.0
Acquisition-related restructuring and integration costs	4.7	10.8	14.3	0.0	0.0
Amortization of intangible assets related to acquisitions	30.1	44.7	4.3	4.9	10.2
Non-compensation expenses from acquisition-related agreements	0.2	12.1	0.1	0.7	0.6
Adjusted operating income	\$550.0	\$250.3	\$138.2	\$113.4	\$149.9
Interest expense on long-term financing	(8.4)	(9.6)	(1.8)	(4.9)	(7.2)
Adjusted income before adjusted income tax expense	\$541.5	\$240.7	\$136.4	\$108.5	\$142.7

Net income/(loss) applicable to Piper Sandler Companies

A reconciliation of adjusted net income to U.S. GAAP net income/(loss) applicable to Piper Sandler Companies:

(\$ in millions)	For the year ended December 31,						
	2021	2020	2019	2018	2017	2014	2011
U.S. GAAP net income/(loss) applicable to Piper Sandler Companies	\$278.5	\$40.5	\$111.7	\$57.0	(\$61.9)	\$63.2	(\$102.0)
Adjustment to exclude net income/(loss) from discontinued operations	-	-	23.8	1.4	(85.1)	17.0	0.5
Net income/(loss) from continuing operations	\$278.5	\$40.5	\$87.9	\$55.6	\$23.1	\$46.1	(\$102.6)
Adjustments:							
Compensation from acquisition-related agreements	93.1	85.9	4.1	22.0	35.8	2.4	-
Acquisition-related restructuring and integration costs	3.5	8.7	10.8	-	-	-	-
Goodwill impairment	-	-	-	-	-	-	118.4
Amortization of intangible assets related to acquisitions	23.6	33.4	3.3	3.7	6.3	1.9	-
Non-compensation expenses from acquisition-related agreements	0.2	9.0	0.1	0.5	0.6	-	-
Impact of the Tax Cuts and Jobs Act legislation	-	-	-	1.0	36.4	-	-
Impact of deferred tax asset valuation allowance	-	-	-	4.7	-	-	-
Adjusted net income	\$399.0	\$177.6	\$106.2	\$87.4	\$102.1	\$50.4	\$15.9

Note: amounts presented in the tables above are rounded to millions and may not foot.

Earnings per diluted common share

A reconciliation of adjusted earnings per diluted common share to U.S. GAAP earnings/(loss) per diluted common share:

	For the year ended December 31,						
	2021	2020	2019	2018	2017	2014	2011
U.S. GAAP earnings/(loss) per diluted common share	\$16.43	\$2.72	\$7.69	\$3.72	(\$4.99)	\$3.87	(\$6.51)
Adjustment to exclude net income/(loss) from discontinued operations	-	-	1.65	0.09	(6.56)	1.04	0.03
Income/(loss) from continuing operations	\$16.43	\$2.72	\$6.05	\$3.63	\$1.57	\$2.83	(\$6.54)
Adjustment related to participating shares (1)	-	-	0.04	-	(0.05)	-	1.20
Adjustment for inclusion of unvested acquisition-related stock (2)	(1.62)	(1.89)	-	-	-	-	-
	\$14.81	\$0.83	\$6.09	\$3.63	\$1.52	\$2.83	(\$5.34)
Adjustments:							
Compensation from acquisition-related agreements	5.49	5.76	0.29	1.44	2.33	0.15	-
Acquisition-related restructuring and integration costs	0.21	0.58	0.75	-	-	-	-
Goodwill impairment	-	-	-	-	-	-	6.16
Amortization of intangible assets related to acquisitions	1.40	2.24	0.23	0.24	0.41	0.12	-
Non-compensation expenses from acquisition-related agreements	0.01	0.61	0.01	0.04	0.04	-	-
Impact of the Tax Cuts and Jobs Act legislation	-	-	-	0.06	2.38	-	-
Impact of deferred tax asset valuation allowance	-	-	-	0.31	-	-	-
Adjusted earnings per diluted common share	\$21.92	\$10.02	\$7.36	\$5.72	\$6.68	\$3.09	\$0.83

- 1) For periods prior to 2020, Piper Sandler Companies calculated earnings per common share using the two-class method, which required the allocation of consolidated adjusted net income between common shareholders and participating security holders, which in the case of Piper Sandler Companies, represented unvested stock with non-forfeitable dividend rights. No allocation of undistributed earnings was made for periods in which a loss was incurred, or for periods in which the special cash dividend exceeded adjusted net income resulting in an undistributed loss.
- 2) For 2021 and 2020, the weighted average diluted shares outstanding used in the calculation of adjusted earnings per diluted common share contain an adjustment to include 1.3 million common shares and 2.8 million common shares, respectively, for unvested restricted stock awards with service conditions granted pursuant to the acquisitions of Sandler O'Neill, The Valence Group, and TRS Advisors LLC.

APPENDIX – MARKET SHARE POSITIONS & DATA SOURCES

Market share positions and data presented within the letter to shareholders are referenced from the following independent sources:

S&P Capital IQ

- Highest total shareholder return amongst our peer group for the 10-year period comparing December 31, 2021 to December 31, 2011; peer group includes: MS, EVR, RJF, GS, OPY, COWN, SF, LAZ, and GHJ
- KBW Capital Markets Index total return of 436% for the 10-year period comparing December 31, 2021 to December 31, 2011
- S&P 500 total return of 336% for the 10-year period comparing December 31, 2021 to December 31, 2011
- YTD 2022 decline in S&P 500 of 12% comparing March 7, 2022 to December 31, 2021

Mergermarket

- No. 3 advisor in U.S. M&A based on number of announced transactions during 2021 with a reported deal value of < \$1 billion; same criteria for 2011 ranking of No. 28

S&P Global Market Intelligence

- No. 1 advisor in U.S. M&A for banks & thrifts based on number of announced transactions during 2021; no ranking for 2011 as we did not participate in this market at that time
- No. 1 issuer for community and regional bank debt during 2021 based on gross proceeds raised in \$1,000 par subordinated debt and senior note offerings > \$5 million for community banks with assets < \$45 billion; no ranking for 2011 as we did not participate in this market at that time

Dealogic

- No. 3 underwriter based on the number of book run IPOs and follow-ons > \$20 million in value for healthcare companies with < \$5 billion of market cap during 2021; same criteria for 2011 ranking of No. 7
- No. 9 underwriter based on economic fees of IPOs and follow-ons > \$20 million in value for companies with < \$5 billion of market cap during 2021; same criteria for 2011 ranking of No. 15

Refinitiv

- 4.9% par value market share of U.S. sole/senior negotiated and private placement transactions during 2021; same criteria for 2011 par value market share of 2.5%
- No. 2 underwriter based on number of U.S. sole/senior negotiated and private placement transactions during 2021
- No. 8 underwriter based on aggregate par value of U.S. sole/senior negotiated and private placement transactions during 2021

Starmine

- No. 1 equity research platform based on number of U.S. stocks covered in the small- to mid-cap category for 2021

McLagan

- No. 17 in U.S. equities cash trading for 2021; same criteria for 2011 ranking of No. 24

Bloomberg

- YTD 2022 increase in price of oil of approximately 60% comparing March 7, 2022 to December 31, 2021
- YTD 2022 increase in the VIX of 2x+ comparing March 7, 2022 to December 31, 2021

SHAREHOLDER INFORMATION

Corporate Headquarters

Piper Sandler Companies
Mail Stop J12NSH
800 Nicollet Mall, Suite 900
Minneapolis, MN 55402
612 303-6000

Company Website

www.pipersandler.com

Common Stock Listing

New York Stock Exchange (symbol: PIPR)

Stock Transfer Agent and Registrar

Broadridge acts as transfer agent and registrar for Piper Sandler Companies and maintains all shareholder records for the company. If you have questions regarding the Piper Sandler Companies stock you own, stock transfers, address corrections or changes, lost stock certificates or duplicate mailings, please contact Broadridge.

Online:

shareholder.broadridge.com/PIPR

Telephone:

Toll-Free 800 872-4409

Outside of U.S. 720 501-4324

Shareowner relations specialists available
Monday through Friday, 9 a.m. to 6 p.m. ET

Written correspondence:

Broadridge Corporate Issuer Solutions, Inc
PO Box 1342
Brentwood, NY 11717

Certified and overnight delivery:

Broadridge Corporate Issuer Solutions, Inc
ATTN: IWS
1155 Long Island Avenue
Edgewood, NY 11717

Independent Accountants

Ernst & Young LLP

Investor Inquiries

Shareholders, securities analysts and investors seeking more information about the company should contact Tim Carter, chief financial officer, at 612 303-5607 or investorrelations@psc.com; or the corporate headquarters address.

Website Access to SEC Reports and Corporate Governance Information

Piper Sandler Companies makes available free of charge on its website, www.pipersandler.com, its annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, as well as all other reports filed by Piper Sandler Companies with the Securities and Exchange Commission, as soon as reasonably practicable after it electronically files them with, or furnishes them to, the Securities and Exchange Commission. These reports are also available at the Securities and Exchange Commission website, www.sec.gov.

Piper Sandler Companies also makes available free of charge on its website the company's codes of ethics and business conduct, its corporate governance principles and the charters of the audit, compensation, and nominating and governance committees of the board of directors. Printed copies of these materials will be mailed upon request.

Dividends

Piper Sandler Companies began paying cash dividends on its common stock in 2017. The decision to pay future dividends is at the discretion of the board of directors.

FORWARD-LOOKING STATEMENTS

This annual report and the preceding letter to shareholders contain forward-looking statements. Statements that are not historical or current facts, including statements about beliefs and expectations, are forward-looking statements and are subject to significant risks and uncertainties that are difficult to predict. A number of these risks and uncertainties are described in our reports filed or furnished with the Securities and Exchange Commission, including our Annual Report on Form 10-K for the year ended December 31, 2021. Forward-looking statements speak only as of the date they are made, and we undertake no obligation to update them in light of new information or future events.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 31, 2021

Commission File No. 001-31720

PIPER SANDLER COMPANIES

(Exact Name of Registrant as specified in its Charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

30-0168701

(IRS Employer Identification No.)

800 Nicollet Mall, Suite 900

Minneapolis, Minnesota

(Address of Principal Executive Offices)

55402

(Zip Code)

(612) 303-6000

(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Each Exchange On Which Registered</u>
Common Stock, par value \$0.01 per share	PIPR	The New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act.

Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act by the registered public accounting firm that prepared or issued its audit report.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

The aggregate market value of the 17,485,346 shares of the registrant's Common Stock, par value \$0.01 per share, held by non-affiliates based upon the last sale price, as reported on the New York Stock Exchange, of the Common Stock on June 30, 2021 was approximately \$2.3 billion.

As of February 18, 2022, the registrant had 18,183,948 shares of Common Stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Part III of this Annual Report on Form 10-K incorporates by reference information (to the extent specific sections are referred to herein) from the registrant's Proxy Statement for its 2022 Annual Meeting of Shareholders to be held on May 6, 2022.

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PART I

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K for the year ended December 31, 2021 (this "Form 10-K") contains forward-looking statements. Statements that are not historical or current facts, including statements about beliefs and expectations, are forward-looking statements. These forward-looking statements include, among other things, statements other than historical information or statements of current conditions and may relate to our future plans and objectives and results, and also may include our belief regarding the effect of various legal proceedings, as set forth under "Legal Proceedings" in Part I, Item 3 of this Form 10-K and in our subsequent reports filed with the Securities and Exchange Commission ("SEC"). Forward-looking statements involve inherent risks and uncertainties, and important factors could cause actual results to differ materially from those anticipated, including those factors discussed below under "Risk Factors" in Part I, Item 1A of this Form 10-K, as well as those factors discussed under "External Factors Impacting Our Business" included in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of this Form 10-K and in our subsequent reports filed with the SEC. Forward-looking statements speak only as of the date they are made, and we undertake no obligation to update them in light of new information or future events.

ITEM 1. BUSINESS.

Overview

Piper Sandler Companies is an investment bank and institutional securities firm, serving the needs of corporations, private equity groups, public entities, non-profit entities and institutional investors in the U.S. and internationally. Founded in 1895, Piper Sandler Companies provides a broad set of products and services, including financial advisory services; equity and debt capital markets products; public finance services; equity research and institutional brokerage; fixed income services; and alternative asset management strategies. Our headquarters are located in Minneapolis, Minnesota and we have offices across the United States and international locations in London, Aberdeen and Hong Kong.

Our Business

We operate in one reportable segment providing investment banking and institutional sales, trading and research services for various equity and fixed income products.

- *Investment Banking* – For our corporate clients, we provide advisory services, which includes mergers and acquisitions ("M&A"); equity and debt private placements; and debt and restructuring advisory. We also help raise capital through equity and debt financings. We operate in the following focus sectors: healthcare; financial services; consumer; energy and power; diversified industrials and services; technology; and chemicals and materials, primarily focusing on middle-market clients. For our government and non-profit clients, we underwrite municipal issuances, provide municipal financial advisory and loan placement services, and offer various over-the-counter derivative products. Our public finance investment banking capabilities focus on state and local governments, cultural and social service non-profit entities, special districts, project financings, and the education, healthcare, hospitality, senior living, housing and transportation sectors.
- *Equity and Fixed Income Institutional Brokerage* – We offer both equity and fixed income advisory and trade execution services for institutional investors, corporations, and government and non-profit entities. Integral to our capital markets efforts, we have equity sales and trading relationships with institutional investors in North America and Europe that invest in our core sectors. Our research analysts provide investment ideas and support to our trading clients on over 1,000 companies. Fixed income services provides advice on balance sheet management, investment strategy and customized portfolio solutions. We provide fixed income sales and trading solutions to banks, registered investment advisors, public entities, credit unions, and insurance companies. We principally engage in trading activities to facilitate customer needs.
- *Alternative Asset Management Funds* – We have created alternative asset management funds in merchant banking and healthcare in order to invest firm capital and to manage capital from outside investors.

Discontinued Operations

In the third quarter of 2019, we sold our traditional asset management subsidiary, Advisory Research, Inc. ("ARI"). ARI's results have been presented herein as discontinued operations for the year ended December 31, 2019. For further information on our discontinued operations, see Note 4 to our consolidated financial statements in Part II, Item 8 of this Form 10-K.

Financial Information about Geographic Areas

As of December 31, 2021, the substantial majority of our net revenues and long-lived assets were located in the U.S.

Competition

Our business is subject to intense competition driven by large Wall Street and international firms, regional broker dealers, boutique and niche-specialty firms and alternative trading systems that effect securities transactions through various electronic venues. Competition is based on a variety of factors, including price, quality of advice and service, reputation, product selection, transaction execution, financial resources and investment performance. Many of our large competitors have greater financial resources than we have and may have more flexibility to offer a broader set of products and services than we can.

In addition, there is significant competition within the securities industry for obtaining and retaining the services of qualified employees. Our business is a human capital business, and attracting and retaining employees depends, among other things, on our company's culture, management, work environment, geographic locations and compensation.

Human Capital

Piper Sandler Companies connects capital with opportunity to create value and build a better future, and our employees have been critical to achieving this mission throughout our operating history of more than 125 years. We believe that great people working together as a team are our competitive advantage, and it is crucial that we continue to attract and retain talented employees. As part of these efforts, we strive to offer a competitive compensation and benefits program and training and development opportunities, foster a community where everyone feels included and empowered to do their best work, and give employees the opportunity to give back to their communities.

As of December 31, 2021, we had 1,665 full-time employees, of which 1,587 were employed in the United States and 78 in the United Kingdom and Hong Kong. Approximately 1,220 of our employees were registered with the Financial Industry Regulatory Authority, Inc. ("FINRA") as of December 31, 2021. One key metric we use to benchmark our firm to industry peer companies is the number of investment banking managing directors. At December 31, 2021, we had 148 corporate investment banking managing directors.

Compensation and Benefits Program – Our compensation program is designed to attract, reward and retain employees who possess the skills necessary to support our business objectives and assist in the achievement of our strategic goals. We provide employees with competitive compensation packages that include base salary, annual incentive bonuses, length of service awards, and equity awards. For further information on the restricted shares we grant to employees as part of year-end compensation, see Note 19 to our consolidated financial statements in Part II, Item 8 of this Form 10-K. In addition to cash and equity compensation, we also offer benefits such as life and health (medical, dental and vision) insurance, paid time off, paid parental leave, health and wellness programs and a 401(k) plan. We believe our programs align both individual employees and long-term company performance with stockholder interests.

Training and Development – A core tenet of our talent system is to develop talent from within and to supplement with external candidates. We provide opportunities for employees to grow and build their careers through various training and development programs. We also have a talent and succession planning process, which is reviewed annually with our board of directors.

Diversity and Inclusion ("D&I") – At Piper Sandler Companies, we believe that diverse teams with unique backgrounds, skills and experiences yield more innovative solutions. This is reflected in our commitment to attract, retain and develop a diverse and talented workforce in a high-quality, equitable and inclusive environment. We are focused on building an inclusive culture through a variety of initiatives supported by our D&I committee, including mentorship and training. Our employee networks also serve as a source of inclusion and engagement for our employees, in addition to supporting our efforts to recruit a diverse workforce. Each employee network is sponsored and supported by senior leaders across the firm.

Community Leadership – We are committed to contributing our talents and resources to serve the communities in which we live and work through the Piper Sandler Foundation, various charitable campaigns, employee programs and volunteerism. We believe that this commitment assists in our efforts to attract and retain employees.

Regulation

As a participant in the financial services industry, our business is regulated by U.S. federal and state regulatory agencies, self-regulatory organizations ("SROs") and securities exchanges, and by foreign governmental agencies, financial regulatory bodies and securities exchanges. We are subject to complex and extensive regulation of most aspects of our business, including the manner in which securities transactions are effected, net capital requirements, recordkeeping and reporting procedures, relationships and conflicts with customers, the handling of cash and margin accounts, conduct, experience and training requirements for certain employees, and the manner in which we prevent and detect money-laundering and bribery activities. The regulatory framework of the financial services industry is designed primarily to safeguard the integrity of the capital markets and to protect customers, not creditors or shareholders.

The laws, rules and regulations comprising this regulatory framework can (and do) change frequently, as can the interpretation and enforcement of existing laws, rules and regulations. Conditions in the global financial markets and economy, including the 2008 financial crisis, caused legislators and regulators to increase the examination, enforcement and rule-making activity directed toward the financial services industry. The intensity of the regulatory environment may correlate with the level and nature of our legal proceedings for a given period, and increased intensity could have an adverse effect on our business, financial condition, and results of operations.

Our U.S. broker dealer subsidiary (Piper Sandler & Co.) is registered as a securities broker dealer with the SEC and is a member of various SROs and securities exchanges. In July 2007, the National Association of Securities Dealers and the member regulation, enforcement and arbitration functions of the New York Stock Exchange ("NYSE") consolidated to form FINRA, which now serves as the primary SRO of Piper Sandler & Co., although the NYSE continues to have oversight over NYSE-related market activities. FINRA regulates many aspects of our U.S. broker dealer business, including registration, education and conduct of our broker dealer employees, examinations, rulemaking, enforcement of these rules and the federal securities laws, trade reporting and the administration of dispute resolution between investors and registered firms. We have agreed to abide by the rules of FINRA (as well as those of the NYSE and other SROs), and FINRA has the power to expel, fine and otherwise discipline Piper Sandler & Co. and its officers, directors and employees. Among the rules that apply to Piper Sandler & Co. are the uniform net capital rule of the SEC (Rule 15c3-1) and the net capital rule of FINRA. Both rules set a minimum level of net capital a broker dealer must maintain and also require that a portion of the broker dealer's assets be relatively liquid. Under the applicable FINRA rule, FINRA may prohibit a member firm from expanding its business or paying cash dividends if resulting net capital falls below FINRA requirements. In addition, Piper Sandler & Co. is subject to certain notification requirements related to withdrawals of excess net capital. As a result of these rules, our ability to make withdrawals of capital from Piper Sandler & Co. may be limited. In addition, Piper Sandler & Co. is licensed as a broker dealer in each of the 50 states, requiring us to comply with applicable laws, rules and regulations of each state. Any state may revoke a license to conduct a securities business and fine or otherwise discipline broker dealers and their officers, directors and employees.

We also operate one entity that is authorized, licensed and regulated by the U.K. Financial Conduct Authority and registered under the laws of England and Wales, as well as an entity that is authorized, licensed and regulated by the Hong Kong Securities and Futures Commission and registered under the laws of Hong Kong. The U.K. Financial Conduct Authority and the Hong Kong Securities and Futures Commission regulate these entities (in their respective jurisdictions) in areas of capital adequacy, customer protection and business conduct, among others. We also have a subsidiary organized in Guernsey and regulated by the Guernsey Financial Services Commission ("GFSC").

Entities in the jurisdictions identified above are also subject to anti-money laundering regulations. Piper Sandler & Co. is subject to the USA PATRIOT Act of 2001, which contains anti-money laundering and financial transparency laws and mandates the implementation of various regulations requiring us to implement standards for verifying client identification at the time the client relationship is initiated, monitoring client transactions and reporting suspicious activity. Our entities in Hong Kong, the United Kingdom and Guernsey are subject to similar anti-money laundering laws and regulations. We are also subject to the U.S. Foreign Corrupt Practices Act as well as other anti-bribery laws in the jurisdictions in which we operate. These laws generally prohibit companies and their intermediaries from engaging in bribery or making other improper payments to foreign officials for the purpose of obtaining or retaining business or gaining an unfair business advantage.

We maintain subsidiaries that are registered as investment advisors with the SEC and subject to regulation and oversight by the SEC. PSC Capital Partners LLC, Piper Sandler Advisors LLC, Piper Heartland Healthcare Capital LLC and Piper Sandler Finance Management LLC are asset management subsidiaries and registered investment advisors. As registered investment advisors, these entities are subject to requirements that relate to, among other things, fiduciary duties to clients, maintaining an effective compliance program, solicitation agreements, conflicts of interest, recordkeeping and reporting requirements, disclosure requirements, limitations on agency cross and principal transactions between advisor and advisory clients, as well as general anti-fraud prohibitions. Piper Sandler & Co. is also a registered investment advisor and subject to these requirements. Parallel General Partners Limited is the general partner of several private equity limited partnerships; it and the limited partnerships are registered and regulated by the GFSC.

Certain of our businesses also are subject to compliance with laws and regulations of U.S. federal and state governments, non-U.S. governments, their respective agencies and/or various SROs or exchanges governing the privacy of client information. Any failure with respect to our practices, procedures and controls in any of these areas could subject us to regulatory consequences, including fines, and potentially other significant liabilities.

Information About our Executive Officers

Information regarding our executive officers and their ages as of February 18, 2022, are as follows:

<u>Name</u>	<u>Age</u>	<u>Position(s)</u>
Chad R. Abraham	53	Chief Executive Officer
Debra L. Schoneman	53	President
Timothy L. Carter	54	Chief Financial Officer
James P. Baker	54	Global Co-Head of Investment Banking and Capital Markets
Michael R. Dillahunt	53	Global Co-Head of Investment Banking and Capital Markets
Jonathan J. Doyle	56	Vice Chairman and Head of Financial Services Group
John W. Geelan	46	General Counsel and Secretary

Chad R. Abraham is our chief executive officer, a position he has held since January 2018. He previously served as global co-head of investment banking and capital markets from October 2010 to December 2017. Prior to that, he served as head of equity capital markets since November 2005. Mr. Abraham joined Piper Sandler Companies in 1991 in our investment banking group and was promoted to managing director and head of technology investment banking in 1999.

Debra L. Schoneman is our president, a position she has held since January 2018. She previously served as chief financial officer from May 2008 to December 2017, and global head of equities from June 2017 to December 2017. Prior to that, she served as treasurer from August 2006 until May 2008; and as finance director of our corporate and institutional services business from July 2002 until July 2004 when the role was expanded to include our public finance services division. Ms. Schoneman joined Piper Sandler Companies in 1990 in our accounting department.

Timothy L. Carter is our chief financial officer, a position he has held since January 2018. He previously served as senior vice president of finance from May 2017 to December 2017. Prior to that, he served as treasurer from May 2008 to May 2017, chief accounting officer from 2006 to May 2008, and controller from 1999 to 2006. Mr. Carter joined Piper Sandler Companies in 1995.

James P. Baker is our global co-head of investment banking and capital markets, a position he has held since January 2019. Prior to that, he served as our co-head of energy investment banking from February 2016 to December 2018. Mr. Baker joined Piper Sandler Companies in February 2016 in connection with our acquisition of Simmons & Company International, where Mr. Baker came to serve as a managing director and leader of its midstream/downstream investment banking group after joining in 2001. Prior to that, Mr. Baker was a director and chief financial officer at Koch Industries and led corporate finance and corporate development for Koch's energy businesses, and a director for Alton Geoscience where he provided consulting services to refining and marketing companies on the West Coast.

Michael R. Dillahunt is our global co-head of investment banking and capital markets, a position he has held since March 2021. Prior to that, he served as co-head of our diversified industrials and services group from 2011 to 2020, and as vice chairman of investment banking and chairman of M&A and private equity coverage from 2020 to March 2021. Mr. Dillahunt joined Piper Sandler Companies in 1998, prior to which he had been an M&A and corporate attorney at Milbank LLP.

Jonathan J. Doyle is our vice chairman, senior managing principal and head of the financial services group, a position he has held since January 2020. Mr. Doyle joined Piper Sandler Companies in connection with our acquisition of Sandler O'Neill, where Mr. Doyle served as a senior managing principal since January 2012, and partner since January 1995. Mr. Doyle began his career at Marine Midland Bank.

John W. Geelan is our general counsel and secretary. He served as assistant general counsel and assistant secretary from November 2007 until becoming general counsel in January 2013. Mr. Geelan joined Piper Sandler Companies in 2005.

Additional Information

Our principal executive offices are located at 800 Nicollet Mall, Suite 900, Minneapolis, Minnesota 55402, and our general telephone number is (612) 303-6000. We maintain an Internet Web site at <http://www.pipersandler.com>. The information contained on and connected to our Web site is not incorporated into this Form 10-K. We make available free of charge on or through our Web site our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and all other reports we file with the SEC, as soon as reasonably practicable after we electronically file these reports with, or furnish them to, the SEC. Such reports are also available on the SEC's Web site at <http://www.sec.gov>. "Piper Sandler," the "Company," "registrant," "we," "us" and "our" refer to Piper Sandler Companies and our subsidiaries. The Piper Sandler logo and the other trademarks, tradenames and service marks of Piper Sandler Companies mentioned in this report or elsewhere, including, but not limited to, PIPER SANDLERSM, PIPER JAFFRAY[®], REALIZE THE POWER OF PARTNERSHIP[®], SANDLER O'NEILLSM, SANDLER O'NEILL & PARTNERSSM, SANDLER O'NEILL MORTGAGE FINANCESM, CORNERSTONE MACRO[®], TRSSM, TRS ADVISORSSM, SIMMONS ENERGY | A DIVISION OF PIPER SANDLER[®], SIMMONS ENERGY | A DIVISION OF PIPER JAFFRAY[®], SIMMONS ENERGY[®], SIMMONS & COMPANY INTERNATIONALSM, SIMMONSCO-INTLSM, WEEDEN & CO.SM, PIPER SANDLER FINANCESM, PIPER JAFFRAY FINANCESM, PJIM[®], PIPER SANDLER BIOINSIGHTSSM, PIPER JAFFRAY BIOINSIGHTSSM, BIOINSIGHTSSM, TAKING STOCK WITH TEENS[®], HEALTHY ACTIVE AND SUSTAINABLE LIVING[®] and GUIDES FOR THE JOURNEY[®], are the property of Piper Sandler Companies.

ITEM 1A. RISK FACTORS.

In the normal course of our business activities, we are exposed to a variety of risks. The principal risks we face in operating our business include: strategic risks, market risks, human capital risks, liquidity risks, credit risks, operational risks, and legal and regulatory risks. A full description of each of these principal areas of risk, as well as the primary risk management processes that we use to mitigate our risk exposure in each, is discussed below under the caption "Risk Management" included in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of this Form 10-K.

The following discussion sets forth the risk factors that we have identified in each area of principal risk as being the most material to our business, future financial condition, and results of operations. Although we discuss these risk factors primarily in the context of their potential effects on our business, financial condition or results of operations, you should understand that these effects can have further negative implications such as: reducing the price of our common stock; reducing our capital, which can have regulatory and other consequences; affecting the confidence that our clients and other counterparties have in us, with a resulting negative effect on our ability to conduct and grow our business; and reducing the attractiveness of our securities to potential purchasers, which may adversely affect our ability to raise capital and secure other funding or the prices at which we are able to do so. Further, additional risks beyond those discussed below and elsewhere in this Form 10-K or in other of our reports filed with, or furnished to, the SEC could adversely affect us. We cannot assure you that the risk factors herein or elsewhere in our other reports filed with, or furnished to, the SEC address all potential risks that we may face.

These risk factors also serve to describe factors which may cause our results to differ materially from those described in forward-looking statements included in this Form 10-K or in other documents or statements that make reference to this Form 10-K. Forward-looking statements, as further described in this Form 10-K under the heading "Cautionary Note Regarding Forward-Looking Statements," and other factors that may affect future results are discussed below under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of this Form 10-K.

Strategic and Market Risk

Our business success depends in large part upon the strategic decisions made by our executive management, the alignment of business plans developed to act upon those decisions, and the quality of implementation of these business plans. Strategic risk represents the risk associated with our executive management failing to develop and execute on the appropriate strategic vision which demonstrates a commitment to our culture, leverages our core competencies, appropriately responds to external factors in the marketplace, and is in the best interests of our company. In setting out and executing upon a strategic vision for our business, we are faced with a number of inherent risks, including risks relating to external events and market and economic conditions, competition, and business performance that could all negatively affect our ability to execute on our strategic decisions and, therefore, our future financial condition or results of operations. The risks related to external events and overall market and economic conditions are referred to as market, or systemic, risk. The following are those material risk factors that we have identified that could pose a risk to our strategic vision, and the market risks that may impact execution of our strategy.

Developments in market and economic conditions have in the past adversely affected, and may in the future adversely affect, our business and profitability and cause volatility in our results of operations.

Economic and market conditions have had, and will continue to have, a direct and material impact on our results of operations and financial condition because performance in the financial services industry is heavily influenced by the overall strength of economic conditions and financial market activity. For example:

- In 2021, our business benefited from the continued improvement in economic conditions and business confidence as the world continued to adapt to the ongoing COVID-19 pandemic. These conditions, combined with accommodative markets and near record-low interest rates, contributed to strong performance across our businesses. Although we currently believe that the U.S. economy will continue growing in 2022, the beginning of the year has been marked by significant market volatility and uncertainty. We believe that continued economic growth will be dependent on a number of factors, including, but not limited to, the continued positive trajectory of the course of the pandemic, a moderation of the pace of inflation and supply chain issues that developed during 2021, and the nature, magnitude, and duration of hostilities stemming from Russia's invasion of Ukraine, including the effects of sanctions and retaliatory cyber attacks on the world economy and markets. Widespread concern or doubts in the market about the pace or ability of normal economic activity to resume, the potential for prolonged conflict in Ukraine or the broader outbreak of armed conflict in Eastern Europe, the pace, impact, or effectiveness of the actions by the U.S. Federal Reserve intended to manage the rate of inflation through interest rate increases and the termination of the quantitative easing program, or the efficacy or adequacy of government measures enacted to support the U.S. and global economy, could erode the outlook for macroeconomic conditions, economic growth, and business confidence, which would negatively impact our businesses.
- Our equities investment banking revenues from our advisory and equity capital markets businesses are directly related to macroeconomic conditions and corresponding financial market activity. Our equities investment banking business overall, but especially our capital markets business, has benefited from a recent cycle of strong financial market activity and company valuations. If the outlook for macroeconomic conditions were to become less certain or negative, that level of financial market activity would decrease, which would reduce our equities investment banking revenues. As an example, a significant portion of our equities investment banking revenues in recent years has been derived from advisory and capital markets engagements in our focus sectors, and activity in this area is highly correlated to the macroeconomic environment and market conditions. The first part of 2022 has seen significantly higher levels of volatility in global markets due to market participants' reactions to, and uncertainty surrounding, the magnitude and timing of actions to be taken by the U.S. Federal Reserve in response to heightened inflation, as well as Russia's invasion of Ukraine. This volatility has resulted in a decline in the level of activity in the financial markets. Continued market volatility or uncertainty related to actions taken or to be taken by the U.S. Federal Reserve, a decline in the global macroeconomic outlook, including as a result of Russia's invasion of Ukraine and the threat, or outbreak of more widespread armed conflict in Eastern Europe, or reduced expectations of U.S. economic growth and recovery from the COVID-19 pandemic would cause financial market activity to continue to decrease, which would negatively affect our equities investment banking revenues. In addition, global macroeconomic conditions and U.S. financial markets remain vulnerable to the potential risks posed by exogenous shocks, which could include, among other things, political or social unrest or financial uncertainty in the United States and the European Union, renewed concern about China's economy or financial sector, complications involving terrorism and armed conflicts around the world, or other challenges to global trade or travel. More generally, because our business is closely correlated to the macroeconomic outlook, a significant deterioration in that outlook or an exogenous shock would likely have an immediate and significant negative impact on our equities investment banking business and our overall results of operations.

It is difficult to predict the economic and market conditions for 2022, which are dependent upon the pace of global and U.S. economic recovery from COVID-19 and geopolitical events globally, including the nature, magnitude, and duration of armed conflict in Ukraine and Eastern Europe and other potential exogenous shocks. The first part of 2022 has seen significantly higher levels of volatility in global markets, which may continue during the year. Our smaller scale and the cyclical nature of the economy and the financial services industry leads to volatility in our financial results, including our operating margins, compensation ratios, business mix, and revenue and expense levels. Our financial performance may be limited by the fixed nature of certain expenses, the impact from unanticipated losses or expenses during the year, our business mix, and the inability to scale back costs in a timeframe to match decreases in revenue-related changes in market and economic conditions. As a result, our financial results may vary significantly from quarter to quarter and year to year.

Developments in specific business sectors and markets in which we conduct our business have in the past adversely affected, and may in the future adversely affect, our business and profitability.

Our results for a particular period may be disproportionately impacted by declines in specific sectors of the U.S. or global economy, or for certain products within the financial services industry, due to our business mix and focus areas. For example:

- Our equities investment banking business focuses on specific sectors, including healthcare, financial services, consumer, energy and power, diversified industrials and services, technology, and chemicals and materials. Volatility, uncertainty, or slowdowns in any of these sectors may adversely affect our business, sometimes disproportionately, and may cause volatility in the net revenues we receive from our corporate advisory and capital markets activities. Both the healthcare and financial services sectors are significant contributors to our overall results, and negative developments in either of these sectors, including but not limited to negative developments that result from legislative or regulatory actions, would materially and disproportionately impact our equities investment banking results, even if general economic conditions were strong. In addition, we may not participate, or may participate to a lesser degree than other firms, in sectors that experience significant activity, such as real estate, and our operating results may not correlate with the results of other firms that participate in these sectors.
- Our public finance investment banking business depends heavily upon conditions in the municipal market. It focuses on investment banking activity in sectors that include state and local governments, cultural and social service non-profit entities, special districts, project financings, and the education, healthcare, hospitality, senior living, housing and transportation sectors, with an emphasis on transactions with a par value of \$500 million or less. Concerns about U.S. economic growth could have a disproportionate impact on high-yield sectors, which could have a negative impact on our public finance business. Further, the enactment, or the threat of enactment, of any legislation that alters the financing alternatives available to local or state governments or tax-exempt organizations through the elimination or reduction of tax-exempt bonds could have a negative impact on our results of operations in these businesses.
- Our fixed income institutional business derives its revenue from sales and trading activity in the municipal and taxable markets and from hybrid preferreds and government agency products. Our operating results for our fixed income institutional business may not correlate with the results of other firms or the fixed income market generally because we do not participate in significant segments of the fixed income markets such as credit default swaps, corporate high-yield bonds, currencies or commodities. Our client activity in the fixed income institutional business is currently concentrated in the banking industry.

Financing and advisory services engagements are transactional in nature and do not generally provide for subsequent engagements.

Even though we work to represent our clients at every stage of their lifecycle, we are typically retained on a short-term, engagement-by-engagement basis in connection with specific advisory or capital markets transactions. As a consequence, the timing of when fees are earned varies, and, therefore, our financial results from advisory and capital markets activities may experience volatility quarter to quarter based on equity market conditions as well as the macroeconomic business cycle more broadly. In particular, our revenues related to advisory transactions tend to be more unpredictable from quarter to quarter due to the one-time nature of the transaction and the size of the fee. As a result, high levels of revenue in one quarter will not necessarily be predictive of continued high levels of revenue in any subsequent period. If we are unable to generate a substantial number of new engagements and generate fees from the successful completion of those transactions, our business and results of operations could be adversely affected.

The number of anticipated investment banking transactions may differ from actual results.

The completion of anticipated investment banking transactions in our pipeline is uncertain and partially beyond our control, and our investment banking revenue is typically earned only upon the successful completion of a transaction. In most cases, we receive little or no payment for investment banking engagements that do not result in the successful completion of a transaction. For example, a client's acquisition transaction may be delayed or terminated because of a failure to agree upon final terms with the counterparty, failure to obtain necessary regulatory consents or director or stockholder approvals, failure to secure necessary financing, adverse market conditions or unexpected financial or other issues in the client's or counterparty's business. More importantly, anticipated advisory or capital markets transactions may be delayed or terminated as a result of a decline in or uncertainty surrounding market or economic conditions. If parties fail to complete a transaction on which we are advising or an offering in which we are participating, we earn little or no revenue from the transaction and may have incurred significant expenses (e.g., travel and legal expenses) associated with the transaction. Accordingly, our business is highly dependent on market and economic conditions as well as the decisions and actions of our clients and interested third parties, and the number of engagements we have at any given time (and any characterization or description of our deal pipelines) is subject to change and may not necessarily result in future revenues.

We may make strategic acquisitions, enter into new business opportunities, or engage in joint ventures, which could cause us to incur unforeseen expenses and have disruptive effects on our business and may not yield the benefits we expect.

We may grow in part through corporate development or similar activities that could include acquisitions, joint ventures and minority investment stakes, and entering into new lines of business. There are a number of risks associated with these activities. Costs or difficulties relating to a transaction, including integration of products, employees, technology systems, accounting systems and management controls, or entry into a new business line, may be difficult to predict accurately and be greater than expected causing our estimates to differ from actual results. Importantly, we may be unable to retain key personnel after a transaction, including personnel who are critical to the success of the ongoing business. We may incur unforeseen liabilities of an acquired company or from entry into a new business line that could impose significant and unanticipated legal costs on us. We will need to successfully manage these risks in order to fully realize the anticipated benefits of these transactions.

Longer-term, our corporate development activities may require increased costs in the form of management personnel, financial and management systems and controls and facilities, which, in the absence of continued revenue growth, could cause our operating margins to decline. In addition, when we acquire a business, a substantial portion of the purchase price is often allocated to goodwill and other identifiable intangible assets. Our goodwill and intangible assets are tested at least annually for impairment. If, in connection with that test, we determine that a reporting unit's fair value is less than its carrying value, we would be required to recognize an impairment to the goodwill associated with that reporting unit. More generally, any difficulties that we experience could disrupt our ongoing business, increase our expenses and adversely affect our operating results and financial condition. We also may be unable to achieve anticipated benefits and synergies from a transaction as fully as expected or within the expected time frame.

We may not be able to compete successfully with other companies in the financial services industry who often have significantly greater resources than we do.

The financial services industry remains highly competitive, and our revenues and profitability may suffer if we are unable to compete effectively. We generally compete on the basis of such factors as quality of advice and service, reputation, price, product selection, transaction execution and financial resources. Pricing and other competitive pressures in investment banking, including the use of multiple book runners, co-managers, and multiple financial advisors handling transactions, have affected and could continue to adversely affect our revenues.

We remain at a competitive disadvantage given our relatively small size compared to some of our competitors. Large financial services firms generally have a larger capital base, greater access to capital, and greater technology resources, affording them greater capacity for risk and potential for innovation, an extended geographic reach and flexibility to offer a broader set of products. For example, some of these firms are able to use their larger capital base to offer additional products or services to their investment banking clients, which can be a competitive advantage. With respect to our fixed income institutional brokerage and public finance investment banking businesses, it is more difficult for us to diversify and differentiate our product set, and our fixed income business mix currently is concentrated in investment grade fixed income products, potentially with less opportunity for growth than other firms which have grown their fixed income businesses by investing in, developing and offering non-traditional products (e.g., credit default swaps, interest rate products and currencies and commodities).

Our institutional brokerage business is subject to pricing pressures.

The ability to execute trades electronically and through alternative trading systems and competitive pressures on our clients have increased the pressure on trading commissions and spreads within the equities institutional brokerage business over the past few years. We expect to continue to experience pricing and other competitive pressures in our equities and fixed income institutional brokerage businesses in the future. In addition, we will need to continue to invest in these businesses in order to continue to meet our clients' needs and maintain sufficient scale.

Our inability to identify and address actual, potential, or perceived conflicts of interest may negatively impact our reputation and have a material adverse effect on our business.

We regularly address actual, potential or perceived conflicts of interest in our business, including situations where our services to a particular client or our own investments or other interests conflict, or are perceived to conflict, with the interests of another client. Appropriately identifying and dealing with conflicts of interest is complex and difficult, and we face the risk that our current policies, controls and procedures do not timely identify or appropriately manage such conflicts of interest. It is possible that actual, potential or perceived conflicts could give rise to client dissatisfaction, litigation or regulatory enforcement actions. Our reputation could be damaged if we fail, or appear to fail, to deal appropriately with potential or actual conflicts of interest. Client dissatisfaction, litigation, or regulatory enforcement actions arising from a failure to adequately deal with conflicts of interest, and the reputational harm suffered as a consequence, could have a material adverse effect on our business.

Damage to our reputation could harm our business.

Maintaining our reputation is critical to attracting and maintaining clients, customers, investors, and employees. If we fail to deal with, or appear to fail to deal with, issues that may give rise to reputational risk, such failure or appearance of failure could have a material adverse effect on our business and stock price. These issues include, but are not limited to, appropriately dealing with potential conflicts of interest, legal and regulatory requirements, ethical issues, money laundering, cybersecurity, and the proper identification of the strategic, market, human capital, liquidity, credit, operational, legal and regulatory risks inherent in our business and products.

Human Capital Risk

Our business is a human capital business, and, therefore, our future financial condition and results of operations are significantly dependent upon our employees and their actions. Our success depends on the skills, expertise, and performance of our employees. Human capital risks represent the risks posed if we fail to attract and retain qualified individuals who are motivated to serve the best interests of our clients, thereby serving the best interests of our company, as well as the risks posed if our culture fails to encourage such behavior. Human capital risk is also present where we fail to detect and prevent employees from acting contrary to our policies and procedures, for example, if an employee were to inadequately safeguard or misuse our clients' confidential information. Any failure by us in creating and maintaining a culture that emphasizes serving our clients' best interests or detecting or preventing employees from engaging in behaviors that run counter to that culture might lead to reputational damage for our firm. The following are those material human capital risk factors that we have identified that could pose a risk to us.

Our ability to attract, develop and retain highly skilled and productive employees, develop the next generation of our business leadership, and instill and maintain a culture of ethics is critical to the success of our business.

Historically, the market for qualified employees within the financial services industry has been marked by intense competition, and the performance of our business may suffer to the extent we are unable to attract, retain, and develop productive employees, given the relatively small size of our company and our employee base compared to some of our competitors and the geographic locations in which we operate. The primary sources of revenue in each of our business lines are fees earned on advisory and underwriting transactions and customer accounts managed by our employees, who have historically been recruited by other firms and in certain cases are able to take their client relationships with them when they change firms. In some areas of our business, a small number of employees are responsible for producing a significant amount of revenue, and the loss of any of these employees could adversely affect our results of operations.

Further, recruiting and retention success often depends on the ability to deliver competitive compensation, and we may be at a disadvantage to some competitors given our size and financial resources. Our inability or unwillingness to meet compensation needs or demands may result in the loss of some of our professionals or the inability to recruit additional professionals at compensation levels that are within our target range for compensation and benefits expense. Our ability to retain and recruit also may be hindered if we limit our aggregate annual compensation and benefits expense as a percentage of annual net revenues.

A vibrant and ethical corporate culture is critical to ensuring that our employees put our clients' interests first and are able to identify and manage potential conflicts of interest, while also creating an environment in which each of our employees feels empowered to develop and pursue their full potential. Our expectations for our corporate culture and ethics are instilled and maintained by the "tone at the top" set by our management and board of directors. Lapses in our corporate culture could lead to reputational damage or employee loss, either of which could adversely affect our results of operations.

Our business success depends in large part on the strategic decisions made by our leadership team, and the business plans developed and implemented by our senior business leaders. Our ability to identify, develop, and retain future senior business leaders, and our ability to develop and implement successful succession plans for our leadership team and other senior business leaders, is critical to our future success and results of operations.

Our inability to effectively integrate and retain personnel in connection with our acquisitions may adversely affect our financial condition and results of operations.

We invest time and resources in carefully assessing opportunities for acquisitions, and we have made acquisitions in the past several years to broaden the scope and depth of our human capital in various businesses. Despite diligence and integration planning, acquisitions still present certain risks, including the difficulties in integrating and bringing together different work cultures and employees, and retaining those employees for the period of time necessary to realize the anticipated benefits of the acquisition. Difficulties in integrating our acquisitions, including attracting and retaining talent to realize the expected benefits of these acquisitions, may adversely affect our financial condition and results of operations.

Liquidity and Credit Risk

Two of our principal categories of risk as a broker dealer are liquidity and credit risk, each of which can have a material impact on our results of operations and viability as a business. We believe that the effective management of liquidity and credit is fundamental to the financial health of our firm. With respect to liquidity risk, it impacts our ability to timely access necessary funding sources in order to operate our business and our ability to timely divest securities that we hold in connection with our market-making and sales and trading activities. Credit risk, as distinguished from liquidity risk, is the potential for loss due to the default or deterioration in credit quality of a counterparty, customer, client, borrower, or issuer of securities we hold in our trading inventory. The nature and amount of credit risk depends on the type of transaction, the structure and duration of that transaction and the parties involved. The following are the material liquidity and credit risk factors that we have identified that could pose a risk to us.

An inability to access capital readily or on terms favorable to us could impair our ability to fund operations and could jeopardize our financial condition and results of operations.

Liquidity, or ready access to funds, is essential to our business. To fund our business, we rely on financing provided by Pershing LLC ("Pershing") under our fully disclosed clearing agreement, a clearing arrangement with banking financing, as well as other bank financing. The financing provided by Pershing and the broker dealer is at their discretion (i.e., uncommitted) and could be denied. In January 2021, we increased the size of our unsecured revolving credit facility from \$50 million to \$65 million to use for working capital and general corporate purposes. Our broker dealer subsidiary also renewed a \$100 million committed credit facility in December 2021 for an additional twelve months.

Our access to funding sources, particularly uncommitted funding sources, is dependent on factors we cannot control, such as economic downturns, the disruption of financial markets, the failure or consolidation of other financial institutions, negative news about the financial industry generally or us specifically. We could experience disruptions with our credit facilities in the future, including the loss of liquidity sources and/or increased borrowing costs, if lenders or investors develop a negative perception of our short- or long-term financial prospects, which could result from decreased business activity. Our liquidity also could be impacted by the activities resulting in concentration of risk, including investments in specific markets or products without liquidity. Our access to funds also may be impaired if regulatory authorities take significant action against us, or if we discover that one of our employees has engaged in serious unauthorized or illegal activity.

In the future, we may need to incur debt or issue equity in order to fund our working capital requirements, as well as to execute our growth initiatives that may include acquisitions and other investments. Similarly, our access to funding sources may be contingent upon terms and conditions that may limit or restrict our business activities and growth initiatives. In addition, we currently do not have a credit rating, which could adversely affect our liquidity and competitive position by increasing our borrowing costs and limiting access to sources of liquidity that require a credit rating as a condition to providing funds.

If we are unable to obtain necessary funding, or if the funding we obtain is on terms and conditions unfavorable to us, it could negatively affect our business activities and operations, and our ability to pursue certain growth initiatives and make certain capital decisions, including the decision whether to pay future dividends to our shareholders, as well as our future financial condition or results of operations.

Concentration of risk increases the potential for significant losses.

Concentration of risk increases the potential for significant losses in our sales and trading, alternative asset management, credit underwriting and syndication platform, and underwriting businesses. We have committed capital to these businesses, and we may take substantial positions in particular types of securities and/or issuers. This concentration of risk may cause us to suffer losses even when economic and market conditions are generally favorable for our competitors. Further, disruptions in the credit markets can make it difficult to hedge exposures effectively and economically.

Our businesses, profitability and liquidity may be adversely affected by deterioration in the credit quality of, or defaults by, third parties who owe us money, securities or other assets.

The nature of our businesses exposes us to credit risk, or the risk that third parties who owe us money, securities or other assets will not perform their obligations. These parties may default on their obligations to us due to bankruptcy, lack of liquidity, operational failure or other reasons. Deterioration in the credit quality of securities or obligations we hold could result in losses and adversely affect our ability to rehypothecate or otherwise use those securities or obligations for liquidity purposes. A significant downgrade in the credit ratings of our counterparties could also have a negative impact on our results. Default rates, downgrades and disputes with counterparties as to the valuation of collateral tend to increase in times of market stress and illiquidity. Although we review credit exposures to specific clients and counterparties and to specific industries that we believe may present credit concerns, default risk may arise from events or circumstances that are difficult to detect or foresee. Also, concerns about, or a default by, one institution generally leads to losses, significant liquidity problems, or defaults by other institutions, which in turn could adversely affect our business.

Particular activities or products within our business expose us to increased credit risk, including inventory positions, interest rate swap contracts with customer credit exposure, counterparty risk with one major financial institution related to customer interest rate swap contracts without customer credit exposure, investment banking and advisory fee receivables, liquidity providers on variable rate demand notes we remarket, and similar activities. With respect to interest rate swap contracts with customer credit exposure, we have retained the credit exposure with four non-publicly rated counterparties totaling \$20.7 million at December 31, 2021 as part of our matched-book interest rate swap program. In the event of a termination of the contract, the counterparty would owe us the applicable amount of the credit exposure. If our counterparty is unable to make its payment to us, we would still be obligated to pay our hedging counterparty, resulting in credit losses. Non-performance by our counterparties, clients and others, including with respect to our inventory positions and interest rate swap contracts with customer credit exposures, could result in losses, potentially material, and thus have a significant adverse effect on our business and results of operations.

In addition, reliance on revenues from hedge funds and hedge fund advisors, which are less regulated than many investment company and investment advisor clients, may expose us to greater risk of financial loss from unsettled trades than is the case with other types of institutional investors. Concentration of risk may result in losses to us even when economic and market conditions are generally favorable for others in our industry.

An inability to readily divest trading positions may result in financial losses to our business.

Timely divestiture of our trading positions, including equity, fixed income and other securities positions, can be impaired by decreased trading volume, increased price volatility, rapid changes in interest rates, concentrated trading positions, limitations on the ability to divest positions in highly specialized or structured transactions and changes in industry and government regulations. While we hold a security, we are vulnerable to valuation fluctuations and may experience financial losses to the extent the value of the security decreases and we are unable to timely divest or hedge our trading position in that security. The value may decline as a result of many factors, including issuer-specific, market or geopolitical events. In addition, in times of market uncertainty, the inability to divest inventory positions may have an impact on our liquidity as funding sources generally become more restrictive, which could limit our ability to pledge the underlying security as collateral. Our liquidity may also be impacted if we choose to facilitate liquidity for specific products and voluntarily increase our inventory positions in order to do so, exposing ourselves to greater market risk and potential financial losses from the reduction in value of illiquid positions.

Our underwriting and alternative asset management activities expose us to risk of loss.

We engage in a variety of activities in which we commit or invest our own capital, including underwriting and alternative asset management. In our role as underwriter for equity and fixed income securities, we commit to purchase securities from the issuer or one or more holders of the issuer's securities, and then sell those securities to other investors or into the public markets, as applicable. Our underwriting activities, including bought deal transactions and equity block trading activities, expose us to the risk of loss if the price of the security falls below the price we purchased the security before we are able to sell all of the securities that we purchased. For example, as an underwriter, or, with respect to equity securities, a block positioner, we may commit to purchasing securities from an issuer or one or more holders of the issuer's securities without having found purchasers for some or all of the securities. In those instances, we may find that we are unable to sell the securities at a price equal to or above the price at which we purchased the securities, or with respect to certain securities, at a price sufficient to cover our hedges. With respect to alternative asset management, our ability to withdraw our capital from these investments may be limited, and we may not be able to realize our investment objectives by sale or disposition at attractive prices, increasing our risk of losses. Our joint venture entities or other alternative asset management entities that underwrite and syndicate client debt may hold a portion of such debt after syndication, and our invested capital is exposed to a risk of loss to the extent that the debt is ultimately not repaid.

Our results from these activities may vary from quarter to quarter. We may incur significant losses from our underwriting and alternative asset management due to equity or fixed income market fluctuations and volatility from quarter to quarter, or from a deterioration in specific business sectors or the economy more generally. In addition, we may engage in hedging transactions that, if not successful, could result in losses; and the hedges we purchase to counterbalance market rate changes in certain inventory positions are not perfectly matched to the positions being hedged, which could result in losses.

Use of derivative instruments as part of our financial risk management techniques may not effectively hedge the risks associated with activities in certain of our businesses.

We use interest rate swaps and credit default swaps, interest rate locks, U.S. Treasury bond futures and options, and equity option contracts as a means to manage risk in certain inventory positions and to facilitate customer transactions. With respect to risk management, we enter into derivative contracts to hedge interest rate and market value risks associated with our security positions, including fixed income inventory positions that we hold for facilitating client activity. These instruments currently use interest rates based upon the Municipal Market Data ("MMD"), London Interbank Offered Rate ("LIBOR") or Securities Industry and Financial Markets Association ("SIFMA") index. Generally, we do not hedge all of our interest rate risk. In addition, these hedging strategies may not work in all market environments and as a result may not be effective in mitigating interest rate and market value risk, especially when market volatility reduces the correlation between a hedging vehicle and the securities inventory being hedged.

There are risks inherent in our use of these products, including counterparty exposure and basis risk. Counterparty exposure refers to the risk that the amount of collateral in our possession on any given day may not be sufficient to fully cover the current value of the swaps if a counterparty were to suddenly default. Basis risk refers to risks associated with swaps where changes in the value of the swaps may not exactly mirror changes in the value of the cash flows they are hedging. We may incur losses from our exposure to derivative interest rate products and the increased use of these products in the future.

The use of estimates and valuations in measuring fair value involve significant estimation and judgment by management.

We make various estimates that affect reported amounts and disclosures. Broadly, those estimates are used in measuring fair value of certain financial instruments, investments in private companies, accounting for goodwill and intangible assets, establishing provisions for potential losses that may arise from litigation, and regulatory proceedings and tax examinations. Estimates are based on available information and judgment. Therefore, actual results could differ from our estimates and that difference could have a material effect on our consolidated financial statements. With respect to accounting for goodwill and intangible assets, we complete our annual goodwill and intangible asset impairment testing in the fourth quarter of each year or earlier if impairment indicators are present. Impairment charges resulting from this valuation analysis could materially adversely affect our results of operations.

Financial instruments and other inventory positions owned, and financial instruments and other inventory positions sold but not yet purchased, are recorded at fair value, and unrealized gains and losses related to these financial instruments are reflected on our consolidated statements of operations. The fair value of a financial instrument is the amount at which the instrument could be exchanged in a transaction between market participants at the measurement date. Where available, fair value is based on observable market prices or parameters or derived from such prices or parameters. Where observable prices or inputs are not available, valuation models are applied. These valuation techniques involve management estimation and judgment, the degree of which is dependent on the price transparency for the instruments or market and the instruments' complexity. Difficult market environments may cause financial instruments to become substantially more illiquid and difficult to value, increasing the use of valuation models. Our future results of operations and financial condition may be adversely affected by the valuation adjustments that we apply to these financial instruments.

Investments in private companies are valued based on an assessment of each underlying security, considering rounds of financing, third party transactions and market-based information, including comparable company transactions, trading multiples (e.g., multiples of revenue and earnings before interest, taxes, depreciation, and amortization ("EBITDA")) and changes in market outlook, among other factors. These valuation techniques require significant management estimation and judgment.

Operational Risk

Operational risk is the risk of loss, or damage to our reputation, resulting from inadequate or failed processes, people and systems or from external events. Such loss or reputational damage could negatively impact our future financial condition and results of operations. The following are those material operational risk factors that we have identified that could pose a risk to us.

Our information and technology systems, including outsourced systems, are critical components of our operations, and failure of those systems or other aspects of our operations infrastructure may disrupt our business, cause financial loss and constrain our growth.

We typically transact thousands of securities trades on a daily basis across multiple markets. Our data and transaction processing, financial, accounting and other technology and operating systems are essential to this task. A system malfunction (due to hardware failure, capacity overload, security incident, data corruption, etc.) or mistake made relating to the processing of transactions could result in financial loss, liability to clients, regulatory intervention, reputational damage and constraints on our ability to grow.

We operate under a fully disclosed model for all of our client clearing activities, and for all of our securities inventories with the exception of convertible securities. In a fully disclosed model, we act as an introducing broker for most customer transactions and rely on a clearing broker dealer to handle clearance and settlement of our customers' securities transactions. The clearing services provided by our clearing broker dealer, Pershing, are critical to our business operations, and similar to other important outsourced operations, any failure by the clearing agent with respect to the services we rely on it to provide could significantly disrupt and negatively impact our operations and financial results. We also contract with third parties for market data services, which constantly broadcast news, quotes, analytics and other relevant information to our employees, as well as other critical data processing activities. In the event that any of these service providers fails to adequately perform such services or the relationship between that service provider and us is terminated, we may experience a significant disruption in our operations, including our ability to timely and accurately process transactions or maintain complete and accurate records of those transactions.

Adapting or developing our technology systems to meet new regulatory requirements, client needs, geographic expansion and industry demands also is critical for our business. The introduction of new technologies presents new challenges on a regular basis. We have an ongoing need to upgrade and improve our various technology systems, including our data and transaction processing, financial, accounting, risk management, compliance, and trading systems. This need could present operational issues or require significant capital spending. It also may require us to make additional investments in technology systems and may require us to reevaluate the current value and/or expected useful lives of our technology systems, which could negatively impact our results of operations.

A disruption in the infrastructure that supports our business due to fire, natural disaster, health emergency (e.g., a disease pandemic), power or communication failure, act of terrorism or war may affect our ability to service and interact with our clients. If we are not able to implement contingency plans effectively, any such disruption could harm our results of operations.

Protection of our sensitive and confidential information is critical to our operations, and failure of those systems may disrupt our business, damage our reputation, and cause financial losses.

Our clients routinely provide us with sensitive and confidential information. Secure processing, storage and transmission of confidential and other information in our internal and outsourced computer systems and networks is critically important to our business. We take protective measures and endeavor to modify them as circumstances warrant. However, our computer systems, software and networks, and those of our clients, vendors, service providers, counterparties and other third parties, may be vulnerable to unauthorized access, cyber attacks, security breaches, computer viruses or other malicious code, inadvertent, erroneous or intercepted transmission of information (including by e-mail), human error, and other events that could have an information security impact. We work with our employees, clients, vendors, service providers, counterparties and other third parties to develop and implement measures designed to protect against such an event, but we may not be able to fully protect against such an event, and do not have, and may be unable to put in place, secure capabilities with all of these third parties and we may not be able to ensure that these third parties have appropriate controls in place to protect the confidentiality of the information. If one or more of such events occur, this potentially could jeopardize our or our clients' or counterparties' confidential and other information processed and stored in, and transmitted through, our computer systems and networks, or those of third parties, or otherwise cause interruptions or malfunctions in our, our clients', our counterparties' or third parties' operations. We may be required to expend significant additional resources to modify our protective measures or to investigate and remediate vulnerabilities or other exposures, and we may be subject to reputational harm as well as litigation, regulatory penalties, and financial losses that are either not insured against or not fully covered through any insurance maintained by us.

A failure to protect our computer systems, networks and information, and our clients' information, against cyber attacks, data breaches, and similar threats could impair our ability to conduct our businesses, result in the disclosure, theft or destruction of confidential information, damage our reputation and cause significant financial and legal exposure.

Our operations rely on the secure processing, storage and transmission of confidential and other information in our computer systems and networks. There have been several highly publicized cases involving financial services companies, consumer-based companies and other companies, as well as governmental and political organizations, reporting breaches in the security of their websites, networks or other systems. We have not been immune from such events. Some of the publicized breaches have involved sophisticated and targeted cyber attacks intended to obtain unauthorized access to confidential information, destroy data, disrupt or degrade service, sabotage systems or cause other damage, including through the introduction of computer viruses, malware, ransomware, phishing, denial-of-service, and other means. There have also been several highly publicized cases where hackers have requested "ransom" payments in exchange for not disclosing customer information.

A successful penetration or circumvention of the security of our systems could cause serious negative consequences for us, including significant disruption of our operations and those of our clients, customers and counterparties; misappropriation of our confidential information or that of our clients, customers, counterparties or employees; or damage to our computers or systems and those of our clients, customers and counterparties; and could result in violations of applicable privacy and other laws, financial loss to us or to our customers, loss of confidence in our security measures, customer dissatisfaction, significant litigation exposure and reputational harm, all of which could have a material adverse effect on us.

We continuously monitor and develop our systems to protect our technology infrastructure and data from misappropriation or corruption. Despite our efforts to ensure the integrity of our systems and information, we have not been and may not be able to anticipate, detect or implement effective preventive measures against all cyber threats, especially because the techniques used are increasingly sophisticated, change frequently, and are often not recognized until months after the attack. Cyber attacks can originate from a variety of sources, including third parties who are affiliated with foreign governments or employees acting negligently or in a manner adverse to our interests. Third parties may seek to gain access to our systems either directly or using equipment or security passwords belonging to employees, customers, third party service providers or other users of our systems. In addition, due to our interconnectivity with third party vendors, central agents, exchanges, clearing houses and other financial institutions, we could be adversely impacted if any of them are subject to a successful cyber attack or other information security event.

Although we take protective measures and endeavor to modify them as circumstances warrant, our computer systems, software and networks have been and may be vulnerable to unauthorized access, misuse, computer viruses or other malicious code and other events that could have a security impact. We may be required to expend significant additional resources to modify our protective measures or to investigate and remediate vulnerabilities, exposures, or information security events. Due to the complexity and interconnectedness of our systems, the process of enhancing our protective measures can itself create a risk of systems disruptions and security issues.

The increased use of cloud technologies can heighten these and other operational risks. Certain aspects of the security of such technologies are unpredictable or beyond our control, and this lack of transparency may inhibit our ability to discover a failure by cloud service providers to adequately safeguard their systems and prevent cyber attacks that could disrupt our operations and result in misappropriation, corruption or loss of confidential and other information. In addition, there is a risk that encryption and other protective measures, despite their sophistication, may be defeated, particularly to the extent that new computing technologies vastly increase the speed and computing power available.

Risk management processes may not fully mitigate exposure to the various risks that we face.

We refine our risk management techniques, strategies and assessment methods on an ongoing basis. However, risk management techniques and strategies, both ours and those available to the market generally, may not be fully effective in identifying and mitigating our risk exposure in all economic market environments or against all types of risk. For example, we may fail to identify or anticipate particular risks that our systems are capable of identifying, or the systems that we use, and that are used within the industry generally, may not be capable of identifying certain risks, or every economic and financial outcome, or the specifics and timing of such outcomes. In addition, our risk management techniques and strategies seek to balance our ability to profit from our market-making and investing positions with our exposure to potential losses. Some of our strategies for managing risk are based upon our use of observed historical market behavior. We apply statistical and other tools to these observations to quantify our risk exposure. Any failures in our risk management techniques and strategies to accurately quantify our risk exposure could limit our ability to manage risks. In addition, any risk management failures could cause our losses to be significantly greater than the historical measures indicate. Further, our quantified modeling does not take all risks into account. Our more qualitative approach to managing those risks could prove insufficient, exposing us to material unanticipated losses.

The financial services industry and the markets in which we operate are subject to systemic risk that could adversely affect our business and results.

Participants in the financial services industry and markets increasingly are closely interrelated as a result of credit, trading, clearing, technology and other relationships between them. A significant adverse development with one participant (such as a bankruptcy or default) may spread to others and lead to significant concentrated or market-wide problems (such as defaults, liquidity problems or losses) for other industry participants, including us. Further, the control and risk management infrastructure of the markets in which we operate often is outpaced by financial innovation and growth in new types of securities, transactions and markets. Systemic risk is inherently difficult to assess and quantify, and its form and magnitude can remain unknown for significant periods of time.

Failure to maintain effective internal controls in accordance with Section 404 of the Sarbanes-Oxley Act could materially affect our business.

We have documented and tested our internal control procedures in order to satisfy the requirements of Section 404 of the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act"), which requires annual management assessments of the effectiveness of our internal controls over financial reporting and a report by our independent auditors regarding our internal control over financial reporting. We are in compliance with Section 404 of the Sarbanes-Oxley Act as of December 31, 2021. However, if we fail to maintain the adequacy of our internal controls, as such standards are modified, supplemented or amended from time to time, we may not be able to ensure that we can conclude on an ongoing basis that we have effective internal controls over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act. Failure to maintain an effective internal control environment could materially adversely affect our business.

Legal and Regulatory Risk

Legal and regulatory risk includes the risk of non-compliance with applicable legal and regulatory requirements and the loss to our reputation we may suffer as a result of failure to comply with laws, regulations, rules, related SRO standards and codes of conduct applicable to our business activities. It also includes the risk that legislation could reduce or eliminate certain business activities that we are currently engaged in, which could negatively impact our future financial condition or results of operations. The following are those material legal and regulatory risk factors that we have identified that could pose a risk to us.

Our industry is exposed to significant legal liability, which could lead to substantial damages.

We face significant legal risks in our businesses. These risks include potential liability under securities laws and regulations in connection with our capital markets, asset management and other businesses. The volume and amount of damages claimed in litigation, arbitrations, regulatory enforcement actions and other adversarial proceedings against financial services firms has historically been intense. Our experience has been that adversarial proceedings against financial services firms typically increase during and following a market downturn. We also are subject to claims from disputes with our employees and our former employees under various circumstances. Risks associated with legal liability often are difficult to assess or quantify and their existence and magnitude can remain unknown for significant periods of time, making the amount of legal reserves related to these legal liabilities difficult to determine and subject to future revision. Legal or regulatory matters involving our directors, officers or employees in their individual capacities also may create exposure for us because we may be obligated or may choose to indemnify the affected individuals against liabilities and expenses they incur in connection with such matters to the extent permitted under applicable law. In addition, like other financial services companies, we may face the possibility of employee fraud or misconduct. The precautions we take to prevent and detect this activity may not be effective in all cases and there can be no assurance that we will be able to deter or prevent fraud or misconduct. Exposures from and expenses incurred related to any of the foregoing actions or proceedings could have a negative impact on our results of operations and financial condition. In addition, future results of operations could be adversely affected if reserves relating to these legal liabilities are required to be increased or legal proceedings are resolved in excess of established reserves.

Our business is subject to extensive regulation in the jurisdictions in which we operate, and a significant regulatory action against our company may have a material adverse financial effect on, cause significant reputational harm to, or result in other collateral consequences for our company.

As a participant in the financial services industry, we are subject to complex and extensive regulation of many aspects of our business by U.S. federal and state regulatory agencies, SROs (including securities exchanges) and by foreign governmental agencies, regulatory bodies and securities exchanges. Specifically, our operating subsidiaries include broker dealer and related securities entities organized in the United States, the United Kingdom, and Hong Kong. Each of these entities is registered or licensed with the applicable local regulator and is subject to all of the applicable rules and regulations promulgated by those authorities. In addition, our asset management subsidiaries, PSC Capital Partners LLC, Piper Sandler Advisors LLC, Piper Heartland Healthcare Capital LLC and Piper Sandler Finance Management LLC, as well as Piper Sandler & Co., are registered as investment advisors with the SEC and subject to the regulation and oversight by the SEC, and we have an additional asset management subsidiary subject to regulation in Guernsey.

Generally, the requirements imposed by our regulators are designed to ensure the integrity of the financial markets and to protect customers and other third parties who deal with us. These requirements are not designed to protect our shareholders. Consequently, broker dealer regulations often serve to limit our activities, through net capital, customer protection and market conduct requirements and restrictions on the businesses in which we may operate or invest. We also must comply with asset management regulations, including requirements related to fiduciary duties to clients, record-keeping and reporting and customer disclosures. Compliance with many of these regulations entails a number of risks, particularly in areas where applicable regulations may be newer or unclear. In addition, regulatory authorities in all jurisdictions in which we conduct business may intervene in our business and we, and our employees, could be fined or otherwise disciplined for violations or prohibited from engaging in some of our business activities.

Our business also subjects us to the complex income and payroll tax laws of the national and local jurisdictions in which we have business operations, and these tax laws may be subject to different interpretations by the taxpayer and the relevant governmental taxing authorities. We must make judgments and interpretations about the application of these inherently complex tax laws when determining the provision for income and other taxes. We are subject to contingent tax risk that could adversely affect our results of operations, to the extent that our interpretations of tax laws are disputed upon examination or audit, and are settled in amounts in excess of established reserves for such contingencies.

The effort to combat money laundering also has become a high priority in governmental policy with respect to financial institutions. The obligation of financial institutions, including ourselves, to identify their customers, watch for and report suspicious transactions, respond to requests for information by regulatory authorities and law enforcement agencies, and share information with other financial institutions, has required the implementation and maintenance of internal practices, procedures and controls which have increased, and may continue to increase, our costs. Any failure with respect to our programs in this area could subject us to serious regulatory consequences, including substantial fines, and potentially other liabilities. In addition, our international operations require compliance with anti-bribery laws, including the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act 2010. These laws generally prohibit companies and their intermediaries from engaging in bribery or making other improper payments to foreign officials for the purpose of obtaining or retaining business or gaining an unfair business advantage. While our employees and agents are required to comply with these laws, we cannot ensure that our internal control policies and procedures will always protect us from intentional, reckless or negligent acts committed by our employees or agents, which acts could subject our company to fines or other regulatory consequences that could disrupt our operations and negatively impact our results of operations.

Legislative and regulatory proposals could significantly curtail the revenue from certain products that we currently provide or otherwise have a material adverse effect on our results of operations.

Proposed changes in laws or regulations relating to our business could decrease, perhaps significantly, the revenue that we receive from certain products or services that we provide, or otherwise have a material adverse effect on our results of operations. Both the healthcare and financial services sectors are significant contributors to our overall results, and negative developments in either of these sectors, including but not limited to negative developments that result from legislative or regulatory actions, could negatively affect our results of operations, even if general economic conditions were strong.

The business operations that we conduct outside of the United States subject us to unique risks.

When we conduct business outside the United States, we are subject to risks, including, without limitation, the risk that we will be unable to provide effective operational support to these business activities, the risk of noncompliance with foreign laws and regulations, and the general economic and political conditions in countries where we conduct business, which may differ significantly from those in the United States. For example, the effect of Brexit is still developing and could require us to obtain additional regulatory licenses or impose new restrictions on our ability to conduct business in Europe.

Regulatory capital requirements may limit our ability to expand or maintain our present levels of business or impair our ability to meet our financial obligations.

We are subject to the SEC's uniform net capital rule (Rule 15c3-1) and the net capital rule of FINRA, which may limit our ability to make withdrawals of capital from Piper Sandler & Co., our U.S. broker dealer subsidiary. The uniform net capital rule sets the minimum level of net capital a broker dealer must maintain and also requires that a portion of its assets be relatively liquid. FINRA may prohibit a member firm from expanding its business or paying cash dividends if resulting net capital falls below its requirements. Underwriting commitments require a charge against net capital and, accordingly, our ability to make underwriting commitments may be limited by the requirement that we must at all times be in compliance with the applicable net capital regulations.

Piper Sandler Companies, our holding company, depends on dividends, distributions and other payments from our subsidiaries to fund its obligations. The regulatory restrictions described above may impede access to funds our holding company needs to make payments on any such obligations.

Other Risks to Our Shareholders

The following are additional risk factors that we have identified that could pose a material risk to us or our shareholders.

We may change our dividend policy at any time and there can be no assurance that we will continue to declare cash dividends.

Our current dividend policy is to return between 30 percent and 50 percent of our fiscal year adjusted net income to shareholders. Although we expect to pay dividends to our shareholders in accordance with our dividend policy, we have no obligation to pay any dividend, and our dividend policy may change at any time without notice. The declaration and payment of dividends is at the discretion of our board of directors in accordance with applicable law after taking into account various factors, including our financial condition, operating results, current and anticipated cash needs and capital uses, limitations imposed by our indebtedness, legal requirements and other factors that our board of directors deems relevant. As a result, we may not pay dividends at any rate or at all.

Our stock price may fluctuate as a result of several factors, including but not limited to, changes in our revenues, operating results, and return on equity.

We have experienced, and expect to experience in the future, fluctuations in the market price of our common stock due to factors that relate to the nature of our business, including but not limited to changes in our revenues, operating results, earnings per share, and return on equity. Our business, by its nature, does not produce steady and predictable earnings on a quarterly basis, which may cause fluctuations in our stock price that may be significant. Other factors that have affected, and may further affect, our stock price include changes in or news related to economic, political, or market events or conditions, changes in market conditions in the financial services industry, including developments in regulation affecting our business, a predominantly passive or quantitative shareholder base among the company's top twenty shareholders, failure to meet the expectations of market analysts, changes in recommendations or outlooks by market analysts, and aggressive short selling.

Provisions in our amended and restated certificate of incorporation and amended and restated bylaws and of Delaware law may prevent or delay an acquisition of our company, which could decrease the market value of our common stock.

Our amended and restated certificate of incorporation and amended and restated bylaws and Delaware law contain provisions that are intended to deter abusive takeover tactics by making them unacceptably expensive to the raider and to encourage prospective acquirors to negotiate with our board of directors rather than to attempt a hostile takeover. These provisions include limitations on our shareholders' ability to act by written consent and to call special meetings. Delaware law also imposes some restrictions on mergers and other business combinations between us and any holder of 15 percent or more of our outstanding common stock. We believe these provisions protect our shareholders from coercive or otherwise unfair takeover tactics by requiring potential acquirors to negotiate with our board of directors and by providing our board of directors with more time to assess any acquisition proposal, and are not intended to make our company immune from takeovers. However, these provisions apply even if the offer may be considered beneficial by some shareholders and could delay or prevent an acquisition that our board of directors determines is not in the best interests of our company and our shareholders.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

None.

ITEM 2. PROPERTIES.

As of February 18, 2022, we conducted our operations through 65 principal offices in 31 states, and the District of Columbia, and in London, Aberdeen and Hong Kong. All of our offices are leased. Our principal executive office is located at 800 Nicollet Mall, Suite 900, Minneapolis, Minnesota 55402 and, as of February 18, 2022, comprises approximately 124,000 square feet of space under a lease which expires November 30, 2025, with an early termination option effective January 31, 2023.

ITEM 3. *LEGAL PROCEEDINGS.*

Due to the nature of our business, we are involved in a variety of legal proceedings. These proceedings include litigation, arbitration and regulatory proceedings, which may arise from, among other things, underwriting or other transactional activity, client account activity, employment matters, regulatory examinations of our businesses and investigations of securities industry practices by governmental agencies and SROs. The securities industry is highly regulated, and the regulatory scrutiny applied to securities firms is intense, resulting in a significant number of regulatory investigations and enforcement actions and uncertainty regarding the likely outcome of these matters.

Litigation-related expenses include amounts we reserve and/or pay out as legal and regulatory settlements, awards or judgments, and fines. Parties who initiate litigation and arbitration proceedings against us may seek substantial or indeterminate damages, and regulatory investigations can result in substantial fines being imposed on us. We reserve for contingencies related to legal proceedings at the time and to the extent we determine the amount to be probable and reasonably estimable. However, it is inherently difficult to predict accurately the timing and outcome of legal proceedings, including the amounts of any settlements, judgments or fines. We assess each proceeding based on its particular facts, our outside advisors' assessment and our past experience with similar matters, and expectations regarding the current legal and regulatory environment and other external developments that might affect the outcome of a particular proceeding or type of proceeding. Subject to the foregoing, we believe, based on our current knowledge, after appropriate consultation with outside legal counsel and taking into account our established reserves, that pending legal actions, investigations and regulatory proceedings, will be resolved with no material adverse effect on our consolidated financial condition, results of operations or cash flows. However, there can be no assurance that our assessments will reflect the ultimate outcome of pending proceedings, and the outcome of any particular matter may be material to our operating results for any particular period, depending, in part, on the operating results for that period and the amount of established reserves. Reasonably possible losses in excess of amounts accrued at December 31, 2021 are not material. We generally have denied, or believe that we have meritorious defenses and will deny, liability in all significant cases currently pending against us, and we intend to vigorously defend such actions.

ITEM 4. *MINE SAFETY DISCLOSURES.*

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

Market Information

Our common stock is listed on the New York Stock Exchange under the symbol "PIPR."

Shareholders

We had 9,527 shareholders of record and approximately 37,619 beneficial owners of our common stock as of February 18, 2022.

Dividend Policy

Our board of directors has approved a dividend policy with the intention of returning between 30 percent and 50 percent of our fiscal year adjusted net income to shareholders.

Our board of directors has declared an additional special cash dividend on our common stock of \$4.50 per share related to 2021 adjusted net income. This special dividend will be paid on March 11, 2022, to shareholders of record as of the close of business on March 2, 2022. Including this special cash dividend, we will have returned \$9.45 per share, or approximately 43 percent of our fiscal year 2021 adjusted net income to shareholders. In addition, our board of directors has declared a quarterly cash dividend on our common stock of \$0.60 per share to be paid on March 11, 2022, to shareholders of record as of the close of business on March 2, 2022.

Our board of directors is free to change our dividend policy at any time. Restrictions on our U.S. broker dealer subsidiary's ability to pay dividends are described in Note 22 to the consolidated financial statements included in Part II, Item 8 of this Form 10-K.

Purchases of Equity Securities

The table below sets forth the information with respect to purchases made by or on behalf of Piper Sandler Companies or any "affiliated purchaser" (as defined in Rule 10b-18(a)(3) under the Exchange Act), of our common stock during the quarter ended December 31, 2021.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares Yet to be Purchased Under the Plans or Programs (1)
Month #1 (October 1, 2021 to October 31, 2021).....	—	\$ —	—	\$ 85 million
Month #2 (November 1, 2021 to November 30, 2021) ...	3,403	\$ 188.01	—	\$ 85 million
Month #3 (December 1, 2021 to December 31, 2021) ...	5,031	\$ 177.52	—	\$ 85 million
Total	<u>8,434</u>	<u>\$ 181.75</u>	<u>—</u>	<u>\$ 85 million</u>

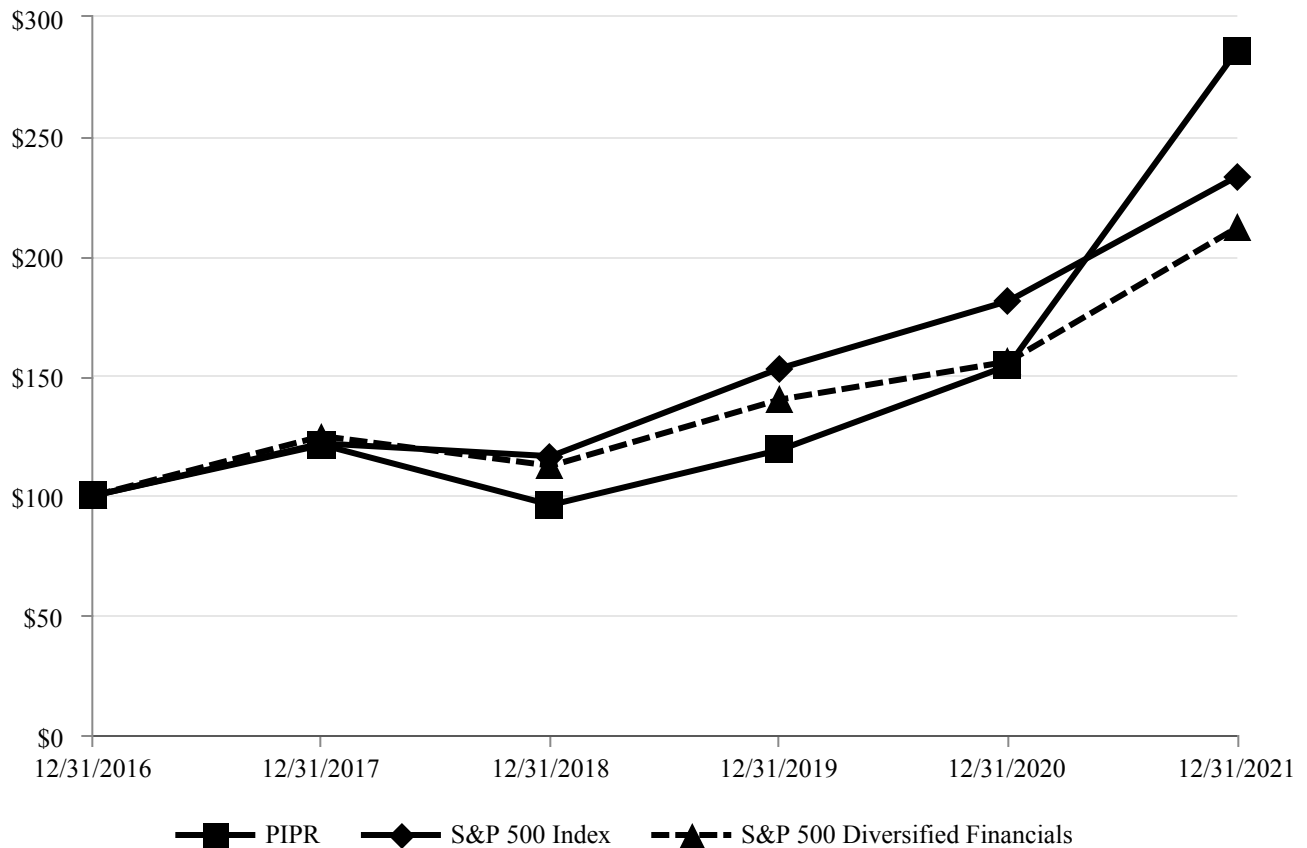
(1) Effective January 1, 2020, our board of directors authorized the repurchase of up to \$150.0 million of common stock, which expired on December 31, 2021. On November 18, 2021, our board of directors authorized the repurchase of up to \$150.0 million of common stock. This authorization is effective January 1, 2022 through December 31, 2023.

Stock Performance Graph

This performance graph shall not be deemed "soliciting material" or to be "filed" with the SEC for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities under that Section, and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act.

The following graph compares the performance of an investment in our common stock from December 31, 2016 through December 31, 2021, with the S&P 500 Index and the S&P 500 Diversified Financials Index. The graph assumes \$100 was invested on December 31, 2016 in each of our common stock, the S&P 500 Index and the S&P 500 Diversified Financials Index, and that all dividends were reinvested on the date of payment without payment of any commissions. The performance shown in the graph represents past performance and should not be considered an indication of future performance.

**FIVE YEAR TOTAL RETURN FOR PIPER SANDLER COMPANIES COMMON STOCK,
THE S&P 500 INDEX AND THE S&P DIVERSIFIED FINANCIALS INDEX**



<u>Company/Index</u>	<u>12/31/2016</u>	<u>12/31/2017</u>	<u>12/31/2018</u>	<u>12/31/2019</u>	<u>12/31/2020</u>	<u>12/31/2021</u>
Piper Sandler Companies	\$ 100	\$ 121.22	\$ 96.14	\$ 119.10	\$ 154.39	\$ 286.14
S&P 500 Index	100	121.83	116.49	153.17	181.35	233.41
S&P 500 Diversified Financials...	100	124.89	112.50	140.15	156.07	212.05

ITEM 6. RESERVED.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The following information should be read in conjunction with the accompanying audited consolidated financial statements and related notes and exhibits included elsewhere in this Form 10-K. Certain statements in this Form 10-K may be considered forward-looking. See "Cautionary Note Regarding Forward-Looking Statements" in this Form 10-K for additional information regarding such statements and related risks and uncertainties.

Item 7 in this Form 10-K discusses our 2021 and 2020 results and the year-over-year comparisons between 2021 and 2020. Discussion of our 2019 results and the year-over-year comparisons between 2020 and 2019 can be found in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2020, filed with the SEC on February 25, 2021.

Explanation of Non-GAAP Financial Measures

We have included financial measures that are not prepared in accordance with U.S. generally accepted accounting principles ("GAAP"). These non-GAAP financial measures include adjustments to exclude (1) revenues and expenses related to noncontrolling interests, (2) interest expense on long-term financing from net revenues, (3) amortization of intangible assets related to acquisitions, (4) compensation and non-compensation expenses from acquisition-related agreements and (5) acquisition-related restructuring and integration costs. The adjusted weighted average diluted shares outstanding used in the calculation of non-GAAP earnings per diluted common share contains an adjustment to include the common shares for unvested restricted stock awards with service conditions granted pursuant to the acquisitions of SOP Holdings, LLC and its subsidiaries, including Sandler O'Neill & Partners, L.P. (collectively, "Sandler O'Neill"), The Valence Group ("Valence") and TRS Advisors LLC ("TRS"). These adjustments affect the following financial measures: net revenues, compensation expenses, non-compensation expenses, income tax expense, net income applicable to Piper Sandler Companies, earnings per diluted common share, non-interest expenses, pre-tax income and pre-tax margin. Management believes that presenting these results and measures on an adjusted basis in conjunction with the corresponding U.S. GAAP measures provides the most meaningful basis for comparison of our operating results across periods and enhances the overall understanding of our current financial performance by excluding certain items that may not be indicative of our core operating results. The non-GAAP financial measures should be considered in addition to, not as a substitute for, measures of financial performance prepared in accordance with U.S. GAAP.

Executive Overview

Overview of Operations – Our continuing operations principally consist of providing investment banking and institutional brokerage services to corporations, private equity groups, public entities, non-profit entities and institutional investors in the United States and Europe. We operate through one reportable business segment.

Investment banking services include financial advisory services, management of and participation in underwritings and municipal financing activities. Revenues are generated through the receipt of advisory and financing fees. Institutional sales, trading and research services focus on the trading of equity and fixed income products with institutions, corporations, government and non-profit entities. Revenues are generated through commissions and sales credits earned on equity and fixed income institutional sales activities, net interest revenues on trading securities held in inventory, profits and losses from trading these securities, and research checks as clients pay us for research services and corporate access offerings. In order to invest firm capital and to manage capital from outside investors, we have created two alternative asset management funds in merchant banking and one alternative asset management fund in the healthcare sector. We receive management and performance fees for managing these funds, as well as investment gains and losses. We historically generated revenue through strategic trading activities, which focused on investments in municipal bonds; however, we ceased these activities in the first half of 2020.

Discontinued Operations – Discontinued operations includes the operating results of ARI, our traditional asset management subsidiary which we sold in the third quarter of 2019. See Note 4 to our consolidated financial statements included in Part II, Item 8 of this Form 10-K for further discussion of our discontinued operations.

Our Business Strategy – Our long-term strategic objectives are to drive revenue growth, build a stronger and more durable platform, continue to gain market share, and maximize shareholder value. In order to meet these objectives, we are focused on the following:

- Continuing to transform our business and expand our deep sector expertise through strategic investments and selectively adding partners who share our client-centric culture and who can leverage our platform to better serve clients;
- Growing our investment banking platform through market share gains, accretive combinations, developing internal talent, and continued sector and geographic expansion. We also believe there is an opportunity to continue to capitalize on the strength of our U.S. franchises by expanding in Europe;
- Leveraging the scale within the equity brokerage and fixed income services platforms, driven by our expanded client base and product offerings, to grow market share; and
- Prudently managing capital to maintain our balance sheet strength with ample liquidity and flexibility through all market conditions.

Strategic Activities – Since early 2020, we have taken the following important steps in the execution of our business strategy.

- On February 4, 2022, we completed the acquisition of Cornerstone Macro, an independent research firm focused on providing macro research and equity derivatives trading to institutional investors. The transaction increases the scale of our institutional equities brokerage business and adds a highly ranked macro research platform.
- On January 5, 2022, we announced a definitive agreement to acquire Stamford Partners LLP ("Stamford Partners"), a specialist investment bank offering financial advisory and corporate development services in the European food and beverage and related consumer sectors. The transaction is expected to close in the first half of 2022, subject to obtaining required regulatory approvals and other customary closing conditions.
- During 2021, we continued to strengthen our specialty sector business within public finance, as illustrated by the special district group. We entered this space in late 2020 with six senior hires and currently have more than 20 dedicated professionals. We believe there is an opportunity to expand this expertise to more states and leverage our geographic reach and local relationships.
- We continued to grow organically by expanding sub-sector capabilities across business lines in 2021. Our corporate investment banking managing directors increased to 148, up seven percent from 2020, contributing to our larger and more diversified platform. In addition, our focus on high quality equity research and the build-out of a specialized sales and trading team are key differentiators in supporting our finance activity.
- On December 31, 2020, we completed the acquisition of TRS, an advisory firm offering restructuring and reorganization services to companies in public, private and governmental settings. The transaction expanded the scale of our restructuring advisory business.
- On April 3, 2020, we completed the acquisition of Valence, an investment bank offering mergers and acquisitions advisory services to companies and financial sponsors with a focus on the chemicals, materials and related sectors. The transaction added a new industry sector and expanded our presence in Europe.
- On January 3, 2020, we completed the acquisition of Sandler O'Neill, a full-service investment banking firm and broker dealer focused on the financial services industry. The acquisition of Sandler O'Neill expanded our advisory services revenues, diversified and enhanced scale in corporate financings, added a differentiated fixed income services business, and increased scale in our equity brokerage business.

Financial Highlights

	Year Ended December 31,		
	2021	2020	2021 v2020
<i>(Amounts in thousands, except per share data)</i>			
U.S. GAAP			
Net revenues	\$ 2,031,061	\$ 1,238,213	64.0 %
Compensation and benefits	1,305,166	877,462	48.7
Non-compensation expenses	284,383	292,203	(2.7)
Income from continuing operations before income tax expense	441,512	68,548	544.1
Net income applicable to Piper Sandler Companies	278,514	40,504	587.6
Earnings per diluted common share	\$ 16.43	\$ 2.72	504.0
 <i>Ratios and margin</i>			
Compensation ratio	64.3 %	70.9 %	
Non-compensation ratio	14.0 %	23.6 %	
Pre-tax margin	21.7 %	5.5 %	
 Non-GAAP⁽¹⁾			
Adjusted net revenues	\$ 1,980,457	\$ 1,234,960	60.4 %
Adjusted compensation and benefits	1,188,371	764,066	55.5
Adjusted non-compensation expenses	242,134	220,606	9.8
Adjusted operating income	549,952	250,288	119.7
Adjusted net income applicable to Piper Sandler Companies	399,037	177,555	124.7
Adjusted earnings per diluted common share	\$ 21.92	\$ 10.02	118.8
 <i>Adjusted ratios and margin</i>			
Adjusted compensation ratio	60.0 %	61.9 %	
Adjusted non-compensation ratio	12.2 %	17.9 %	
Adjusted operating margin	27.8 %	20.3 %	

See the "Results of Operations" section for additional information.

(1) Reconciliation of U.S. GAAP to adjusted non-GAAP financial information

	<u>Year Ended December 31,</u>	
	<u>2021</u>	<u>2020</u>
<i>(Amounts in thousands, except per share data)</i>		
Net revenues:		
Net revenues – U.S. GAAP basis	\$ 2,031,061	\$ 1,238,213
Adjustments:		
Revenue related to noncontrolling interests	(59,050)	(12,881)
Interest expense on long-term financing	8,446	9,628
Adjusted net revenues	<u>\$ 1,980,457</u>	<u>\$ 1,234,960</u>
Compensation and benefits:		
Compensation and benefits – U.S. GAAP basis	\$ 1,305,166	\$ 877,462
Adjustment:		
Compensation from acquisition-related agreements	(116,795)	(113,396)
Adjusted compensation and benefits	<u>\$ 1,188,371</u>	<u>\$ 764,066</u>
Non-compensation expenses:		
Non-compensation expenses – U.S. GAAP basis	\$ 284,383	\$ 292,203
Adjustments:		
Non-compensation expenses related to noncontrolling interests	(7,196)	(4,029)
Acquisition-related restructuring and integration costs	(4,724)	(10,755)
Amortization of intangible assets related to acquisitions	(30,080)	(44,728)
Non-compensation expenses from acquisition-related agreements	(249)	(12,085)
Adjusted non-compensation expenses	<u>\$ 242,134</u>	<u>\$ 220,606</u>
Income from continuing operations before income tax expense:		
Income from continuing operations before income tax expense – U.S. GAAP basis	\$ 441,512	\$ 68,548
Adjustments:		
Revenue related to noncontrolling interests	(59,050)	(12,881)
Interest expense on long-term financing	8,446	9,628
Non-compensation expenses related to noncontrolling interests	7,196	4,029
Compensation from acquisition-related agreements	116,795	113,396
Acquisition-related restructuring and integration costs	4,724	10,755
Amortization of intangible assets related to acquisitions	30,080	44,728
Non-compensation expenses from acquisition-related agreements	249	12,085
Adjusted operating income	<u>\$ 549,952</u>	<u>\$ 250,288</u>
Interest expense on long-term financing	(8,446)	(9,628)
Adjusted income before adjusted income tax expense	<u>\$ 541,506</u>	<u>\$ 240,660</u>
Net income applicable to Piper Sandler Companies:		
Net income applicable to Piper Sandler Companies – U.S. GAAP basis	\$ 278,514	\$ 40,504
Adjustments:		
Compensation from acquisition-related agreements	93,149	85,940
Acquisition-related restructuring and integration costs	3,544	8,712
Amortization of intangible assets related to acquisitions	23,644	33,383
Non-compensation expenses from acquisition-related agreements	186	9,016
Adjusted net income applicable to Piper Sandler Companies	<u>\$ 399,037</u>	<u>\$ 177,555</u>
Earnings per diluted common share:		
Earnings per diluted common share – U.S. GAAP basis	\$ 16.43	\$ 2.72
Adjustment for inclusion of unvested acquisition-related stock	(1.62)	(1.89)
	<u>\$ 14.81</u>	<u>\$ 0.83</u>
Adjustments:		
Compensation from acquisition-related agreements	5.49	5.76
Acquisition-related restructuring and integration costs	0.21	0.58
Amortization of intangible assets related to acquisitions	1.40	2.24
Non-compensation expenses from acquisition-related agreements	0.01	0.61
Adjusted earnings per diluted common share	<u>\$ 21.92</u>	<u>\$ 10.02</u>
Weighted average diluted common shares outstanding:		
Weighted average diluted common shares outstanding – U.S. GAAP basis	16,955	14,901
Adjustment:		
Unvested acquisition-related restricted stock with service conditions	1,251	2,814
Adjusted weighted average diluted common shares outstanding	<u>18,206</u>	<u>17,715</u>

Market Data

The following table provides a summary of relevant market data over the past three years.

	Year Ended December 31,				
	2021	2020	2019	2021 v2020	2020 v2019
U.S. Market Indices					
S&P 500 (a)	4,766	3,756	3,231	26.9 %	16.2 %
Nasdaq (a)	15,645	12,888	8,973	21.4 %	43.6 %
U.S. Middle Market Mergers and Acquisitions					
Announced transactions (number of transactions) (b)	4,625	3,637	3,013	27.2 %	20.7 %
U.S. Equity Capital Markets					
Completed public equity offerings (number of transactions) (c) ..	1,996	1,285	887	55.3 %	44.9 %
Completed initial public offerings (number of transactions) (d) ..	1,008	436	206	131.2 %	111.7 %
Equity fee pool for sub-\$5 billion (in millions) (e)	\$13,640	\$ 8,901	\$ 4,379	53.2 %	103.3 %
U.S. Municipal Negotiated Issuances					
Completed issuances (number of transactions) (f)	8,537	8,965	7,505	(4.8)%	19.5 %
Aggregate par value (in billions) (f)	\$ 378	\$ 392	\$ 327	(3.5)%	19.7 %
Average CBOE Volatility Index (VIX)	20	29	15	(31.0)%	93.3 %
Average Daily Number of Shares Traded					
NYSE (shares in millions)	2,258	2,402	1,690	(6.0)%	42.1 %
Nasdaq (shares in millions)	1,952	2,010	1,381	(2.9)%	45.5 %
Interest Rates					
3-month treasury average rate	0.04 %	0.25 %	2.11 %	(84.0)%	(88.2)%
10-year treasury average rate	1.45 %	0.81 %	2.14 %	79.0 %	(62.1)%
Average 10-year MMD to 10-year Treasury Ratio (g)	0.68	1.22	0.79	(44.3)%	54.4 %

(a) Data provided is at period end.

(b) Source: Refinitiv (transactions with reported deal value between \$100 million and \$1 billion and transactions with an undisclosed deal value that had a financial advisor).

(c) Source: Dealogic and Piper Sandler & Co. Equity Capital Markets (IPOs, follow-on offerings and convertible offerings with reported deal value greater than \$10 million).

(d) Source: Dealogic and Piper Sandler & Co. Equity Capital Markets (offerings with reported deal value greater than \$10 million).

(e) Source: Dealogic and Piper Sandler & Co. Equity Capital Markets (IPOs, follow-on offerings and convertible offerings with deal values greater than \$10 million and PIPEs/RDs greater than \$5 million for sub-\$5 billion market cap issuers; SPAC IPO fees are represented as the standard two percent upfront fee unless noted differently on the IPO cover).

(f) Source: Refinitiv (sole/senior negotiated and private placement transactions).

(g) Calculated based on the 10-year Municipal Market Data (MMD) index rate divided by the 10-year treasury rate.

External Factors Impacting Our Business

Performance in the financial services industry in which we operate is highly correlated to the overall strength of economic conditions and financial market activity. Overall market conditions are a product of many factors, which are beyond our control, often unpredictable and at times inherently volatile. These factors may affect the financial decisions made by investors, including their level of participation in the financial markets. In turn, these decisions may affect our business results. With respect to financial market activity, our profitability is sensitive to a variety of factors, including the demand for investment banking services as reflected by the number and size of advisory transactions, equity and debt corporate financings, and municipal financings; the relative level of volatility of the equity and fixed income markets; changes in interest rates and credit spreads (especially rapid and extreme changes); overall market liquidity; the level and shape of various yield curves; the volume and value of trading in securities; and overall equity valuations.

Factors that differentiate our business within the financial services industry also may affect our financial results. For example, our capital markets business focuses on specific industry sectors while serving principally a middle-market clientele. If the business environment for our focus sectors is impacted adversely, our business and results of operations could reflect these impacts. In addition, our business, with its specific areas of focus and investment, may not track overall market trends. Given the variability of the capital markets and securities businesses, our earnings may fluctuate significantly from period to period, and results for any individual period should not be considered indicative of future results.

We continue to monitor the ongoing and expected future impacts of COVID-19 on our business, as well as the resulting economic and market conditions. We have endeavored to protect the health and well-being of our employees and our clients while ensuring the continuity of business operations for our clients. As a result, a significant portion of our employees continue to work remotely. Our business continuity plan is operating effectively without any significant disruptions to our business, operations or control processes.

Outlook for 2022

We expect the economy to continue growing in 2022. Economic fundamentals remain strong for growth, although uncertainty remains about the length and scope of the COVID-19 pandemic. Concerns also persist related to supply chain constraints, labor shortages and higher energy prices. Geopolitical risks, such as Russia's invasion of Ukraine, have contributed to increased market volatility and uncertainty, and could result in a decline in the outlook for the continued U.S. and global economic recovery. Future legislative actions and policies by the U.S. federal government, including on levels of taxation and spending, may also impact economic growth.

In the fourth quarter of 2021, the U.S. Federal Reserve began tapering its quantitative easing measures and is anticipated to eliminate the program by the end of March 2022. The U.S. Federal Reserve is expected to raise its short-term benchmark interest rate multiple times in 2022. In determining the timing of each interest rate hike, the U.S. Federal Reserve will continue to monitor the level of inflation, which rose at the highest level in decades during 2021, along with the unemployment rate.

Capital raising activity benefited from strong investor demand and healthy valuations combined with relatively stable rising markets. We expect the level of equity capital raising activity will decline substantially in 2022 compared to the record levels of activity during the last two years.

We experienced a high level of advisory services activity across our industry sectors in 2021 driven by ample availability of debt and equity, a favorable interest rate environment, strong business performance, CEO confidence and undeployed capital within the financial sponsor community. Our strong relative performance and the focused investments we have made to grow our advisory platform contributed to our robust performance in 2021. Our pipeline remains strong across our industry teams and we believe that our advisory services business is well positioned to benefit from favorable market conditions in 2022.

In our equity brokerage business, the addition of Cornerstone Macro will be complementary to our company-specific research services and offer cross-selling opportunities and market share gains. Additionally, there are a number of catalysts that could elevate client activity in 2022, including higher energy prices, labor and supply chain constraints impacting company earnings, significant new U.S. federal government spending and the enactment of tax legislation.

Client activity was muted in our fixed income services business in the fourth quarter of 2021 due to the changing interest rate outlook and uncertain governmental fiscal policies. We anticipate a solid performance in 2022 as we assist clients in navigating a changing interest rate environment. Inflation and increased uncertainty with interest rates may result in more volatility in revenue generation as clients react to the changing environment.

Our municipal financing revenues in 2021 reflected strong contributions from both our governmental business and specialty sectors. We expect overall municipal market issuance levels in 2022 to be consistent with the previous two years as new money issuances continue to increase and refunding opportunities decline.

Results of Operations

Financial Summary

The following table provides a summary of the results of our operations on a U.S. GAAP basis and the results of our operations as a percentage of net revenues for the periods indicated.

	Year Ended December 31,					As a Percentage of Net Revenues for the Year Ended December 31,		
	2021	2020	2019	2021	2020	2021	2020	2019
				v2020	v2019			
<i>(Amounts in thousands)</i>								
Revenues:								
Investment banking	\$1,553,219	\$ 858,476	\$ 629,392	80.9 %	36.4 %	76.5 %	69.3 %	75.4 %
Institutional brokerage	387,577	357,753	167,891	8.3	113.1	19.1	28.9	20.1
Interest income	6,967	13,164	26,741	(47.1)	(50.8)	0.3	1.1	3.2
Investment income	94,032	23,265	22,275	304.2	4.4	4.6	1.9	2.7
Total revenues	2,041,795	1,252,658	846,299	63.0	48.0	100.5	101.2	101.4
Interest expense	10,734	14,445	11,733	(25.7)	23.1	0.5	1.2	1.4
Net revenues	2,031,061	1,238,213	834,566	64.0	48.4	100.0	100.0	100.0
Non-interest expenses:								
Compensation and benefits	1,305,166	877,462	516,090	48.7	70.0	64.3	70.9	61.8
Outside services	45,942	38,377	36,184	19.7	6.1	2.3	3.1	4.3
Occupancy and equipment	56,946	54,007	36,795	5.4	46.8	2.8	4.4	4.4
Communications	44,008	44,358	30,760	(0.8)	44.2	2.2	3.6	3.7
Marketing and business development	20,902	13,472	28,780	55.2	(53.2)	1.0	1.1	3.4
Deal-related expenses	42,921	38,072	25,823	12.7	47.4	2.1	3.1	3.1
Trade execution and clearance	16,533	18,934	10,186	(12.7)	85.9	0.8	1.5	1.2
Restructuring and integration costs	4,724	10,755	14,321	(56.1)	(24.9)	0.2	0.9	1.7
Intangible asset amortization	30,080	44,728	4,298	(32.7)	940.7	1.5	3.6	0.5
Other operating expenses	22,327	29,500	12,350	(24.3)	138.9	1.1	2.4	1.5
Total non-interest expenses	1,589,549	1,169,665	715,587	35.9	63.5	78.3	94.5	85.7
Income from continuing operations before income tax expense	441,512	68,548	118,979	544.1	(42.4)	21.7	5.5	14.3
Income tax expense	111,144	19,192	24,577	479.1	(21.9)	5.5	1.5	2.9
Income from continuing operations ..	330,368	49,356	94,402	569.4	(47.7)	16.3	4.0	11.3
Discontinued operations:								
Income from discontinued operations, net of tax	—	—	23,772	N/M	N/M	—	—	2.8
Net income	330,368	49,356	118,174	569.4	(58.2)	16.3	4.0	14.2
Net income applicable to noncontrolling interests	51,854	8,852	6,463	485.8	37.0	2.6	0.7	0.8
Net income applicable to Piper Sandler Companies	\$ 278,514	\$ 40,504	\$ 111,711	587.6 %	(63.7)%	13.7 %	3.3 %	13.4 %

N/M — Not meaningful

For the year ended December 31, 2021, we recorded net income from continuing operations applicable to Piper Sandler Companies of \$278.5 million. Net revenues from continuing operations for the year ended December 31, 2021 increased 64.0 percent to \$2.03 billion, compared with \$1.24 billion in the year-ago period. In 2021, investment banking revenues increased 80.9 percent to \$1.55 billion, compared with \$858.5 million in 2020, driven by a significant increase in advisory services revenues, as well as higher corporate and municipal financing revenues. For the year ended December 31, 2021, institutional brokerage revenues were \$387.6 million, up 8.3 percent compared with \$357.8 million in 2020, as higher fixed income services revenues were partially offset by lower equity brokerage revenues. In 2021, net interest expense was \$3.8 million, compared to \$1.3 million in 2020, resulting from a decline in interest income on our long inventory positions. For the year ended December 31, 2021, investment income was \$94.0 million, compared with \$23.3 million in 2020. In 2021, we recorded higher gains on our investments and the noncontrolling interests in the merchant banking funds that we manage. Non-interest expenses from continuing operations were \$1.59 billion for the year ended December 31, 2021, up 35.9 percent compared with \$1.17 billion in the prior year, due to higher compensation expenses resulting from increased revenues and profitability.

Consolidated Non-Interest Expenses from Continuing Operations

Compensation and Benefits – Compensation and benefits expenses, which are the largest component of our expenses, include salaries, incentive compensation, benefits, stock-based compensation, employment taxes, reversal of expenses associated with the forfeiture of stock-based compensation and other employee-related costs. A significant portion of compensation expense is comprised of variable incentive arrangements, including discretionary incentive compensation, the amount of which fluctuates in proportion to the level of business activity, increasing with higher revenues and operating profits. Other compensation costs, primarily base salaries and benefits, are more fixed in nature. The timing of incentive compensation payments, which generally occur in February, has a greater impact on our cash position and liquidity than is reflected on our consolidated statements of operations. In conjunction with our acquisitions, we have granted restricted stock and restricted cash with service conditions, which are amortized to compensation expense over the service period. Additionally, expense estimates related to revenue-based earnout arrangements entered into as part of our acquisitions are amortized to compensation expense over the service period.

The following table summarizes our future acquisition-related compensation expense for restricted stock and restricted cash with service conditions, as well as expense estimates related to revenue-based earnout arrangements:

(Amounts in thousands)

2022	\$ 86,131
2023	32,967
2024	21,887
2025	5,256
Total	<u>\$ 146,241</u>

For the year ended December 31, 2021, compensation and benefits expenses increased 48.7 percent to \$1.31 billion from \$877.5 million in 2020, driven by higher revenues and operating profits. Compensation and benefits expenses as a percentage of net revenues was 64.3 percent in 2021, compared with 70.9 percent in 2020. The lower compensation ratio was due to the impact of fixed compensation costs on an increased revenue base.

Outside Services – Outside services expenses include securities processing expenses, outsourced technology functions, outside legal fees, fund expenses associated with our consolidated alternative asset management funds and other professional fees. Outside services expenses increased 19.7 percent to \$45.9 million in 2021, compared with \$38.4 million in 2020. Excluding the portion of expenses from non-controlled equity interests in our consolidated alternative asset management funds, outside services expenses increased 15.9 percent, primarily due to higher professional fees associated with business expansion.

Occupancy and Equipment – For the year ended December 31, 2021, occupancy and equipment expenses increased 5.4 percent to \$56.9 million, compared with \$54.0 million in 2020. The increase was primarily the result of higher software maintenance costs.

Communications – Communication expenses include costs for telecommunication and data communication, primarily consisting of expenses for obtaining third party market data information. For the year ended December 31, 2021, communication expenses were \$44.0 million, down slightly compared with \$44.4 million in 2020.

Marketing and Business Development – Marketing and business development expenses include travel and entertainment costs, advertising and third party marketing fees. In 2021, marketing and business development expenses increased 55.2 percent to \$20.9 million, compared with \$13.5 million for the year ended December 31, 2020. The increase was driven by higher travel and entertainment costs due to the easing of COVID-19 restrictions.

Deal-Related Expenses – Deal-related expenses include costs we incurred over the course of a completed investment banking deal, which primarily consist of legal fees, offering expenses, and travel and entertainment costs. For the year ended December 31, 2021, deal-related expenses were \$42.9 million, compared with \$38.1 million for the year ended December 31, 2020. The amount of deal-related expenses is principally dependent on the level of deal activity and may vary from period to period as the recognition of deal-related costs typically coincides with the closing of a transaction.

Trade Execution and Clearance – For the year ended December 31, 2021, trade execution and clearance expenses were \$16.5 million, compared with \$18.9 million for the year ended December 31, 2020. The decrease in trade execution and clearance expenses is reflective of higher trading volumes in the first quarter of 2020 driven by record levels of trading volatility.

Restructuring and Integration Costs – For the year ended December 31, 2021, we incurred acquisition-related restructuring and integration costs of \$4.7 million. The expenses consisted of \$1.0 million of transaction costs primarily related to our acquisition of Cornerstone Macro and the announced acquisition of Stamford Partners, \$3.4 million for vacated leased office space associated with our acquisitions of Valence and TRS and \$0.3 million of severance benefits. We expect to incur additional restructuring and integration costs in the first half of 2022.

For the year ended December 31, 2020, we incurred acquisition-related restructuring and integration costs of \$10.8 million. The expenses consisted of \$4.4 million of transaction costs related to our acquisitions of Sandler O'Neill, Valence and TRS, \$2.5 million for vacated leased office space, \$3.0 million of severance benefits and \$0.9 million of contract termination costs.

Intangible Asset Amortization – Intangible asset amortization includes the amortization of definite-lived intangible assets consisting of customer relationships and internally developed software. For the year ended December 31, 2021, intangible asset amortization was \$30.1 million, compared with \$44.7 million in 2020. The decrease was due to lower intangible asset amortization expense related to identifiable intangible assets associated with the acquisition of Sandler O'Neill, partially offset by incremental intangible asset amortization expense related to identifiable intangible assets associated with the acquisitions of Valence and TRS. In 2022, we anticipate incurring additional intangible asset amortization expense related to the acquisitions of Cornerstone Macro and Stamford Partners.

The following table summarizes the future aggregate amortization expense of our intangible assets with determinable lives:

(Amounts in thousands)

2022	\$	9,344
2023		7,442
2024		6,292
2025		5,302
2026		4,825
Thereafter		1,173
Total	<u>\$</u>	<u>34,378</u>

Other Operating Expenses – Other operating expenses primarily include insurance costs, license and registration fees, expenses related to our charitable giving program and litigation-related expenses, which consist of the amounts we reserve and/or pay out related to legal and regulatory matters. Other operating expenses were \$22.3 million in 2021, compared with \$29.5 million in 2020. The decrease was due to a \$12.1 million fair value adjustment recorded in the first quarter of 2020 related to the earnout for former Weeden & Co. L.P. ("Weeden & Co.") equity owners who did not transition to our platform following the acquisition in 2019. We recorded the full value of the projected earnout as the non-employee equity owners do not have service requirements. This decrease was partially offset by higher expense related to our charitable giving program driven by higher operating profits.

Income Taxes – For the year ended December 31, 2021, our provision for income taxes was \$111.1 million. Excluding the impact of noncontrolling interests, our effective tax rate was 28.5 percent, which includes the impact of non-deductible covered employee compensation expense.

For the year ended December 31, 2020, our provision for income taxes was \$19.2 million. Excluding the impact of noncontrolling interests, our effective tax rate was 32.1 percent, which was driven by the impact of non-deductible covered employee compensation expense, partially offset by \$2.4 million of income tax benefits related to the tax provisions in the Coronavirus Aid, Relief, and Economic Security Act.

Financial Performance from Continuing Operations

Our activities as an investment bank and institutional securities firm constitute a single business segment.

Throughout this section, we have presented results on both a U.S. GAAP and non-GAAP basis. Management believes that presenting results and measures on an adjusted, non-GAAP basis in conjunction with the corresponding U.S. GAAP measures provides a more meaningful basis for comparison of its operating results and underlying trends between periods, and enhances the overall understanding of our current financial performance by excluding certain items that may not be indicative of our core operating results. The non-GAAP results should be considered in addition to, not as a substitute for, the results prepared in accordance with U.S. GAAP.

The adjusted financial results exclude (1) revenues and expenses related to noncontrolling interests, (2) interest expense on long-term financing from net revenues, (3) amortization of intangible assets related to acquisitions, (4) compensation and non-compensation expenses from acquisition-related agreements and (5) acquisition-related restructuring and integration costs. For U.S. GAAP purposes, these items are included in each of their respective line items on the consolidated statements of operations.

Adjusted operating income and adjusted operating margin present the results of operations excluding the impact resulting from the consolidation of noncontrolling interests in alternative asset management funds. Consolidation of these funds results in the inclusion of the proportionate share of the income or loss attributable to the equity interests in consolidated funds that are not attributable, either directly or indirectly, to us (i.e., noncontrolling interests). This proportionate share is reflected in net income applicable to noncontrolling interests in the accompanying consolidated statements of operations, and has no effect on our overall financial performance, as ultimately, this income is not income for us. Included in adjusted operating income and adjusted operating margin is the actual proportionate share of the income attributable to us as an investor in such funds.

The adjusted, non-GAAP financial results also exclude amortization of intangible assets and compensation and non-compensation expenses from acquisition-related agreements. These amounts are excluded on a non-GAAP basis as they represent expenses specifically related to acquisitions and therefore are not part of our on-going operations. The acquisition-related restructuring and integration costs excluded from the adjusted financial results represent charges that resulted from severance benefits, contract termination costs, vacating redundant leased office space and professional fees related to the respective transactions. These restructuring and integration costs are excluded from our non-GAAP financial measures as they relate to acquisitions and excluding these amounts provides a better understanding of our core non-compensation expenses. Interest expense on long-term financing is an adjustment from net revenues as these arrangements were used to fund the Sandler O'Neill and Valence acquisitions. Management believes that presenting adjusted financial results excluding the acquisition-related amounts provides clarity on the financial results generated by the core operating components of our business.

The following table sets forth the adjusted, non-GAAP financial results and adjustments necessary to reconcile to our consolidated U.S. GAAP financial results for the periods presented:

	Year Ended December 31,							
	2021				2020			
	Total Adjusted	Adjustments (1)		U.S. GAAP	Total Adjusted	Adjustments (1)		U.S. GAAP
Noncontrolling Interests		Other Adjustments	Noncontrolling Interests			Other Adjustments		
<i>(Amounts in thousands)</i>								
Investment banking:								
Advisory services	\$1,026,138	\$ —	\$ —	\$1,026,138	\$ 443,327	\$ —	\$ —	\$ 443,327
Corporate financing	362,797	—	—	362,797	295,333	—	—	295,333
Municipal financing	164,284	—	—	164,284	119,816	—	—	119,816
<i>Total investment banking</i>	1,553,219	—	—	1,553,219	858,476	—	—	858,476
Institutional brokerage:								
Equity brokerage	154,067	—	—	154,067	161,445	—	—	161,445
Fixed income services	233,510	—	—	233,510	196,308	—	—	196,308
<i>Total institutional brokerage</i>	387,577	—	—	387,577	357,753	—	—	357,753
<i>Interest income</i>	6,967	—	—	6,967	13,164	—	—	13,164
<i>Investment income</i>	34,982	59,050	—	94,032	10,384	12,881	—	23,265
Total revenues	1,982,745	59,050	—	2,041,795	1,239,777	12,881	—	1,252,658
<i>Interest expense</i>	2,288	—	8,446	10,734	4,817	—	9,628	14,445
Net revenues	1,980,457	59,050	(8,446)	2,031,061	1,234,960	12,881	(9,628)	1,238,213
Non-interest expenses	1,430,505	7,196	151,848	1,589,549	984,672	4,029	180,964	1,169,665
Pre-tax income	<u>\$ 549,952</u>	<u>\$ 51,854</u>	<u>\$ (160,294)</u>	<u>\$ 441,512</u>	<u>\$ 250,288</u>	<u>\$ 8,852</u>	<u>\$ (190,592)</u>	<u>\$ 68,548</u>
Pre-tax margin	27.8 %			21.7 %	20.3 %			5.5 %

(1) The following is a summary of the adjustments needed to reconcile our consolidated U.S. GAAP financial results to the adjusted, non-GAAP financial results:

Noncontrolling interests – The impacts of consolidating noncontrolling interests in our alternative asset management funds are not included in our adjusted financial results.

Other adjustments – The following items are not included in our adjusted financial results:

	Year Ended December 31,	
	2021	2020
<i>(Amounts in thousands)</i>		
<i>Interest expense on long-term financing</i>	\$ 8,446	\$ 9,628
<i>Compensation from acquisition-related agreements</i>	116,795	113,396
<i>Acquisition-related restructuring and integration costs</i>	4,724	10,755
<i>Amortization of intangible assets related to acquisitions</i>	30,080	44,728
<i>Non-compensation expenses from acquisition-related agreements</i>	249	12,085
	<u>151,848</u>	<u>180,964</u>
<i>Total other adjustments</i>	<u>\$ 160,294</u>	<u>\$ 190,592</u>

Net revenues on a U.S. GAAP basis were \$2.03 billion for the year ended December 31, 2021, compared with \$1.24 billion in the prior-year period. For the year ended December 31, 2021, adjusted net revenues were \$1.98 billion compared with \$1.23 billion for the year ended December 31, 2020. The variance explanations for net revenues and adjusted net revenues are consistent on both a U.S. GAAP and non-GAAP basis unless stated otherwise.

Investment banking revenues comprise all of the revenues generated through advisory services activities, which includes M&A, equity and debt private placements, debt and restructuring advisory, and municipal financial advisory transactions. Collectively, debt advisory transactions and equity and debt private placements are referred to as capital advisory transactions. Investment banking revenues also include equity and debt corporate financing activities and municipal financings.

In 2021, investment banking revenues were \$1.55 billion, up 80.9 percent compared to \$858.5 million in the prior-year period. For the year ended December 31, 2021, advisory services revenues were \$1.03 billion, up 131.5 percent compared with \$443.3 million in 2020. Our strong relative performance was driven by higher average fees and more completed transactions. In 2021, market conditions were conducive and our revenues reflect the significant market recovery in advisory services activity compared to the year-ago period. In addition, economic growth, CEO confidence and capital availability drove robust demand for advisory services. In the prior-year period, market-wide decreases in completed and announced deals reflected a pause in advisory services activity earlier in 2020 as companies evaluated the changing and uncertain environment due to COVID-19. For the year ended December 31, 2021, corporate financing revenues were \$362.8 million, up 22.8 percent compared to \$295.3 million in the prior-year period, driven by more completed and book run equity deals. Market conditions remained very favorable for capital raising activity in 2021 despite moderated issuance volumes in the second half of the year. Activity for us during the year was principally in the healthcare sector, and we served as book runner on 92 of the 97 healthcare equity deals we completed. In the year-ago period, capital raising activity substantially halted in March 2020 as volatility spiked; however, market conditions became favorable for capital raising during the second quarter of 2020, which continued through the remainder of the year. Municipal financing revenues for the year ended December 31, 2021 were \$164.3 million compared to \$119.8 million in the year-ago period. Our revenues increased approximately 37 percent relative to the overall market that was essentially flat based on the par value of municipal negotiated issuances. Our results for the year ended December 31, 2021 were driven by strong execution in our governmental business and growth in our specialty sectors.

The following table provides investment banking deal information:

	Year Ended December 31,	
	2021	2020
<i>(Dollars in billions)</i>		
Advisory services		
M&A and restructuring transactions	274	167
Capital advisory transactions	145	105
Corporate financings		
Total equity transactions	214	137
Book run equity transactions	141	99
Total debt and preferred transactions	53	58
Book run debt and preferred transactions	26	37
Municipal negotiated issues		
Aggregate par value	\$ 18.4	\$ 19.1
Total issues	933	855

Institutional brokerage revenues comprise all of the revenues generated through trading activities, which consist of facilitating customer trades and executing competitive municipal underwritings. Also, we have historically generated trading gains and losses through strategic trading activities in municipal bonds; however, we ceased these activities in the first half of 2020. Our results may vary from quarter to quarter as a result of changes in trading margins, trading gains and losses, net interest spreads, trading volumes, the timing of payments for research services and the timing of transactions based on market opportunities.

For the year ended December 31, 2021, institutional brokerage revenues increased to \$387.6 million, compared with \$357.8 million in the prior-year period. Equity brokerage revenues were \$154.1 million in 2021, down 4.6 percent compared with \$161.4 million in 2020. The prior-year period benefited from significant volatility and volumes related to the COVID-19 pandemic. For the year ended December 31, 2021, fixed income services revenues were \$233.5 million, up 19.0 percent compared with \$196.3 million in the prior-year period as activity was more robust among our financial services clients. We provided strategic advice to these clients on repositioning their balance sheets and portfolios, and investing in a changing interest rate environment. Additionally, results in the first quarter of 2020 include trading losses in municipal securities due to the sharp and sudden market dislocation.

Interest income represents amounts earned from holding long inventory positions. For the year ended December 31, 2021, interest income decreased 47.1 percent to \$7.0 million, compared with \$13.2 million in 2020, reflecting lower average long inventory balances.

Investment income includes realized and unrealized gains and losses on investments, including amounts attributable to noncontrolling interests, in our merchant banking and healthcare funds, as well as management and performance fees generated from those funds. For the year ended December 31, 2021, investment income was \$94.0 million, compared to \$23.3 million in 2020. In 2021, we recorded higher gains on our investments and the noncontrolling interests in the merchant banking funds that we manage. Excluding the impact of noncontrolling interests, adjusted investment income was \$35.0 million in 2021 and \$10.4 million in 2020.

Interest expense represents amounts associated with financing, economically hedging and holding short inventory positions, including interest paid on our long-term financing arrangements, as well as commitment fees on our line of credit and revolving credit facility. For the year ended December 31, 2021, interest expense decreased to \$10.7 million, compared with \$14.4 million in 2020. The decrease was primarily due to lower funding balances, as well as lower average short inventory balances. Additionally, the interest paid on long-term financing decreased as we repaid the \$20 million of unsecured promissory notes related to the acquisition of Valence (the "Valence Notes") in the first quarter of 2021. We also repaid the \$50 million of Class A unsecured senior notes upon maturity on October 15, 2021. Excluding the impact of interest expense on long-term financing, adjusted interest expense was \$2.3 million and \$4.8 million for the years ended December 31, 2021 and 2020, respectively.

Pre-tax margin for 2021 was 21.7 percent, up compared with 5.5 percent for 2020. Adjusted pre-tax margin increased to 27.8 percent in 2021, compared with 20.3 percent in 2020. In 2021, pre-tax margin on both a U.S. GAAP and adjusted basis was driven by higher revenue levels. Additionally, adjusted pre-tax margin increased due to a lower compensation ratio in 2021.

The following table sets forth the adjusted, non-GAAP financial results and adjustments necessary to reconcile to our consolidated U.S. GAAP financial results for the periods presented:

	Year Ended December 31,							
	2020				2019			
	Total Adjusted	Adjustments (1)		U.S. GAAP	Total Adjusted	Adjustments (1)		U.S. GAAP
Noncontrolling Interests		Other Adjustments	Noncontrolling Interests			Other Adjustments		
<i>(Amounts in thousands)</i>								
Investment banking:								
Advisory services	\$ 443,327	\$ —	\$ —	\$ 443,327	\$ 440,695	\$ —	\$ —	\$ 440,695
Corporate financing	295,333	—	—	295,333	105,256	—	—	105,256
Municipal financing	119,816	—	—	119,816	83,441	—	—	83,441
<i>Total investment banking</i>	858,476	—	—	858,476	629,392	—	—	629,392
Institutional brokerage:								
Equity brokerage	161,445	—	—	161,445	87,555	—	—	87,555
Fixed income services	196,308	—	—	196,308	80,336	—	—	80,336
<i>Total institutional brokerage</i>	357,753	—	—	357,753	167,891	—	—	167,891
<i>Interest income</i>	13,164	—	—	13,164	26,741	—	—	26,741
<i>Investment income</i>	10,384	12,881	—	23,265	11,506	10,769	—	22,275
Total revenues	1,239,777	12,881	—	1,252,658	835,530	10,769	—	846,299
<i>Interest expense</i>	4,817	—	9,628	14,445	9,885	—	1,848	11,733
Net revenues	1,234,960	12,881	(9,628)	1,238,213	825,645	10,769	(1,848)	834,566
Non-interest expenses	984,672	4,029	180,964	1,169,665	687,410	4,306	23,871	715,587
Pre-tax income	<u>\$ 250,288</u>	<u>\$ 8,852</u>	<u>\$ (190,592)</u>	<u>\$ 68,548</u>	<u>\$ 138,235</u>	<u>\$ 6,463</u>	<u>\$ (25,719)</u>	<u>\$ 118,979</u>
Pre-tax margin	20.3 %			5.5 %	16.7 %			14.3 %

(1) The following is a summary of the adjustments needed to reconcile our consolidated U.S. GAAP financial results to the adjusted, non-GAAP financial results:

Noncontrolling interests – The impacts of consolidating noncontrolling interests in our alternative asset management funds are not included in our adjusted financial results.

Other adjustments – The following items are not included in our adjusted financial results:

	Year Ended December 31,	
	2020	2019
<i>(Amounts in thousands)</i>		
<i>Interest expense on long-term financing</i>	\$ 9,628	\$ 1,848
<i>Compensation from acquisition-related agreements</i>	113,396	5,138
<i>Acquisition-related restructuring and integration costs</i>	10,755	14,321
<i>Amortization of intangible assets related to acquisitions</i>	44,728	4,298
<i>Non-compensation expenses from acquisition-related agreements</i>	12,085	114
	<u>180,964</u>	<u>23,871</u>
<i>Total other adjustments</i>	<u>\$ 190,592</u>	<u>\$ 25,719</u>

Discussion of the year-over-year comparisons between 2020 and 2019 can be found in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2020, filed with the SEC on February 25, 2021.

Discontinued Operations

Discontinued operations includes our traditional asset management subsidiary, ARI, which we sold in the third quarter of 2019. ARI's results, previously reported in our Asset Management segment, have been presented as discontinued operations for the year ended December 31, 2019.

The components of discontinued operations were as follows:

<i>(Amounts in thousands)</i>	Year Ended December 31, 2019
Net revenues	\$ 26,546
Operating expenses	22,589
Intangible asset amortization and impairment (1)	5,465
Restructuring costs	10,268
Total non-interest expenses	38,322
Loss from discontinued operations before income tax benefit	(11,776)
Income tax benefit	(2,522)
Net loss from discontinued operations before gain on sales	(9,254)
Gain on sales, net of tax	33,026
Income from discontinued operations, net of tax	<u>\$ 23,772</u>

(1) Includes \$2.9 million of intangible asset impairment related to the ARI trade name.

Restructuring costs of \$10.3 million for the year ended December 31, 2019 primarily related to transaction costs and payments associated with the sale of the business.

See Note 4 to our consolidated financial statements in Part II, Item 8 of this Form 10-K for further discussion of our discontinued operations.

Critical Accounting Policies

Our accounting and reporting policies comply with U.S. GAAP and conform to practices within the securities industry. The preparation of financial statements in compliance with U.S. GAAP and industry practices requires us to make estimates and assumptions that could materially affect amounts reported in our consolidated financial statements. Critical accounting policies are those policies that we believe to be the most important to the portrayal of our financial condition and results of operations and that require us to make estimates that are difficult, subjective or complex. Most accounting policies are not considered by us to be critical accounting policies. Several factors are considered in determining whether or not a policy is critical, including whether the estimates are significant to the consolidated financial statements taken as a whole, the nature of the estimates, the ability to readily validate the estimates with other information (e.g., third party or independent sources), the sensitivity of the estimates to changes in economic conditions and whether alternative accounting methods may be used under U.S. GAAP.

For a full description of our significant accounting policies, see Note 2 to our consolidated financial statements included in Part II, Item 8 of this Form 10-K. We believe that of our significant accounting policies, the following are our critical accounting policies.

Valuation of Financial Instruments

Financial instruments and other inventory positions owned, financial instruments and other inventory positions sold, but not yet purchased, and investments on our consolidated statements of financial condition consist of financial instruments recorded at fair value, as required by accounting guidance. Unrealized gains and losses related to these financial instruments are reflected on our consolidated statements of operations.

The fair value of a financial instrument is the amount at which the instrument could be exchanged in an orderly transaction between market participants at the measurement date (the exit price). Based on the nature of our business and our role as a "dealer" in the securities industry or as a manager of alternative asset management funds, the fair values of our financial instruments are determined internally. See Note 2 and Note 6 to our consolidated financial statements for additional information on the valuation of our financial instruments and our fair value processes, including specific control processes to determine the reasonableness of the fair value of our financial instruments.

Financial Accounting Standards Board ("FASB") Accounting Standards Codification Topic 820, "Fair Value Measurement," establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level I measurements) and the lowest priority to inputs with little or no pricing observability (Level III measurements). Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Substantially all of our financial instruments categorized as Level III are investments related to our alternative asset management funds. These investments in private companies are valued based on an assessment of each underlying security, considering rounds of financing, the financial condition and operating results of the private company, third party transactions and market-based information, including comparable company transactions, trading multiples (e.g., multiples of revenue and EBITDA) and changes in market outlook, among other factors. See Note 6 to our consolidated financial statements for additional discussion of our assets and liabilities in the fair value hierarchy.

Goodwill and Intangible Assets

We record all assets acquired and liabilities assumed in acquisitions, including goodwill and other intangible assets, at fair value. Determining the fair value of assets and liabilities acquired requires certain management estimates. At December 31, 2021, we had goodwill of \$227.5 million and intangible assets of \$119.8 million.

We are required to perform impairment tests of goodwill and indefinite-life intangible assets annually and on an interim basis when circumstances exist that could indicate possible impairment. We have elected to test goodwill for impairment in the fourth quarter of each calendar year. We have the option to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after making an assessment, we determine it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then further analysis is unnecessary. However, if we conclude otherwise, then we are required to perform a quantitative goodwill test, which requires management to make judgments in determining what assumptions to use in the calculation. The quantitative goodwill test compares the fair value of the reporting unit to its carrying value, including allocated goodwill. An impairment is recognized for the excess amount of a reporting unit's carrying value over its fair value. See Note 2 and Note 11 to our consolidated financial statements for additional information on our impairment testing.

The initial recognition of goodwill and other intangible assets and the subsequent quantitative impairment analysis involves significant judgment in determining the estimates of future cash flows, discount rates, economic forecast and other assumptions which are then used in acceptable valuation techniques, such as the market approach (earnings and/or transaction multiples) and/or the income approach (discounted cash flow method). Changes in these estimates and assumptions could have a significant impact on the fair value and any resulting impairment of goodwill. Our estimated cash flows, by their nature, are difficult to determine over an extended time period. Events and factors that may significantly affect the estimates include, among others, competitive forces and changes in revenue growth trends, cost structures, technology and market conditions. To assess the reasonableness of cash flow estimates and validate assumptions used in our estimates, we review historical performance of the underlying assets or similar assets. In assessing the fair value of our reporting unit, the volatile nature of the securities markets and our industry requires us to consider the business and market cycle and assess the stage of the cycle in estimating the timing and extent of future cash flows. In addition to discounted cash flows, we consider earnings multiples of comparable public companies and multiples of recent M&A transactions of similar businesses in our subsequent impairment analysis.

We elected to perform a qualitative assessment to test goodwill in our capital markets reporting unit for impairment. The following relevant events and circumstances were evaluated in concluding that it was not more likely than not that goodwill was impaired: macroeconomic conditions, industry and market considerations and the overall financial performance of the capital markets reporting unit. Our annual goodwill impairment testing, performed as of October 31, 2021, resulted in no impairment.

We also evaluated our intangible assets (indefinite and definite-lived) and concluded there was no impairment in 2021.

Compensation Plans

Stock-Based Compensation Plans

As part of our compensation to employees and directors, we use stock-based compensation, consisting of restricted stock, restricted stock units and stock options. We account for equity awards in accordance with FASB Accounting Standards Codification Topic 718, "Compensation—Stock Compensation," ("ASC 718"), which requires all share-based payments to employees, including grants of employee stock options, to be recognized on the consolidated statements of operations at grant date fair value. Compensation expense related to share-based awards which require future service are amortized over the service period of the award. Forfeitures of awards with service conditions are accounted for when they occur. Share-based awards that do not require future service are recognized in the year in which the awards are deemed to be earned.

See Note 19 to our consolidated financial statements for additional information about our stock-based compensation plans.

Income Taxes

We file a consolidated U.S. federal income tax return, which includes all of our qualifying subsidiaries. We also are subject to income tax in various states and municipalities and those foreign jurisdictions in which we operate. Amounts provided for income taxes are based on income reported for financial statement purposes and do not necessarily represent amounts currently payable. Deferred tax assets and liabilities are recognized for the expected future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis and for tax loss carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Deferred income taxes are provided for temporary differences in reporting certain items, principally restricted compensation (i.e., restricted stock, restricted stock units, restricted mutual fund shares, and deferred compensation). The realization of deferred tax assets is assessed and a valuation allowance is recognized to the extent that it is more likely than not that any portion of the deferred tax asset will not be realized. We believe that our future taxable profits will be sufficient to recognize our U.S. deferred tax assets, with the exception of \$0.2 million of state net operating loss carryforwards. However, if our projections of future taxable profits do not materialize, we may conclude that a valuation allowance is necessary, which would impact our results of operations in that period. As of December 31, 2021, we have recorded a deferred tax asset valuation allowance of \$4.9 million related to net operating loss carryforwards in the U.K. for Piper Sandler Ltd.

We record deferred tax benefits for future tax deductions expected upon the vesting of stock-based compensation. We recognize the income tax effects of stock-based compensation awards in the income statement when the awards vest. If deductions reported on our tax return for stock-based compensation (i.e., the value of the stock-based compensation at the time of vesting) exceed the cumulative cost of those instruments recognized for financial reporting (i.e., the grant date fair value of the compensation computed in accordance with ASC 718), we record the excess tax benefit as income tax benefit. Conversely, if deductions reported on our tax return for stock-based compensation are less than the cumulative cost of those instruments recognized for financial reporting, the deficiency is recorded as income tax expense. For the year ended December 31, 2021, we recorded a \$2.7 million tax benefit from continuing operations for stock awards vesting during the period. In the first quarter of 2022, approximately 793,000 shares vested at share prices greater than the grant date fair values, resulting in \$5.6 million of excess tax benefits recorded as income tax benefit in the first quarter of 2022.

We establish reserves for uncertain income tax positions in accordance with FASB Accounting Standards Codification Topic 740, "Income Taxes," when it is not more likely than not that a certain position or component of a position will be ultimately upheld by the relevant taxing authorities. Significant judgment is required in evaluating uncertain tax positions. Our tax provision and related accruals include the impact of estimates for uncertain tax positions and changes to the reserves that are considered appropriate. To the extent the probable tax outcome of these matters changes, such change in estimate will impact the income tax provision in the period of change and, in turn, our results of operations. In 2021, we recorded a \$1.7 million liability for uncertain state income tax positions. In 2020, we recorded a reversal of \$3.2 million related to the \$4.1 million liability for uncertain income tax positions associated with our acquisition of Weeden & Co. that was recorded in 2019. These amounts were recorded as measurement period adjustments in accordance with FASB Accounting Standards Codification Topic 805, "Business Combinations," and included a corresponding indemnification asset. We also paid a settlement of \$0.9 million, for which we were indemnified.

Liquidity, Funding and Capital Resources

We regularly monitor our liquidity position, which is of critical importance to our business. Accordingly, we maintain a liquidity strategy designed to enable our business to continue to operate even under adverse circumstances, although there can be no assurance that our strategy will be successful under all circumstances. Insufficient liquidity resulting from adverse circumstances contributes to, and may be the cause of, financial institution failure.

The majority of our tangible assets consist of assets readily convertible into cash. Financial instruments and other inventory positions owned are stated at fair value and are generally readily marketable in most market conditions. Receivables and payables with brokers, dealers and clearing organizations usually settle within a few days. As part of our liquidity strategy, we emphasize diversification of funding sources to the extent possible while considering tenor and cost. Our assets are financed by our cash flows from operations, equity capital and our funding arrangements. The fluctuations in cash flows from financing activities are directly related to daily operating activities from our various businesses. One of our most important risk management disciplines is our ability to manage the size and composition of our balance sheet. While our asset base changes due to client activity, market fluctuations and business opportunities, the size and composition of our balance sheet reflect our overall risk tolerance, our ability to access stable funding sources and the amount of equity capital we hold.

Certain market conditions can impact the liquidity of our inventory positions, requiring us to hold larger inventory positions for longer than expected or requiring us to take other actions that may adversely impact our results.

A significant component of our employees' compensation is paid in annual discretionary incentive compensation. The timing of these incentive compensation payments, which generally are made in February, has a significant impact on our cash position and liquidity.

Our dividend policy is intended to return between 30 percent and 50 percent of our fiscal year adjusted net income to shareholders. Our board of directors determines the declaration and payment of dividends and is free to change our dividend policy at any time.

Our board of directors declared the following dividends on shares of our common stock:

Declaration Date	Dividend Per Share	Record Date	Payment Date
February 1, 2019 (1)	\$ 1.010	February 25, 2019	March 15, 2019
February 1, 2019	\$ 0.375	February 25, 2019	March 15, 2019
April 26, 2019	\$ 0.375	May 24, 2019	June 14, 2019
July 26, 2019	\$ 0.375	August 23, 2019	September 13, 2019
October 30, 2019	\$ 0.375	November 22, 2019	December 13, 2019
January 31, 2020 (2)	\$ 0.750	March 2, 2020	March 13, 2020
January 31, 2020	\$ 0.375	March 2, 2020	March 13, 2020
May 1, 2020	\$ 0.200	May 29, 2020	June 12, 2020
July 31, 2020	\$ 0.300	August 28, 2020	September 11, 2020
October 30, 2020	\$ 0.375	November 24, 2020	December 11, 2020
February 4, 2021 (3)	\$ 1.850	March 3, 2021	March 12, 2021
February 4, 2021	\$ 0.400	March 3, 2021	March 12, 2021
April 30, 2021	\$ 0.450	May 28, 2021	June 11, 2021
July 30, 2021	\$ 0.550	August 27, 2021	September 10, 2021
October 29, 2021 (4)	\$ 3.000	November 23, 2021	December 10, 2021
October 29, 2021	\$ 0.550	November 23, 2021	December 10, 2021
February 10, 2022 (5)	\$ 4.500	March 2, 2022	March 11, 2022
February 10, 2022	\$ 0.600	March 2, 2022	March 11, 2022

(1) Represents a special cash dividend based on our fiscal year 2018 results.

(2) Represents a special cash dividend based on our fiscal year 2019 results.

(3) Represents a special cash dividend based on our fiscal year 2020 results.

(4) Represents a special cash dividend based on our financial results for the nine months ended September 30, 2021.

(5) Represents a special cash dividend based on our fiscal year 2021 results.

Our board of directors has declared an additional special cash dividend on our common stock of \$4.50 per share related to 2021 adjusted net income. This special dividend will be paid on March 11, 2022, to shareholders of record as of the close of business on March 2, 2022. Including this special cash dividend, we will have returned \$9.45 per share, or approximately 43 percent of our fiscal year 2021 adjusted net income to shareholders.

Effective January 1, 2020, our board of directors authorized the repurchase of up to \$150.0 million in common shares, which expired on December 31, 2021. In 2021, we repurchased 417,903 shares of our common stock at an average price of \$125.03 per share for an aggregate purchase price of \$52.3 million related to this authorization.

On November 18, 2021, our board of directors authorized the repurchase of up to \$150.0 million in common shares. This authorization is effective from January 1, 2022 through December 31, 2023.

We also purchase shares of common stock from restricted stock award recipients upon the award vesting or as recipients sell shares to meet their employment tax obligations. During 2021, we purchased 154,117 shares or \$17.7 million of our common stock for these purposes.

Cash Flows

Cash and cash equivalents at December 31, 2021 were \$971.0 million, an increase of \$463.0 million from December 31, 2020. Operating activities provided \$707.1 million of cash, driven by cash generated from earnings and an increase in operating liabilities. The increase in operating liabilities was primarily due to an increase in accrued compensation of \$330.9 million, the result of higher compensation costs in 2021 from increased revenues and operating profits. The increase in operating assets was primarily due to an increase in investments related to our alternative asset management funds. In 2021, investing activities used \$20.6 million for the purchase of fixed assets. Cash of \$223.1 million was used in financing activities as we repaid \$70 million of long-term financing arrangements. In the first quarter of 2021, we repaid the Valence Notes totaling \$20 million. We also repaid the Class A unsecured senior notes of \$50 million upon maturity on October 15, 2021. In addition, we paid \$99.4 million in dividends and repurchased \$69.9 million of common stock during 2021.

Cash and cash equivalents at December 31, 2020 were \$507.9 million, an increase of \$257.9 million from December 31, 2019. Operating activities provided \$779.8 million of cash, driven by cash generated from earnings and a reduction in operating assets. The decrease in operating assets resulted from a \$203.8 million decline in net financial instruments and other inventory positions owned as we focused on only carrying inventory where clients need liquidity within our areas of expertise, as well as a \$254.3 million decrease in receivables from brokers, dealers and clearing organizations. The increase in operating liabilities was primarily due to an increase in accrued compensation of \$132.8 million, the result of higher compensation costs in 2020 from increased revenues and incremental headcount from the acquisitions of Sandler O'Neill and Valence. In 2020, investing activities used \$435.0 million, of which \$417.4 million was used for the acquisitions of Sandler O'Neill, Valence and TRS. We also used \$17.6 million for the purchase of fixed assets. Cash of \$87.6 million was used in financing activities as we reduced amounts due under our short-term financing by \$50.0 million. We repaid the amount outstanding under our commercial paper program in full upon maturity in the fourth quarter of 2020. We also paid \$28.2 million in dividends and repurchased \$22.0 million of common stock during 2020.

Leverage

The following table presents total assets, adjusted assets, total shareholders' equity and tangible common shareholders' equity with the resulting leverage ratios:

<i>(Dollars in thousands)</i>	December 31, 2021	December 31, 2020
Total assets	\$ 2,565,307	\$ 1,997,140
Deduct: Goodwill and intangible assets	(347,286)	(377,366)
Deduct: Right-of-use lease asset	(71,341)	(82,543)
Deduct: Assets from noncontrolling interests	(168,675)	(97,375)
Adjusted assets	<u>\$ 1,978,005</u>	<u>\$ 1,439,856</u>
Total shareholders' equity	\$ 1,226,855	\$ 926,082
Deduct: Goodwill and intangible assets	(347,286)	(377,366)
Deduct: Noncontrolling interests	(164,645)	(96,657)
Tangible common shareholders' equity	<u>\$ 714,924</u>	<u>\$ 452,059</u>
Leverage ratio (1)	2.1	2.2
Adjusted leverage ratio (2)	2.8	3.2

(1) *Leverage ratio equals total assets divided by total shareholders' equity.*

(2) *Adjusted leverage ratio equals adjusted assets divided by tangible common shareholders' equity.*

Adjusted assets and tangible common shareholders' equity are non-GAAP financial measures. Goodwill and intangible assets are subtracted from total assets and total shareholders' equity in determining adjusted assets and tangible common shareholders' equity, respectively, as we believe that goodwill and intangible assets do not constitute operating assets that can be deployed in a liquid manner. The right-of-use lease asset is also subtracted from total assets in determining adjusted assets as it is not an operating asset that can be deployed in a liquid manner. Amounts attributed to noncontrolling interests are subtracted from total assets and total shareholders' equity in determining adjusted assets and tangible common shareholders' equity, respectively, as they represent assets and equity interests in consolidated entities that are not attributable, either directly or indirectly, to Piper Sandler Companies. We view the resulting measure of adjusted leverage, also a non-GAAP financial measure, as a more relevant measure of financial risk when comparing financial services companies. Our adjusted leverage ratio decreased from December 31, 2020, due to higher tangible common shareholders' equity driven by strong net income in 2021.

Funding and Capital Resources

The primary goal of our funding activities is to ensure adequate funding over a wide range of market conditions. Given the mix of our business activities, funding requirements are fulfilled through a diversified range of short-term and long-term financing. We attempt to ensure that the tenor of our borrowing liabilities equals or exceeds the expected holding period of the assets being financed. Our ability to support increases in total assets is largely a function of our ability to obtain funding from external sources. Access to these external sources, as well as the cost of that financing, is dependent upon various factors, including market conditions, the general availability of credit and credit ratings. We currently do not have a credit rating, which could adversely affect our liquidity and competitive position by increasing our financing costs and limiting access to sources of liquidity that require a credit rating as a condition to providing the funds.

Our day-to-day funding and liquidity is obtained primarily through the use of our clearing arrangement with Pershing, a clearing arrangement with bank financing, and a bank line of credit, and is typically collateralized by our securities inventory. These funding sources are critical to our ability to finance and hold inventory, which is a necessary part of our institutional brokerage business. The majority of our inventory is liquid and is therefore funded by short-term facilities. Our committed line has been established to mitigate changes in the liquidity of our inventory based on changing market conditions, and is available to us regardless of changes in market liquidity conditions through the end of its term, although there may be limitations on the type of securities available to pledge. Our funding sources are also dependent on the types of inventory that our counterparties are willing to accept as collateral and the number of counterparties available. Funding is generally obtained at rates based upon the federal funds rate or LIBOR.

Pershing Clearing Arrangement – We have established an arrangement to obtain financing from Pershing related to the majority of our trading activities. Under our fully disclosed clearing agreement, all of our securities inventories with the exception of convertible securities, and all of our customer activities are held by or cleared through Pershing. Financing under this arrangement is secured primarily by securities, and collateral limitations could reduce the amount of funding available under this arrangement. Our clearing arrangement activities are recorded net from trading activity and reported within receivables from or payables to brokers, dealers and clearing organizations. The funding is at the discretion of Pershing (i.e., uncommitted) and could be denied without a notice period. Our fully disclosed clearing agreement includes a covenant requiring Piper Sandler & Co., our U.S. broker dealer subsidiary, to maintain excess net capital of \$120 million. At December 31, 2021, we had \$0.2 million of financing outstanding under this arrangement.

Clearing Arrangement with Bank Financing – In the second quarter of 2021, we established a financing arrangement with a U.S. branch of Canadian Imperial Bank of Commerce ("CIBC") related to our convertible securities inventories. Under this arrangement, our convertible securities inventories are cleared through a broker dealer affiliate of CIBC, and held and financed by CIBC. Our convertible securities inventories are generally economically hedged by the underlying common stock or the stock options of the underlying common stock. Financing under this arrangement is secured primarily by convertible securities and collateral limitations could reduce the amount of funding available. The funding is at the discretion of CIBC and could be denied subject to a notice period. This arrangement is reported within receivables from or payables to brokers, dealers and clearing organizations, net of trading activity. At December 31, 2021, we had \$93.4 million of financing outstanding under this arrangement.

Prime Broker Arrangement – We previously had an overnight financing arrangement with a broker dealer related to our convertible securities inventories. In the second quarter of 2021, we replaced this arrangement with the clearing arrangement with bank financing.

Committed Line – Our committed line is a one-year \$100 million revolving secured credit facility. Advances under this facility are secured by certain marketable securities. The facility includes a covenant that requires Piper Sandler & Co. to maintain a minimum regulatory net capital of \$120 million, and the unpaid principal amount of all advances under the facility will be due on December 9, 2022. This credit facility has been in place since 2008 and we renewed the facility for another one-year term in the fourth quarter of 2021. At December 31, 2021, we had no advances against this line of credit.

Commercial Paper Program – Piper Sandler & Co. previously issued secured commercial paper ("CP") to fund a portion of its securities inventory. We retired the CP Series A program in January 2020 and retired the CP Series II A program in April 2021.

Revolving Credit Facility – Our parent company, Piper Sandler Companies, has an unsecured \$65 million revolving credit facility with U.S. Bank N.A. The credit agreement will terminate on December 20, 2022, unless otherwise terminated, and is subject to a one-year extension exercisable at our option. At December 31, 2021, there were no advances against this credit facility.

This credit facility includes customary events of default and covenants that, among other things, requires Piper Sandler & Co. to maintain a minimum regulatory net capital of \$120 million, limits our leverage ratio, requires maintenance of a minimum ratio of operating cash flow to fixed charges, and imposes certain limitations on our ability to make acquisitions and make payments on our capital stock. At December 31, 2021, we were in compliance with all covenants.

The following tables present the average balances outstanding for our various funding sources by quarter for 2021 and 2020:

	Average Balance for the Three Months Ended			
	Dec. 31, 2021	Sept. 30, 2021	June 30, 2021	Mar. 31, 2021
<i>(Amounts in millions)</i>				
Funding source:				
Pershing clearing arrangement	\$ 4.1	\$ 12.1	\$ 5.2	\$ 6.9
Clearing arrangement with bank financing	92.7	84.2	49.9	—
Prime broker arrangement	—	—	8.0	57.2
Commercial paper	—	—	—	—
Revolving credit facility	—	—	—	—
Total	<u>\$ 96.8</u>	<u>\$ 96.3</u>	<u>\$ 63.1</u>	<u>\$ 64.1</u>

	Average Balance for the Three Months Ended			
	Dec. 31, 2020	Sept. 30, 2020	June 30, 2020	Mar. 31, 2020
<i>(Amounts in millions)</i>				
Funding source:				
Pershing clearing arrangement	\$ 16.1	\$ 3.3	\$ 17.7	\$ 117.8
Prime broker arrangement	97.5	90.2	81.9	72.3
Commercial paper	11.4	50.0	50.0	50.0
Revolving credit facility	4.9	29.3	50.0	7.1
Total	<u>\$ 129.9</u>	<u>\$ 172.8</u>	<u>\$ 199.6</u>	<u>\$ 247.2</u>

The average funding in the fourth quarter of 2021 decreased to \$96.8 million, compared with \$129.9 million during the fourth quarter of 2020, primarily due to the accumulation of cash from operations. Also, we repaid the outstanding balances under our commercial paper program and revolving credit facility in the fourth quarter of 2020.

The following table presents the maximum daily funding amount by quarter for 2021 and 2020:

	2021		2020	
	\$	141.5	\$	642.1
First Quarter	\$	306.2	\$	378.3
Second Quarter	\$	228.1	\$	401.7
Third Quarter	\$	170.3	\$	482.3
Fourth Quarter	\$	170.3	\$	482.3

Long-Term Financing

Senior Notes – On October 15, 2019, we entered into a note purchase agreement ("Note Purchase Agreement") under which we issued unsecured fixed rate senior notes ("Notes") in the amount of \$175 million. The initial holders of the Notes are certain entities advised by Pacific Investment Management Company ("PIMCO"). The Notes consisted of two classes, Class A Notes and Class B Notes, with principal amounts of \$50 million and \$125 million, respectively. The Class A Notes were repaid in full on the October 15, 2021 maturity date. The Class B Notes bear interest at an annual fixed rate of 5.20 percent and mature on October 15, 2023. Interest is payable semi-annually. The unpaid principal amount is due in full on the maturity date and may not be prepaid.

Given our level of capital and strong cash generation from earnings, we decided not to renew our Class A Notes.

The Note Purchase Agreement includes customary events of default and covenants that, among other things, requires Piper Sandler & Co. to maintain a minimum regulatory net capital, limits our leverage ratio and requires maintenance of a minimum ratio of operating cash flow to fixed charges. At December 31, 2021, we were in compliance with all covenants.

Valence Notes – On April 3, 2020, we entered into unsecured promissory notes as part of the acquisition of Valence totaling \$20 million. The Valence Notes were repaid in the first quarter of 2021.

Capital Requirements

As a registered broker dealer and member firm of FINRA, Piper Sandler & Co. is subject to the uniform net capital rule of the SEC and the net capital rule of FINRA. We have elected to use the alternative method permitted by the uniform net capital rule which requires that we maintain minimum net capital of \$1.0 million. Advances to affiliates, repayment of subordinated liabilities, dividend payments and other equity withdrawals are subject to certain approvals, notifications and other provisions of the uniform net capital rules. We expect that these provisions will not impact our ability to meet current and future obligations. At December 31, 2021, our net capital under the SEC's uniform net capital rule was \$362.5 million, and exceeded the minimum net capital required under the SEC rule by \$361.5 million.

Although we operate with a level of net capital substantially greater than the minimum thresholds established by FINRA and the SEC, a substantial reduction of our capital would curtail many of our capital markets revenue producing activities.

Our committed short-term credit facility, revolving credit facility and Class B Notes with PIMCO include covenants requiring Piper Sandler & Co. to maintain a minimum regulatory net capital of \$120 million. Our fully disclosed clearing agreement with Pershing includes a covenant requiring Piper Sandler & Co. to maintain excess net capital of \$120 million.

At December 31, 2021, Piper Sandler Ltd., our broker dealer subsidiary registered in the U.K., was subject to, and was in compliance with, the capital requirements of the Prudential Regulation Authority and the Financial Conduct Authority pursuant to the Financial Services Act of 2012.

Piper Sandler Hong Kong Limited is licensed by the Hong Kong Securities and Futures Commission, which is subject to the liquid capital requirements of the Securities and Futures (Financial Resources) Rule promulgated under the Securities and Futures Ordinance. At December 31, 2021, Piper Sandler Hong Kong Limited was in compliance with the liquid capital requirements of the Hong Kong Securities and Futures Commission.

Off-Balance Sheet Arrangements

In the ordinary course of business we enter into various types of off-balance sheet arrangements. The following table summarizes the notional contract value of our off-balance sheet arrangements for the periods presented:

	Expiration Per Period at December 31,						Total Contractual Amount	
	2022	2023	2024	2025 - 2026	2027 - 2028	Later	December 31, 2021	December 31, 2020
<i>(Amounts in thousands)</i>								
Customer matched-book derivative contracts (1) (2)	\$ 11,320	\$ 3,020	\$ 17,930	\$ 11,210	\$ 59,160	\$ 1,527,416	\$ 1,630,056	\$ 1,955,131
Trading securities derivative contracts (2)	56,550	—	—	—	—	9,375	65,925	55,375
Investment commitments (3)	—	—	—	—	—	—	80,562	66,043

(1) Consists of interest rate swaps. We have minimal market risk related to these matched-book derivative contracts; however, we do have counterparty risk with one major financial institution, which is mitigated by collateral deposits. In addition, we have a limited number of counterparties (contractual amount of \$157.8 million at December 31, 2021) who are not required to post collateral. The uncollateralized amounts, representing the fair value of the derivative contracts, expose us to the credit risk of these counterparties. At December 31, 2021, we had \$20.7 million of credit exposure with these counterparties, including \$16.3 million of credit exposure with one counterparty.

(2) We believe the fair value of these derivative contracts is a more relevant measure of the obligations because we believe the notional or contract amount overstates the expected payout. At December 31, 2021 and 2020, the net fair value of these derivative contracts approximated \$19.8 million and \$18.1 million, respectively.

(3) The investment commitments have no specified call dates. The timing of capital calls is based on market conditions and investment opportunities.

Derivatives

Derivatives' notional or contract amounts are not reflected as assets or liabilities on our consolidated statements of financial condition. Rather, the fair value of the derivative transactions are reported on the consolidated statements of financial condition as assets or liabilities in financial instruments and other inventory positions owned and financial instruments and other inventory positions sold, but not yet purchased, as applicable. For a discussion of our activities related to derivative products, see Note 5 to our consolidated financial statements included in Part II, Item 8 of this Form 10-K.

Investment Commitments

We have investments, including those made as part of our alternative asset management activities, in various limited partnerships or limited liability companies that make direct or indirect equity or debt investments in companies. We commit capital and/or act as the managing partner of these entities. We have committed capital of \$80.6 million to certain entities and these commitments generally have no specified call dates. For additional information on our activities related to these types of entities, see Note 7 to our consolidated financial statements included in Part II, Item 8 of this Form 10-K.

Replacement of Interbank Offered Rates ("IBORs"), including LIBOR

Central banks and regulators in a number of major jurisdictions (e.g., U.S., U.K., European Union, Switzerland and Japan) have convened working groups to find, and implement the transition to, suitable replacements for IBORs. On March 5, 2021, the U.K. Financial Conduct Authority, which regulates LIBOR, formally announced the dates after which LIBOR will cease publication. The publication of certain USD LIBOR tenors and all non-USD LIBOR tenors ceased after December 31, 2021, which did not impact our operations. The remaining USD LIBOR tenors will continue publication until June 30, 2023.

Our limited number of contractual agreements, which use the remaining USD LIBOR tenors, are primarily within our customer matched-book derivatives portfolio. Substantially all of these instruments mature after June 30, 2023 and use interest rates based on LIBOR. The International Swaps and Derivatives Association ("ISDA") created the IBOR Fallback Protocol to facilitate amending references to benchmark interest rates in derivative contracts governed by Master ISDA Agreements. If a benchmark interest rate is no longer published, it will "fall back" to a new benchmark interest rate in those contracts where both counterparties have agreed to adhere to the protocol. We are working with our clients to ensure adherence to the protocol. As a result, we do not expect the transition from the remaining USD LIBOR tenors to a replacement rate to have a significant impact on our operations.

Risk Management

Risk is an inherent part of our business. The principal risks we face in operating our business include: strategic risk, market risk, liquidity risk, credit risk, operational risk, human capital risk, and legal and regulatory risks. The extent to which we properly identify and effectively manage each of these risks is critical to our financial condition and profitability. We have a formal risk management process to identify, assess and monitor each risk and mitigating controls in accordance with defined policies and procedures. The risk management functions are independent of our business lines. Our management takes an active role in the risk management process, and the results are reported to senior management and the board of directors.

The audit committee of the board of directors oversees management's processes for identifying and evaluating our major risks, and the policies, procedures and practices employed by management to govern its risk assessment and risk management processes. The nominating and governance committee of the board of directors oversees the board of directors' committee structures and functions as they relate to the various committees' responsibilities with respect to oversight of our major risk exposures. With respect to these major risk exposures, the audit committee is responsible for overseeing management's monitoring and control of our major risk exposures relating to market risk, credit risk, liquidity risk, legal and regulatory risks, operational risk (including cybersecurity), and human capital risk relating to misconduct, fraud, and legal and compliance matters. Our compensation committee is responsible for overseeing management's monitoring and control of our major risk exposures relating to compensation, organizational structure, and succession. Our board of directors is responsible for overseeing management's monitoring and control of our major risk exposures related to our corporate strategy. Our Chief Executive Officer and Chief Financial Officer meet with the audit committee on a quarterly basis to discuss our market, liquidity, and legal and regulatory risks, and provide updates to the board of directors, audit committee, and compensation committee concerning the other major risk exposures on a regular basis.

We use internal committees to assist in governing risk and ensure that our business activities are properly assessed, monitored and managed. Our executive financial risk committee manages our market, liquidity and credit risks; oversees risk management practices related to these risks, including defining acceptable risk tolerances and approving risk management policies; and responds to market changes in a dynamic manner. Membership is comprised of senior leadership, including but not limited to, our Chief Executive Officer, President, Chief Financial Officer, Treasurer, Head of Market and Credit Risk, and Head of Fixed Income Trading and Risk. Other committees that help evaluate and monitor risk include underwriting, leadership team and operating committees. These committees help manage risk by ensuring that business activities are properly managed and within a defined scope of activity. Our valuation committees, comprised of members of senior management and risk management, provide oversight and overall responsibility for the internal control processes and procedures related to fair value measurements. Additionally, our operational risk committees address and monitor risk related to information systems and security, legal, regulatory and compliance matters, and third parties such as vendors and service providers.

With respect to market risk and credit risk, the cornerstone of our risk management process is daily communication among traders, trading department management and senior management concerning our inventory positions and overall risk profile. Our risk management functions supplement this communication process by providing their independent perspectives on our market and credit risk profile on a daily basis. The broader objectives of our risk management functions are to understand the risk profile of each trading area, to consolidate risk monitoring company-wide, to assist in implementing effective hedging strategies, to articulate large trading or position risks to senior management, and to ensure accurate fair values of our financial instruments.

Risk management techniques, processes and strategies may not be fully effective in mitigating our risk exposure in all market environments or against all types of risk, and any risk management failures could expose us to material unanticipated losses.

Strategic Risk

Strategic risk represents the risk associated with executive management failing to develop and execute on the appropriate strategic vision which demonstrates a commitment to our culture, leverages our core competencies, appropriately responds to external factors in the marketplace, and is in the best interests of our clients, employees and shareholders.

Our leadership team is responsible for managing our strategic risks. The board of directors oversees the leadership team in setting and executing our strategic plan.

Market Risk

Market risk represents the risk of losses, or financial volatility, that may result from the change in value of a financial instrument due to fluctuations in its market price. Our exposure to market risk is directly related to our role as a financial intermediary for our clients and to our market-making activities. The scope of our market risk management policies and procedures includes all market-sensitive cash and derivative financial instruments.

Our different types of market risk include:

Interest Rate Risk — Interest rate risk represents the potential volatility from changes in market interest rates. We are exposed to interest rate risk arising from changes in the level and volatility of interest rates, changes in the slope of the yield curve, changes in credit spreads, and the rate of prepayments on our interest-earning assets (e.g., inventories) and our funding sources (e.g., short-term financing) which finance these assets. Interest rate risk is managed by selling short U.S. government securities, agency securities, corporate debt securities and derivative contracts. See Note 5 to our consolidated financial statements included in Part II, Item 8 of this Form 10-K for additional information on our derivative contracts. Our interest rate hedging strategies may not work in all market environments and as a result may not be effective in mitigating interest rate risk. Also, we establish limits on our long fixed income securities inventory, monitor these limits on a daily basis and manage within those limits. Our limits include but are not limited to the following: position and concentration size, dollar duration (i.e., DV01), credit quality and aging.

We estimate that a parallel 50 basis point adverse change in the market would result in a decrease of approximately \$0.7 million in the carrying value of our fixed income securities inventory as of December 31, 2021, including the effect of the hedging transactions.

We also measure and monitor the aging and turnover of our long fixed income securities inventory. Turnover is evaluated based on a five-day average by category of security. The vast majority of our fixed income securities inventory generally turns over within three weeks.

In addition to the measures discussed above, we monitor and manage market risk exposure through evaluation of spread DV01 and the MMD basis risk for municipal securities to movements in U.S. treasury securities. All metrics are aggregated by asset concentration and are used for monitoring limits and exception approvals. In times of market volatility, we may also perform ad hoc stress tests and scenario analysis as market conditions dictate.

Equity Price Risk — Equity price risk represents the potential loss in value due to adverse changes in the level or volatility of equity prices. We are exposed to equity price risk through our trading activities primarily in the U.S. market. We attempt to reduce the risk of loss inherent in our market-making and in our inventory of equity securities by establishing limits on our long inventory, monitoring these limits on a daily basis, and by managing net position levels within those limits.

Foreign Exchange Risk — Foreign exchange risk represents the potential volatility to earnings or capital arising from movement in foreign exchange rates. A modest portion of our business is conducted in currencies other than the U.S. dollar, and changes in foreign exchange rates relative to the U.S. dollar can therefore affect the value of non-U.S. dollar net assets, revenues and expenses.

Liquidity Risk

Liquidity risk is the risk that we are unable to timely access necessary funding sources in order to operate our business, as well as the risk that we are unable to timely divest securities that we hold in connection with our market-making and sales and trading activities. We are exposed to liquidity risk in our day-to-day funding activities, by holding potentially illiquid inventory positions and in our role as a remarketing agent for variable rate demand notes.

Our inventory positions subject us to potential financial losses from the reduction in value of illiquid positions. Market risk can be exacerbated in times of trading illiquidity when market participants refrain from transacting in normal quantities and/or at normal bid-offer spreads. Depending on the specific security, the structure of the financial product, and/or overall market conditions, we may be forced to hold a security for substantially longer than we had planned or forced to liquidate into a challenging market if funding becomes unavailable.

See the section entitled "Liquidity, Funding and Capital Resources" for information regarding our liquidity and how we manage liquidity risk.

Credit Risk

Credit risk refers to the potential for loss due to the default or deterioration in credit quality of a counterparty, customer, borrower or issuer of securities we hold in our trading inventory. The nature and amount of credit risk depends on the type of transaction, the structure and duration of that transaction and the parties involved. Credit risk also results from an obligor's failure to meet the terms of any contract with us or otherwise fail to perform as agreed. This may be reflected through issues such as settlement obligations or payment collections.

A key tenet of our risk management procedures related to credit risk is the daily monitoring of the credit quality of our long fixed income securities inventory. These rating trends and the credit quality mix are regularly reviewed with the executive financial risk committee. The following table summarizes the credit rating for our long corporate fixed income, municipal (taxable and tax-exempt), and U.S. government and agency securities as a percentage of the total of these asset classes as of December 31, 2021:

	<u>AAA</u>	<u>AA</u>	<u>A</u>	<u>BBB</u>	<u>BB</u>	<u>Not Rated</u>
Corporate fixed income securities.....	— %	0.1 %	— %	0.6 %	— %	— %
Municipal securities - taxable and tax-exempt.....	23.6 %	50.5 %	7.2 %	0.1 %	— %	4.4 %
U.S. government and agency securities.....	— %	13.3 %	0.1 %	— %	— %	0.1 %
	<u>23.6 %</u>	<u>63.9 %</u>	<u>7.3 %</u>	<u>0.7 %</u>	<u>— %</u>	<u>4.5 %</u>

Convertible and preferred securities are excluded from the table above as they are typically unrated.

Our different types of credit risk include:

Credit Spread Risk — Credit spread risk arises from the possibility that changes in credit spreads will affect the value of financial instruments. Credit spreads represent the credit risk premiums required by market participants for a given credit quality (e.g., the additional yield that a debt instrument issued by a AA-rated entity must produce over a risk-free alternative). Changes in credit spreads result from potential changes in an issuer's credit rating or the market's perception of the issuer's creditworthiness. We are exposed to credit spread risk with the debt instruments held in our trading inventory. We enter into transactions to hedge our exposure to credit spread risk with derivatives and certain other financial instruments. These hedging strategies may not work in all market environments and as a result may not be effective in mitigating credit spread risk.

Deterioration/Default Risk — Deterioration/default risk represents the risk due to an issuer, counterparty or borrower failing to fulfill its obligations. We are exposed to deterioration/default risk in our role as a trading counterparty to dealers and customers, as a holder of securities, and as a member of exchanges. The risk of default depends on the creditworthiness of the counterparty and/or issuer of the security. We mitigate this risk by establishing and monitoring individual and aggregate position limits for each counterparty relative to potential levels of activity, holding and marking to market collateral on certain transactions. Our risk management functions also evaluate the potential risk associated with institutional counterparties with whom we hold derivatives, TBAs and other documented institutional counterparty agreements that may give rise to credit exposure.

Collections Risk — Collections risk arises from ineffective management and monitoring of collecting outstanding debts and obligations, including those related to our customer trading activities. Our client activities involve the execution, settlement and financing of various transactions. Client activities are transacted on a delivery versus payment, cash or margin basis. Our credit exposure to institutional client business is mitigated by the use of industry-standard delivery versus payment through depositories and clearing banks. Our risk management functions have credit risk policies establishing appropriate credit limits and collateralization thresholds for our customers and counterparties.

Concentration Risk — Concentration risk is the risk due to concentrated exposure to a particular product; individual issuer, borrower or counterparty; financial instrument; or geographic area. We are subject to concentration risk if we hold large individual securities positions, execute large transactions with individual counterparties or groups of related counterparties, or make substantial underwriting commitments. Potential concentration risk is monitored through review of counterparties and borrowers and is managed using policies and limits established by senior management.

We have concentrated counterparty credit exposure with four non-publicly rated entities totaling \$20.7 million at December 31, 2021. This counterparty credit exposure is part of our matched-book derivative program related to our public finance business, consisting primarily of interest rate swaps. One derivative counterparty represented 78.6 percent, or \$16.3 million, of this exposure. Credit exposure associated with our derivative counterparties is driven by uncollateralized market movements in the fair value of the interest rate swap contracts and is monitored regularly by our financial risk committee. We attempt to minimize the credit (or repayment) risk in derivative instruments by entering into transactions with high-quality counterparties that are reviewed periodically by senior management.

Operational Risk

Operational risk is the risk of loss, or damage to our reputation, resulting from inadequate or failed processes, people and systems or from external events. We rely on the ability of our employees and our systems, both internal and at computer centers operated by third parties, to process a large number of transactions. Our systems may fail to operate properly or become disabled as a result of events that are wholly or partially beyond our control. In the event of a breakdown or improper operation of our systems or improper action by our employees or third party vendors, we could suffer financial loss, a disruption of our businesses, regulatory sanctions and damage to our reputation. We also face the risk of operational failure or termination of our relationship with any of the exchanges, fully disclosed clearing firms, or other financial intermediaries we use to facilitate our securities transactions. Any such failure or termination could adversely affect our ability to effect transactions and manage our exposure to risk.

Our operations rely on secure processing, storage and transmission of confidential and other information in our internal and outsourced computer systems and networks. Our computer systems, software and networks may be vulnerable to unauthorized access, computer viruses or other malicious code, internal misconduct or inadvertent errors and other events that could have an information security impact. The occurrence of one or more of these events, which we have experienced, could jeopardize our or our clients' or counterparties' confidential and other information processed and stored in, and transmitted through, our computer systems and networks, or otherwise cause interruptions or malfunctions in our, our clients', our counterparties' or third parties' operations. We take protective measures and endeavor to modify them as circumstances warrant.

In order to mitigate and control operational risk, we have developed and continue to enhance policies and procedures that are designed to identify and manage operational risk at appropriate levels throughout the organization. Important aspects of these policies and procedures include segregation of duties, management oversight, internal control over financial reporting and independent risk management activities within such functions as Risk Management, Compliance, Operations, Internal Audit, Treasury, Finance, Information Technology and Legal. Internal Audit oversees, monitors, evaluates, analyzes and reports on operational risk across the firm. We also have business continuity plans in place that we believe will cover critical processes on a company-wide basis, and redundancies are built into our systems as we have deemed appropriate. These control mechanisms attempt to ensure that operational policies and procedures are being followed and that our various businesses are operating within established corporate policies and limits.

We operate under a fully disclosed clearing model for all of our securities inventories with the exception of convertible securities, and for all of our client clearing activities. In a fully disclosed clearing model, we act as an introducing broker for client transactions and rely on Pershing, our clearing broker dealer, to facilitate clearance and settlement of our clients' securities transactions. The clearing services provided by Pershing are critical to our business operations, and similar to other services performed by third party vendors, any failure by Pershing with respect to the services we rely upon Pershing to provide could cause financial loss, significantly disrupt our business, damage our reputation, and adversely affect our ability to serve our clients and manage our exposure to risk.

Human Capital Risk

Our business is a human capital business and our success is dependent upon the skills, expertise and performance of our employees. Human capital risks represent the risks posed if we fail to attract and retain qualified individuals who are motivated to serve the best interests of our clients, thereby serving the best interests of our company. Attracting and retaining employees depends, among other things, on our company's culture, management, work environment, geographic locations and compensation. There are risks associated with the proper recruitment, development and rewards of our employees to ensure quality performance and retention.

Legal and Regulatory Risk

Legal and regulatory risk includes the risk of non-compliance with applicable legal and regulatory requirements and loss to our reputation we may suffer as a result of failure to comply with laws, regulations, rules, related self-regulatory organization standards and codes of conduct applicable to our business activities. We are generally subject to extensive regulation in the various jurisdictions in which we conduct our business. We have established procedures that are designed to ensure compliance with applicable statutory and regulatory requirements, such as public company reporting obligations, regulatory net capital requirements, sales and trading practices, potential conflicts of interest, anti-money laundering, privacy and recordkeeping. We have also established procedures that are designed to require that our policies relating to ethics and business conduct are followed. The legal and regulatory focus on the financial services industry presents a continuing business challenge for us.

Our business also subjects us to the complex income tax laws of the jurisdictions in which we have business operations, and these tax laws may be subject to different interpretations by the taxpayer and the relevant governmental taxing authorities. We must make judgments and interpretations about the application of these inherently complex tax laws when determining the provision for income taxes.

Effects of Inflation

Because our assets are liquid and generally short-term in nature, they are not significantly affected by inflation. However, the rate of inflation affects our expenses, such as employee compensation, office space leasing costs and communications charges, which may not be readily recoverable in the price of services we offer to our clients. To the extent inflation results in rising interest rates and has adverse effects upon the securities markets, it may adversely affect our financial position and results of operations.

ITEM 7A. *QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.*

The information under the caption "Risk Management" in Part II, Item 7 of this Form 10-K entitled, "Management's Discussion and Analysis of Financial Condition and Results of Operations," is incorporated herein by reference.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

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MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over our financial reporting. Our internal control system is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2021. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework (2013 framework). Based on its assessment and those criteria, management has concluded that we maintained effective internal control over financial reporting as of December 31, 2021.

Ernst & Young LLP, the independent registered public accounting firm that audited the consolidated financial statements of Piper Sandler Companies included in this Annual Report on Form 10-K, has issued an attestation report on internal control over financial reporting as of December 31, 2021. Their report, which expresses an unqualified opinion on the effectiveness of Piper Sandler Companies' internal control over financial reporting as of December 31, 2021, is included herein.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of Piper Sandler Companies

Opinion on Internal Control Over Financial Reporting

We have audited Piper Sandler Companies' internal control over financial reporting as of December 31, 2021, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Piper Sandler Companies (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2021, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated statements of financial condition of the Company as of December 31, 2021 and 2020, and the related consolidated statements of operations, comprehensive income, changes in shareholders' equity and cash flows for each of the three years in the period ended December 31, 2021, and the related notes, and our report dated February 25, 2022, expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

Minneapolis, Minnesota
February 25, 2022

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of Piper Sandler Companies

Opinion on the Financial Statements

We have audited the accompanying consolidated statements of financial condition of Piper Sandler Companies (the Company) as of December 31, 2021 and 2020, the related consolidated statements of operations, comprehensive income, changes in shareholders' equity and cash flows for each of the three years in the period ended December 31, 2021, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2021 and 2020, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2021, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2021, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 25, 2022 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Valuation of Investments at Fair Value

*Description of
the Matter*

At December 31, 2021, the Company's investments at fair value totaled \$239.4 million, primarily consisting of investments in private companies. These investments are held in consolidated alternative asset management funds, which include \$164.6 million of noncontrolling interests attributable to unrelated third party ownership. Of the total investments at fair value, \$142.3 million are categorized as Level III within the fair value hierarchy. As described in Notes 2 and 6 of the consolidated financial statements, management determines the fair values of these investments internally using the best information available. These investments in private companies are valued based on an assessment of each underlying security, considering rounds of financing, the financial condition and operating results of the private company, third party transactions and market-based information, including comparable company transactions, trading multiples (e.g., multiples of revenue and earnings before interest, taxes, depreciation and amortization (EBITDA)) and changes in market outlook, among other factors.

Auditing the fair value of the Company's investments related to its alternative asset management funds was complex, as the inputs and assumptions used by the Company are highly judgmental and could have a significant effect on the fair value measurements of such investments.

*How We
Addressed the
Matter in Our
Audit*

We obtained an understanding, evaluated the design, and tested the operating effectiveness of controls over the Company's investment valuation process. This included controls over management's assessment of the valuation methodologies, the inputs and assumptions used in determining fair value measurements, and the valuation committees review of investment valuations on a quarterly basis.

To test the valuation of the Company's investments related to its alternative asset management funds, our procedures included, among others, involving internal valuation specialists to assist in our evaluation of the Company's valuation methodologies, testing the significant inputs and assumptions used by the Company in determining the fair values, and testing the mathematical accuracy of the Company's valuation calculations. For example, we agreed model inputs to source information including capital structure, investee-provided financial information or projections, and publicly available information on comparable transactions (e.g., transaction multiples). We assessed the issuer's financial projections by comparing them to historical performance, obtaining an understanding of key events impacting the issuer and performing sensitivity analyses as needed to evaluate the impact to fair value that would result from changes in these projections. To the extent available, we evaluated subsequent events and other information and considered whether it corroborated or contradicted the Company's year-end valuations.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2003.

Minneapolis, Minnesota
February 25, 2022

Piper Sandler Companies

Consolidated Statements of Financial Condition

	December 31, 2021	December 31, 2020
<i>(Amounts in thousands, except share data)</i>		
Assets		
Cash and cash equivalents	\$ 970,965	\$ 507,935
Receivables from brokers, dealers and clearing organizations	254,130	221,491
Financial instruments and other inventory positions owned	230,423	270,849
Financial instruments and other inventory positions owned and pledged as collateral	118,551	130,703
Total financial instruments and other inventory positions owned	<u>348,974</u>	<u>401,552</u>
Fixed assets (net of accumulated depreciation and amortization of \$76,823 and \$74,883, respectively)	51,761	43,812
Goodwill	227,508	227,508
Intangible assets (net of accumulated amortization of \$115,672 and \$85,592, respectively)	119,778	149,858
Investments (including noncontrolling interests of \$164,565 and \$94,900, respectively)	252,045	183,179
Net deferred income tax assets	158,200	104,219
Right-of-use lease asset	71,341	82,543
Other assets	110,605	75,043
Total assets	<u><u>\$ 2,565,307</u></u>	<u><u>\$ 1,997,140</u></u>
Liabilities and Shareholders' Equity		
Long-term financing	\$ 125,000	\$ 195,000
Payables to brokers, dealers and clearing organizations	13,247	18,591
Financial instruments and other inventory positions sold, but not yet purchased	128,690	151,030
Accrued compensation	900,079	522,412
Accrued lease liability	89,625	99,478
Other liabilities and accrued expenses	81,811	84,547
Total liabilities	<u>1,338,452</u>	<u>1,071,058</u>
Shareholders' equity:		
Common stock, \$0.01 par value:		
Shares authorized: 100,000,000 at December 31, 2021 and December 31, 2020;		
Shares issued: 19,541,037 at December 31, 2021 and 19,533,547 at December 31, 2020;		
Shares outstanding: 14,129,519 at December 31, 2021 and 13,776,025 at December 31, 2020		
	195	195
Additional paid-in capital	925,387	847,785
Retained earnings	450,165	271,001
Less common stock held in treasury, at cost: 5,411,518 shares at December 31, 2021 and 5,757,522 shares at December 31, 2020	(312,573)	(289,359)
Accumulated other comprehensive loss	(964)	(197)
Total common shareholders' equity	<u>1,062,210</u>	<u>829,425</u>
Noncontrolling interests	164,645	96,657
Total shareholders' equity	<u>1,226,855</u>	<u>926,082</u>
Total liabilities and shareholders' equity	<u><u>\$ 2,565,307</u></u>	<u><u>\$ 1,997,140</u></u>

See Notes to the Consolidated Financial Statements

Piper Sandler Companies
Consolidated Statements of Operations

	Year Ended December 31,		
	2021	2020	2019
<i>(Amounts in thousands, except per share data)</i>			
Revenues:			
Investment banking	\$ 1,553,219	\$ 858,476	\$ 629,392
Institutional brokerage	387,577	357,753	167,891
Interest income	6,967	13,164	26,741
Investment income	94,032	23,265	22,275
Total revenues	2,041,795	1,252,658	846,299
Interest expense	10,734	14,445	11,733
Net revenues	2,031,061	1,238,213	834,566
Non-interest expenses:			
Compensation and benefits	1,305,166	877,462	516,090
Outside services	45,942	38,377	36,184
Occupancy and equipment	56,946	54,007	36,795
Communications	44,008	44,358	30,760
Marketing and business development	20,902	13,472	28,780
Deal-related expenses	42,921	38,072	25,823
Trade execution and clearance	16,533	18,934	10,186
Restructuring and integration costs	4,724	10,755	14,321
Intangible asset amortization	30,080	44,728	4,298
Other operating expenses	22,327	29,500	12,350
Total non-interest expenses	1,589,549	1,169,665	715,587
Income from continuing operations before income tax expense	441,512	68,548	118,979
Income tax expense	111,144	19,192	24,577
Income from continuing operations	330,368	49,356	94,402
Discontinued operations:			
Income from discontinued operations, net of tax	—	—	23,772
Net income	330,368	49,356	118,174
Net income applicable to noncontrolling interests	51,854	8,852	6,463
Net income applicable to Piper Sandler Companies	\$ 278,514	\$ 40,504	\$ 111,711
Net income applicable to Piper Sandler Companies' common shareholders	\$ 278,514	\$ 40,504	\$ 107,200

Continued on next page

Piper Sandler Companies
Consolidated Statements of Operations – Continued

	Year Ended December 31,		
	2021	2020	2019
<i>(Amounts in thousands, except per share data)</i>			
Amounts applicable to Piper Sandler Companies			
Net income from continuing operations	\$ 278,514	\$ 40,504	\$ 87,939
Net income from discontinued operations	—	—	23,772
Net income applicable to Piper Sandler Companies	\$ 278,514	\$ 40,504	\$ 111,711
Earnings per basic common share			
Income from continuing operations	\$ 19.52	\$ 2.94	\$ 6.21
Income from discontinued operations	—	—	1.69
Earnings per basic common share	\$ 19.52	\$ 2.94	\$ 7.90
Earnings per diluted common share			
Income from continuing operations	\$ 16.43	\$ 2.72	\$ 6.05
Income from discontinued operations	—	—	1.65
Earnings per diluted common share	\$ 16.43	\$ 2.72	\$ 7.69
Dividends declared per common share	\$ 6.80	\$ 2.00	\$ 2.51
Weighted average number of common shares outstanding			
Basic	14,265	13,781	13,555
Diluted	16,955	14,901	13,937

See Notes to the Consolidated Financial Statements

Piper Sandler Companies
Consolidated Statements of Comprehensive Income

<i>(Amounts in thousands)</i>	Year Ended December 31,		
	2021	2020	2019
Net income	\$ 330,368	\$ 49,356	\$ 118,174
Other comprehensive income/(loss), net of tax:			
Foreign currency translation adjustment	(767)	675	526
Comprehensive income	329,601	50,031	118,700
Comprehensive income applicable to noncontrolling interests	51,854	8,852	6,463
Comprehensive income applicable to Piper Sandler Companies	\$ 277,747	\$ 41,179	\$ 112,237

See Notes to the Consolidated Financial Statements

Piper Sandler Companies

Consolidated Statements of Changes in Shareholders' Equity

<i>(Amounts in thousands, except share amounts)</i>	Common		Additional		Treasury	Accumulated		Total		Total
	Shares	Common	Paid-In	Retained		Other	Common	Noncontrolling	Total	
	Outstanding	Stock	Capital	Earnings		Comprehensive	Shareholders'	Interests	Shareholders'	
					Loss	Equity		Equity		
Balance at December 31, 2018	12,995,397	\$ 195	\$ 796,363	\$ 182,552	\$(300,268)	\$ (1,398)	\$ 677,444	\$ 52,972	\$ 730,416	
Net income	—	—	—	111,711	—	—	111,711	6,463	118,174	
Dividends	—	—	—	(35,594)	—	—	(35,594)	—	(35,594)	
Amortization/issuance of restricted stock	—	—	27,137	—	—	—	27,137	—	27,137	
Repurchase of common stock through share repurchase program	(501)	—	—	—	(32)	—	(32)	—	(32)	
Issuance of treasury shares for restricted stock vestings	1,415,147	—	(66,474)	—	66,474	—	—	—	—	
Repurchase of common stock from employees	(701,217)	—	—	—	(50,552)	—	(50,552)	—	(50,552)	
Shares reserved/issued for director compensation	8,489	—	643	—	—	—	643	—	643	
Other comprehensive income	—	—	—	—	—	526	526	—	526	
Fund capital contributions, net	—	—	—	—	—	—	—	15,810	15,810	
Balance at December 31, 2019	13,717,315	\$ 195	\$ 757,669	\$ 258,669	\$(284,378)	\$ (872)	\$ 731,283	\$ 75,245	\$ 806,528	
Net income	—	—	—	40,504	—	—	40,504	8,852	49,356	
Dividends	—	—	—	(28,172)	—	—	(28,172)	—	(28,172)	
Amortization/issuance of restricted stock (1)	—	—	103,852	—	—	—	103,852	—	103,852	
Repurchase of common stock through share repurchase program	(188,319)	—	—	—	(13,129)	—	(13,129)	—	(13,129)	
Issuance of treasury shares for restricted stock vestings	309,089	—	(15,310)	—	15,310	—	—	—	—	
Issuance of treasury shares for deal consideration	34,205	—	1,049	—	1,674	—	2,723	—	2,723	
Repurchase of common stock from employees	(105,193)	—	—	—	(8,836)	—	(8,836)	—	(8,836)	
Shares reserved/issued for director compensation	8,928	—	525	—	—	—	525	—	525	
Other comprehensive income	—	—	—	—	—	675	675	—	675	
Fund capital contributions, net	—	—	—	—	—	—	—	12,560	12,560	
Balance at December 31, 2020	13,776,025	\$ 195	\$ 847,785	\$ 271,001	\$(289,359)	\$ (197)	\$ 829,425	\$ 96,657	\$ 926,082	
Net income	—	—	—	278,514	—	—	278,514	51,854	330,368	
Dividends	—	—	—	(99,350)	—	—	(99,350)	—	(99,350)	
Amortization/issuance of restricted stock (1)	—	—	123,270	—	—	—	123,270	—	123,270	
Repurchase of common stock through share repurchase program	(417,903)	—	—	—	(52,250)	—	(52,250)	—	(52,250)	
Issuance of treasury shares for restricted stock vestings	918,024	—	(46,687)	—	46,687	—	—	—	—	
Repurchase of common stock from employees	(154,117)	—	—	—	(17,651)	—	(17,651)	—	(17,651)	
Shares reserved/issued for director compensation	7,490	—	1,019	—	—	—	1,019	—	1,019	
Other comprehensive loss	—	—	—	—	—	(767)	(767)	—	(767)	
Fund capital contributions, net	—	—	—	—	—	—	—	16,134	16,134	
Balance at December 31, 2021	14,129,519	\$ 195	\$ 925,387	\$ 450,165	\$(312,573)	\$ (964)	\$ 1,062,210	\$ 164,645	\$ 1,226,855	

(1) Includes amortization of restricted stock issued in conjunction with the Company's acquisitions. See Note 3 for further discussion.

See Notes to the Consolidated Financial Statements

Piper Sandler Companies
Consolidated Statements of Cash Flows

<i>(Amounts in thousands)</i>	Year Ended December 31,		
	2021	2020	2019
Operating Activities:			
Net income	\$ 330,368	\$ 49,356	\$ 118,174
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization of fixed assets	12,630	10,699	9,360
Deferred income taxes	(53,981)	(36,184)	11,323
Gain on sale of Advisory Research, Inc. ("ARI"), net of tax	—	—	(33,026)
Stock-based compensation	171,447	121,688	32,003
Amortization of intangible assets	30,080	44,728	9,763
Amortization of forgivable loans	9,505	3,538	4,639
Decrease/(increase) in operating assets:			
Receivables from brokers, dealers and clearing organizations	(32,639)	254,292	(46,207)
Net financial instruments and other inventory positions owned	30,238	203,815	(4,542)
Investments	(68,866)	(24,353)	(6,255)
Other assets	(34,913)	4,024	117
Increase/(decrease) in operating liabilities:			
Payables to brokers, dealers and clearing organizations	(5,344)	11,077	(1,143)
Accrued compensation	330,883	132,767	(29,277)
Other liabilities and accrued expenses	(12,321)	4,318	(10,117)
Decrease in assets held for sale	—	—	20,901
Decrease in liabilities held for sale	—	—	(7,915)
Net cash provided by operating activities	707,087	779,765	67,798
Investing Activities:			
Business acquisitions, net of cash acquired	—	(417,414)	(19,674)
Proceeds from sale of ARI	—	—	52,881
Purchases of fixed assets, net	(20,577)	(17,581)	(6,516)
Net cash provided by/(used in) investing activities	(20,577)	(434,995)	26,691
Financing Activities:			
Increase/(decrease) in short-term financing	\$ —	\$ (49,978)	\$ 25
Issuance of long-term financing	—	—	175,000
Repayment of long-term financing	(70,000)	—	—
Payment of cash dividend	(99,350)	(28,172)	(35,594)
Increase in noncontrolling interests	16,134	12,560	15,810
Repurchase of common stock	(69,901)	(21,965)	(50,584)
Net cash provided by/(used in) financing activities	(223,117)	(87,555)	104,657
Currency adjustment:			
Effect of exchange rate changes on cash	(363)	702	508
Net increase in cash and cash equivalents	463,030	257,917	199,654
Cash and cash equivalents at beginning of year	507,935	250,018	50,364
Cash and cash equivalents at end of year	\$ 970,965	\$ 507,935	\$ 250,018
Supplemental disclosure of cash flow information:			
Cash paid during the year for:			
Interest	\$ 10,777	\$ 14,485	\$ 12,038
Income taxes	\$ 165,910	\$ 28,891	\$ 9,581

See Notes to the Consolidated Financial Statements

Piper Sandler Companies

Notes to the Consolidated Financial Statements

Note 1 *Organization and Basis of Presentation*

Organization

Piper Sandler Companies is the parent company of Piper Sandler & Co., a securities broker dealer and investment banking firm; Piper Sandler Ltd., a firm providing securities brokerage and mergers and acquisitions services in the United Kingdom; Piper Sandler Finance LLC, which facilitates corporate debt underwriting in conjunction with affiliated credit vehicles; Piper Sandler Investment Group Inc., PSC Capital Management LLC and PSC Capital Management II LLC, entities providing alternative asset management services; Piper Sandler Loan Strategies, LLC ("PSLS"), which provides management services for primary and secondary market liquidity transactions of loan and servicing rights; Piper Sandler Hedging Services, LLC, an entity that assists clients with hedging strategies; Piper Sandler Financial Products Inc. and Piper Sandler Financial Products II Inc., entities that facilitate derivative transactions; and other immaterial subsidiaries.

Piper Sandler Companies and its subsidiaries (collectively, the "Company") operate in one reporting segment providing investment banking and institutional securities services (collectively, "Capital Markets"). The Company's Capital Markets business provides investment banking services and institutional sales, trading and research services. Investment banking services include financial advisory services, management of and participation in underwritings, and municipal financing activities. Revenues are generated through the receipt of advisory and financing fees. Institutional sales, trading and research services focus on the trading of equity and fixed income products with institutions, corporations, government and non-profit entities. Revenues are generated through commissions and sales credits earned on equity and fixed income institutional sales activities, net interest revenues on trading securities held in inventory, and profits and losses from trading these securities. Also, the Company has created alternative asset management funds in merchant banking and healthcare in order to invest firm capital and to manage capital from outside investors. The Company records gains and losses from investments in these funds and receives management and performance fees.

As discussed in Note 4, Advisory Research, Inc. ("ARI") was sold in the third quarter of 2019. ARI's results, previously reported in the Company's Asset Management segment, have been presented as discontinued operations for the year ended December 31, 2019. ARI provided traditional asset management services with product offerings in master limited partnerships and equity securities.

Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") and include the accounts of Piper Sandler Companies, its wholly owned subsidiaries, and all other entities in which the Company has a controlling financial interest. Noncontrolling interests represent equity interests in consolidated entities that are not attributable, either directly or indirectly, to Piper Sandler Companies. Noncontrolling interests include the minority equity holders' proportionate share of the equity in the Company's alternative asset management funds. All material intercompany balances have been eliminated.

The preparation of financial statements and related disclosures in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates and assumptions are based on the best information available, actual results could differ from those estimates.

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

Note 2 Summary of Significant Accounting Policies

Principles of Consolidation

The Company consolidates entities in which it has a controlling financial interest. The Company determines whether it has a controlling financial interest in an entity by first evaluating whether the entity is a variable interest entity ("VIE") or a voting interest entity.

VIEs are entities in which (i) the total equity investment at risk is not sufficient to enable the entity to finance its activities independently or (ii) the at-risk equity holders do not have the normal characteristics of a controlling financial interest. A controlling financial interest in a VIE is present when an enterprise has one or more variable interests that have both (i) the power to direct the activities of the VIE that most significantly impact the VIE's economic performance and (ii) the obligation to absorb losses of the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE. The enterprise with a controlling financial interest is the primary beneficiary and consolidates the VIE.

Voting interest entities lack one or more of the characteristics of a VIE. The usual condition for a controlling financial interest is ownership of a majority voting interest for a corporation or a majority of kick-out or participating rights for a limited partnership.

When the Company does not have a controlling financial interest in an entity but exerts significant influence over the entity's operating and financial policies, the Company's investment is accounted for under the equity method of accounting. If the Company does not have a controlling financial interest in, or exert significant influence over, an entity, the Company accounts for its investment at fair value, if the fair value option was elected, or at cost.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash and highly liquid investments with maturities of 90 days or less at the date of origination.

Fair Value of Financial Instruments

Financial instruments and other inventory positions owned and financial instruments and other inventory positions sold, but not yet purchased on the consolidated statements of financial condition consist of financial instruments (including securities with extended settlements and derivative contracts) recorded at fair value. Unrealized gains and losses related to these financial instruments are reflected on the consolidated statements of operations. Securities (both long and short), including securities with extended settlements, are recognized on a trade-date basis. Additionally, the Company's investments on the consolidated statements of financial condition are principally recorded at fair value.

Fair Value Measurement – Definition and Hierarchy – Financial Accounting Standards Board ("FASB") Accounting Standards Codification Topic 820, "Fair Value Measurement," ("ASC 820") defines fair value as the amount at which an instrument could be exchanged in an orderly transaction between market participants at the measurement date (the exit price). ASC 820 establishes a fair value hierarchy based on the inputs used to measure fair value. The fair value hierarchy maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability based on market data obtained from independent sources. Unobservable inputs reflect management's assumptions that market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The hierarchy is broken down into three levels based on the observability of inputs as follows:

Level I – Quoted prices (unadjusted) are available in active markets for identical assets or liabilities as of the report date. A quoted price for an identical asset or liability in an active market provides the most reliable fair value measurement because it is directly observable to the market.

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

Level II – Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the report date. The nature of these financial instruments include instruments for which quoted prices are available but traded less frequently, instruments whose fair value have been derived using a model where inputs to the model are directly observable in the market, or can be derived principally from or corroborated by observable market data, and instruments that are fair valued using other financial instruments, the parameters of which can be directly observed.

Level III – Instruments that have little to no pricing observability as of the report date. These financial instruments are measured using management's best estimate of fair value, where the inputs into the determination of fair value require significant management judgment or estimation.

Valuation of Financial Instruments – Based on the nature of the Company's business and its role as a "dealer" in the securities industry or as a manager of alternative asset management funds, the fair values of its financial instruments are determined internally. When available, the Company values financial instruments at observable market prices, observable market parameters, or broker or dealer prices (bid and ask prices). In the case of financial instruments transacted on recognized exchanges, the observable market prices represent quotations for completed transactions from the exchange on which the financial instrument is principally traded.

A substantial percentage of the fair value of the Company's financial instruments and other inventory positions owned and financial instruments and other inventory positions sold, but not yet purchased, are based on observable market prices, observable market parameters, or derived from broker or dealer prices. The availability of observable market prices and pricing parameters can vary from product to product. Where available, observable market prices and pricing or market parameters in a product may be used to derive a price without requiring significant judgment. In certain markets, observable market prices or market parameters are not available for all products, and fair value is determined using techniques appropriate for each particular product. These techniques involve some degree of judgment. Results from valuation models and other techniques in one period may not be indicative of future period fair value measurement.

For investments in illiquid or privately held securities that do not have readily determinable fair values, the determination of fair value requires the Company to estimate the value of the securities using the best information available. Among the factors considered by the Company in determining the fair value of such financial instruments are the cost, terms and liquidity of the investment, the financial condition and operating results of the issuer, the quoted market price of publicly traded securities with similar quality and yield, and other factors generally pertinent to the valuation of investments. In instances where a security is subject to transfer restrictions, the value of the security is based primarily on the quoted price of a similar security without restriction but may be reduced by an amount estimated to reflect such restrictions. In addition, even where the Company derives the value of a security based on information from an independent source, certain assumptions may be required to determine the security's fair value. For instance, the Company assumes that the size of positions in securities that it holds would not be large enough to affect the quoted price of the securities if the Company sells them, and that any such sale would happen in an orderly manner. The actual value realized upon disposition could be different from the currently estimated fair value.

Fixed Assets

Fixed assets include furniture and equipment, software, and leasehold improvements. Furniture and equipment and software are depreciated using the straight-line method over estimated useful lives of three to ten years. Leasehold improvements are amortized over ten years or the life of the lease, whichever is shorter.

Leases

A lease is a contract, or part of a contract, that conveys the right to control the use of identified property or equipment for a period of time in exchange for consideration. In making this determination, the Company considers if it obtains substantially all of the economic benefits from the use of the underlying asset and directs how and for what purpose the asset is used during the term of the contract.

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

The Company leases its corporate headquarters and other offices under various non-cancelable leases, all of which are operating leases. In addition to rent, the leases require payment of real estate taxes, insurance and common area maintenance. Some of the leases contain renewal and/or termination options, escalation clauses, rent-free holidays and operating cost adjustments. The original terms of the Company's lease agreements generally range up to 12 years.

The Company recognizes a right-of-use ("ROU") lease asset and lease liability on the consolidated statements of financial condition for all leases with a term greater than 12 months. The lease liability represents the Company's obligation to make future lease payments and is recorded at an amount equal to the present value of the remaining lease payments due over the lease term. The ROU lease asset, which represents the right to use the underlying asset during the lease term, is measured based on the carrying value of the lease liability, adjusted for other items, such as lease incentives and uneven rent payments.

The discount rate used to determine the present value of the remaining lease payments reflects the Company's incremental borrowing rate, which is the rate the Company would have to pay to borrow on a collateralized basis over a similar term in a similar economic environment. In calculating its discount rates, the Company takes into consideration a financing arrangement that is on a secured (i.e., collateralized) basis, as well as market interest rates and spreads, other reference points, and the respective tenors of the Company's designated lease term ranges. The Company applies the portfolio approach in determining the discount rates for its leases.

For leases that contain escalation clauses or rent-free holidays, the Company recognizes the related rent expense on a straight-line basis from the date the Company takes possession of the property to the end of the initial lease term. The Company records any difference between the straight-line rent expense and amounts paid under the leases as part of the amortization of the ROU lease asset.

Cash or lease incentives received upon entering into certain leases are recognized on a straight-line basis as a reduction of rent expense from the date the Company takes possession of the property or receives the cash to the end of the initial lease term. Lease incentives, which initially reduce the ROU lease asset, are a component of the amortization of the ROU lease asset.

Rent expense for leases with a term of 12 months or less is recorded on a straight-line basis over the lease term in the consolidated statements of operations.

Goodwill and Intangible Assets

Goodwill represents the fair value of the consideration transferred in excess of the fair value of identifiable net assets at the acquisition date. The Company tests goodwill and indefinite-life intangible assets for impairment on an annual basis and on an interim basis when circumstances exist that could indicate possible impairment. The Company tests for impairment at the reporting unit level, which is generally one level below its operating segments. The Company has identified one reporting unit: Capital Markets. When testing for impairment, the Company has the option to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after making an assessment, the Company determines it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then further analysis is unnecessary. However, if the Company concludes otherwise, then the Company is required to perform a quantitative goodwill test, which requires management to make judgments in determining what assumptions to use in the calculation. The quantitative goodwill test compares the fair value of the reporting unit to its carrying value, including allocated goodwill. An impairment is recognized for the excess amount of a reporting unit's carrying value over its fair value. The estimated fair value of the reporting unit is derived based on valuation techniques that a market participant would use. The Company estimates the fair value of the reporting unit using the income approach (discounted cash flow method) and market approach (earnings and/or transaction multiples).

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

Intangible assets with determinable lives consist of customer relationships and internally developed software that are amortized over their original estimated useful lives ranging from one to eight years. The pattern of amortization reflects the timing of the realization of the economic benefits of such intangible assets. The Sandler trade name is an indefinite-lived intangible asset, which is not amortized and is evaluated for impairment annually, at a minimum, or on an interim basis if events or circumstances indicate a possible inability to realize the carrying amount.

See Note 11 for additional information on the Company's impairment testing of goodwill and intangible assets.

Investments

The Company's investments include equity investments in private companies and partnerships. Equity investments in private companies are accounted for at fair value. Investments in partnerships are accounted for under the equity method, which is generally the net asset value.

Other Assets

Other assets include receivables and prepaid expenses. Receivables primarily include fee receivables and loans made to employees, typically in connection with their recruitment. Employee loans are forgiven based on continued employment and are amortized to compensation and benefits expense using the straight-line method over the respective terms of the loans, which generally range from one to five years.

Revenue Recognition

Investment Banking – Investment banking revenues, which include advisory and underwriting fees, are recorded when the performance obligation for the transaction is satisfied under the terms of each engagement. Expenses associated with such transactions are deferred until the related revenue is recognized or the engagement is otherwise concluded. Investment banking revenues are presented gross of related client reimbursed deal expenses. Expenses for completed deals are reported separately in deal-related expenses on the consolidated statements of operations. Expenses related to investment banking deals not completed are recognized as non-interest expenses in their respective category on the consolidated statements of operations.

The Company's advisory fees generally consist of a nonrefundable up-front fee and a success fee. The nonrefundable fee is recorded as deferred revenue upon receipt and recognized at a point in time when the performance obligation is satisfied, or when the transaction is deemed by management to be terminated. Management's judgment is required in determining when a transaction is considered to be terminated. Certain engagements, such as restructuring advisory fees, consist of services provided on an ongoing basis, and are recognized over time as the performance obligation is satisfied.

The substantial majority of the Company's advisory and underwriting fees (i.e., the success-related advisory fee) are considered variable consideration and recognized when it is probable that the variable consideration will not be reversed in a future period. The variable consideration is considered to be constrained until satisfaction of the performance obligation. The Company's performance obligation is generally satisfied at a point in time upon the closing of a strategic transaction, completion of a financing or underwriting arrangement, or some other defined outcome (e.g., providing a fairness opinion). At this time, the Company has transferred control of the promised service and the customer obtains control. As these arrangements represent a single performance obligation, allocation of the transaction price is not necessary. The Company has elected to apply the following optional exemptions regarding disclosure of its remaining performance obligations: (i) the Company's performance obligation is part of a contract that has an original expected duration of one year or less and/or (ii) the variable consideration is allocated entirely to a wholly unsatisfied promise to transfer a distinct service that forms part of a single performance obligation.

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

Institutional Brokerage – Institutional brokerage revenues include (i) commissions received from customers for the execution of brokerage transactions in listed and over-the-counter (OTC) equity, fixed income and convertible debt securities, which are recognized at a point in time on the trade date because the customer has obtained the rights to the underlying security provided by the trade execution service, (ii) trading gains and losses, recorded based on changes in the fair value of long and short security positions in the reporting period, (iii) fees earned by PSLS related to the brokering of loans and servicing rights in market liquidity transactions, which are recognized at a point in time on the trade date, and (iv) fees received by the Company for equity research. The Company permits institutional customers to allocate a portion of their gross commissions to pay for research products and other services provided by third parties. The amounts allocated for those purposes are commonly referred to as commission share agreements or "soft dollar" arrangements. As the Company is not acting as a principal in satisfying the performance obligation for these arrangements, expenses relating to soft dollars are netted against commission revenues and included in other liabilities and accrued expenses on the consolidated statements of financial condition.

Interest Revenue and Expense – The Company nets interest expense within net revenues to mitigate the effects of fluctuations in interest rates on the Company's consolidated statements of operations. The Company recognizes contractual interest on financial instruments owned and financial instruments sold, but not yet purchased (excluding derivative instruments), on an accrual basis as a component of interest revenue and expense. The Company accounts for interest related to its short-term and long-term financing arrangements on an accrual basis with related interest recorded as interest expense.

Investment Income – Investment income includes realized and unrealized gains and losses from the Company's merchant banking, healthcare and other firm investments, as well as management and performance fees generated from the Company's alternative asset management funds.

The performance obligation related to the transfer of management and investment advisory services is satisfied over time and the related management fees are recognized under the output method, which reflects the fees that the Company has a right to invoice based on the services provided during the period. Fees are defined as a percentage of committed and/or invested capital. Amounts related to remaining performance obligations are not disclosed as the Company applies the output method.

Performance fees, if earned, are recognized when it is probable that such revenue will not be reversed in a future period. Management will consider such factors as the remaining assets and residual life of the fund to conclude whether it is probable that a significant reversal of revenue will not occur in the future.

See Note 21 for revenues from contracts with customers disaggregated by major business activity.

Stock-Based Compensation

FASB Accounting Standards Codification Topic 718, "Compensation – Stock Compensation," ("ASC 718") requires all stock-based compensation to be expensed on the consolidated statements of operations based on the grant date fair value of the award. Compensation expense related to stock-based awards that do not require future service are recognized in the year in which the awards were deemed to be earned. Stock-based awards that require future service are amortized over the relevant service period. Forfeitures of awards with service conditions are accounted for when they occur. See Note 19 for additional information on the Company's accounting for stock-based compensation.

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

Income Taxes

The Company files a consolidated U.S. federal income tax return, which includes all of its qualifying subsidiaries. The Company is also subject to income tax in various states and municipalities and those foreign jurisdictions in which it operates. Income taxes are provided for using the asset and liability method. Deferred tax assets and liabilities are recognized for the expected future tax consequences attributable to temporary differences between amounts reported for income tax purposes and financial statement purposes, using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The realization of deferred tax assets is assessed and a valuation allowance is recognized to the extent that it is more likely than not that any portion of a deferred tax asset will not be realized. Tax reserves for uncertain tax positions are recorded in accordance with FASB Accounting Standards Codification Topic 740, "Income Taxes" ("ASC 740").

Earnings Per Share

Basic earnings per common share is computed by dividing net income applicable to common shareholders by the weighted average number of common shares outstanding for the period. Diluted earnings per common share is calculated by adjusting the weighted average outstanding shares to assume conversion of all potentially dilutive stock options, restricted stock units and restricted shares. For periods prior to 2020, the Company calculated earnings per share using the two-class method. See Note 20 for additional information on the Company's calculation of earnings per share.

Foreign Currency Translation

The Company consolidates foreign subsidiaries which have designated their local currency as their functional currency. Assets and liabilities of these foreign subsidiaries are translated at period-end rates of exchange. The gains or losses resulting from translating foreign currency financial statements are included in other comprehensive income/(loss). Gains or losses resulting from foreign currency transactions are included in net income.

Contingencies

The Company is involved in various pending and potential legal proceedings related to its business, including litigation, arbitration and regulatory proceedings. The Company establishes reserves for potential losses to the extent that claims are probable of loss and the amount of the loss can be reasonably estimated. The determination of the outcome and reserve amounts requires significant judgment on the part of the Company's management.

Note 3 Acquisitions

The following acquisitions were accounted for pursuant to FASB Accounting Standards Codification Topic 805, "Business Combinations." Accordingly, the purchase price of each acquisition was allocated to the acquired assets and liabilities assumed based on their estimated fair values as of the respective acquisition dates. The excess of the purchase price over the net assets acquired was allocated between goodwill and intangible assets. The fair value of the equity consideration and retention-related restricted stock was determined using the market price of the Company's common stock on the date of the respective acquisition.

SOP Holdings, LLC

On January 3, 2020, the Company completed the acquisition of SOP Holdings, LLC and its subsidiaries, including Sandler O'Neill & Partners, L.P. (collectively, "Sandler O'Neill"), a full-service investment banking firm and broker dealer focused on the financial services industry. The transaction was completed pursuant to the Agreement and Plans of Merger dated July 9, 2019. The economic value of the acquisition was \$485.0 million at announcement, for which the Company was entitled to receive \$100.0 million of tangible book value, subject to a final adjustment as of the closing date. The acquisition of Sandler O'Neill expanded the Company's advisory services revenues, diversified and enhanced scale in corporate financings, added a differentiated fixed income business, and increased scale in the equity brokerage business.

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

As part of the acquisition, the Company granted 1,568,670 shares valued at \$124.9 million on the acquisition date. Of these shares, 1,534,465 shares are restricted shares valued at \$122.2 million and subject to ratable vesting over three years and employees must fulfill service requirements in exchange for the rights to the restricted shares. As these shares compensate employees for future services, the value of the shares is not part of the purchase price. Compensation expense for these restricted shares will be amortized on a straight-line basis over the requisite service period of three years. The remaining 34,205 shares valued at \$2.7 million vested immediately and were not subject to service requirements. These shares were included in the purchase price as equity consideration in addition to the cash consideration of \$358.1 million. The net assets acquired by the Company of \$360.8 million are described below.

As discussed in Note 19, the Company also entered into acquisition-related compensation arrangements with certain employees of \$113.9 million which consisted of restricted stock (\$96.9 million) and restricted cash (\$17.0 million) for retention purposes. The retention-related awards are also subject to vesting restrictions and employees must remain continuously employed by the Company for the respective vesting period. As these shares compensate employees for future services, the value of the shares is not part of the purchase price. Compensation expense related to these arrangements will be amortized on a straight-line basis over the requisite service period of 18 months, three years or five years (a weighted average service period of 3.7 years).

The Company recorded \$94.4 million of goodwill on the consolidated statements of financial condition, of which \$93.4 million is expected to be deductible for income tax purposes. In management's opinion, the goodwill represents the reputation and operating expertise of Sandler O'Neill. Identifiable intangible assets purchased by the Company consisted of customer relationships and the Sandler trade name with acquisition-date fair values of \$72.4 million and \$85.4 million, respectively.

Transaction costs of \$1.2 million and \$4.8 million were incurred for the years ended December 31, 2020 and 2019, respectively, and are included in restructuring and integration costs on the consolidated statements of operations.

The following table summarizes the estimated fair values of assets acquired and liabilities assumed at the date of the acquisition, including measurement period adjustments:

(Amounts in thousands)

Assets

Cash and cash equivalents	\$	27,420
Receivables from brokers, dealers and clearing organizations		192,675
Fixed assets		6,789
Goodwill		94,360
Intangible assets		157,800
Investments		685
Right-of-use lease asset		39,607
Other assets		9,628
Total assets acquired		<u>528,964</u>

Liabilities

Accrued compensation	71,398
Accrued lease liability	39,613
Other liabilities and accrued expenses	16,441
Due to Sandler O'Neill (1)	40,673
Total liabilities assumed	<u>168,125</u>

Net assets acquired	<u>\$</u>	<u>360,839</u>
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(1) Represents the amount of excess tangible book value received by the Company on the date of acquisition.

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

The Valence Group ("Valence")

On April 3, 2020, the Company completed the acquisition of Valence, an investment bank offering mergers and acquisitions advisory services to companies and financial sponsors with a focus on the chemicals, materials and related sectors. The transaction was completed pursuant to the share purchase agreement dated February 20, 2020, as amended. The acquisition added a new industry sector and expanded the Company's presence in Europe.

The Company paid cash consideration of \$30.3 million and entered into unsecured promissory notes with the former owners totaling \$20.0 million (the "Valence Notes"), as discussed in Note 14. The net assets acquired by the Company of \$50.3 million are described below.

As part of the acquisition, the Company granted 647,268 restricted shares valued at \$31.2 million on the acquisition date. As discussed in Note 19, the Company also entered into acquisition-related compensation arrangements with certain employees of \$5.5 million in restricted stock for retention purposes. Both restricted share grants are subject to graded vesting, beginning on the third anniversary of the acquisition date, so long as the applicable employee remains continuously employed by the Company for such period. As these shares compensate employees for future services, the value of the shares is not part of the purchase price. Compensation expense will be amortized on a straight-line basis over the requisite service period of five years.

Additional cash may be earned by certain employees if a revenue threshold is exceeded during the three-year post-acquisition period to the extent they are employed by the Company at the time of payment. Amounts estimated to be payable, if any, will be recorded as compensation expense on the consolidated statements of operations over the requisite performance period. If earned, the amount will be paid by July 3, 2023. As of December 31, 2021, the Company has accrued \$11.2 million related to this additional cash payment.

The Company recorded \$33.3 million of goodwill on the consolidated statements of financial condition, none of which is expected to be deductible for income tax purposes. In management's opinion, the goodwill represents the reputation and operating expertise of Valence. Identifiable intangible assets purchased by the Company consisted of customer relationships with an acquisition-date fair value of \$14.8 million.

Transaction costs of \$0.1 million and \$2.5 million were incurred for the years ended December 31, 2021 and 2020, respectively, and are included in restructuring and integration costs on the consolidated statements of operations.

The following table summarizes the estimated fair values of assets acquired and liabilities assumed at the date of the acquisition:

(Amounts in thousands)

Assets

Cash and cash equivalents	\$	8,181
Fixed assets		256
Goodwill		33,300
Intangible assets		14,800
Right-of-use lease asset		3,279
Other assets		4,190
Total assets acquired		<u>64,006</u>

Liabilities

Accrued lease liability		3,279
Other liabilities and accrued expenses		10,393
Total liabilities assumed		<u>13,672</u>

Net assets acquired	\$	<u><u>50,334</u></u>
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Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

TRS Advisors LLC ("TRS")

On December 31, 2020, the Company completed the acquisition of TRS, an advisory firm offering restructuring and reorganization services to companies in public, private and government settings. The transaction was completed pursuant to the Equity Purchase Agreement dated December 8, 2020. The acquisition expanded the scale of the Company's restructuring advisory business.

The purchase price consisted of cash consideration of \$23.7 million as detailed in the net assets acquired below. As part of the acquisition, the Company granted 145,952 restricted shares valued at \$14.7 million on the acquisition date. The restricted shares are subject to graded vesting, beginning on the third anniversary of the acquisition date, so long as the applicable employee remains continuously employed by the Company for such period. Compensation expense will be amortized on a straight-line basis over the requisite service period of five years. As discussed in Note 19, the Company also entered into acquisition-related compensation arrangements with certain employees of \$2.9 million in restricted stock for retention purposes. These restricted shares are subject to ratable vesting and employees must fulfill service requirements in exchange for the rights to the restricted shares. Compensation expense will be amortized on a straight-line basis over the requisite service period of three years. As both restricted share grants compensate employees for future services, the value of the shares is not part of the purchase price.

Additional cash of \$7.0 million may be earned by certain employees if a revenue threshold is exceeded during the three-year post-acquisition period to the extent they are employed by the Company at the time of payment. Amounts estimated to be payable, if any, will be recorded as compensation expense on the consolidated statements of operations over the requisite performance period. If earned, the amount will be paid by April 3, 2024. As of December 31, 2021, the Company expects the maximum amount will be earned and has accrued \$2.2 million related to this additional cash payment.

The Company recorded \$12.2 million of goodwill on the consolidated statements of financial condition, all of which is expected to be deductible for income tax purposes. In management's opinion, the goodwill represents the reputation and operating expertise of TRS. Identifiable intangible assets purchased by the Company consisted of customer relationships with an acquisition-date fair value of \$5.3 million.

Transaction costs of \$0.1 million and \$0.8 million were incurred for the years ended December 31, 2021 and 2020, respectively, and are included in restructuring and integration costs on the consolidated statements of operations.

The following table summarizes the estimated fair values of assets acquired and liabilities assumed at the date of the acquisition, including measurement period adjustments:

(Amounts in thousands)

Assets

Cash and cash equivalents	\$	7
Goodwill		12,199
Intangible assets		5,300
Right-of-use lease asset		1,818
Other assets		6,215
Total assets acquired		<u>25,539</u>

Liabilities

Accrued lease liability		1,818
Other liabilities and accrued expenses		7
Total liabilities assumed		<u>1,825</u>

Net assets acquired	<u>\$</u>	<u>23,714</u>
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Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

Weeden & Co. L.P. ("Weeden & Co.")

On August 2, 2019, the Company completed the acquisition of Weeden & Co., a broker dealer specializing in equity security sales and trading. The economic value of the acquisition was approximately \$42.0 million and was completed pursuant to a securities purchase agreement dated February 24, 2019, as amended. The transaction added enhanced trade execution capabilities and scale to the Company's equities institutional sales and trading business.

The purchase price consisted of cash consideration of \$24.0 million as detailed in the net assets acquired below. As part of the acquisition, the Company granted \$10.1 million in restricted cash on the acquisition date. As discussed in Note 19, the Company also entered into acquisition-related compensation arrangements with certain employees of \$7.3 million in restricted stock for retention purposes. Both the restricted cash and restricted stock are subject to graded vesting, beginning on the third anniversary of the acquisition date, so long as the applicable employee remains continuously employed by the Company for such period. Compensation expense will be amortized on a straight-line basis over the requisite service period of four years. As both the restricted cash and restricted share grants compensate employees for future services, the value of the grants is not part of the purchase price.

Additional cash of up to \$31.5 million was available to be earned if a net revenue target was achieved during the period from January 1, 2020 to June 30, 2021 ("Weeden Earnout"). Certain Weeden & Co. equity owners, a portion of whom are now employees of the Company, were eligible to receive the additional payment. The Company paid \$31.5 million related to the Weeden Earnout in the third quarter of 2021. Amounts payable to employees were recorded as compensation expense on the consolidated statements of operations over the requisite service period. Amounts payable to non-employee equity holders were recorded as a liability as of the acquisition date and adjusted through the statement of operations for any changes after the acquisition date. The Company recorded \$6.5 million and \$24.1 million in non-interest expenses related to the Weeden Earnout for the years ended December 31, 2021 and 2020, respectively.

The Company recorded \$5.8 million of goodwill on the consolidated statements of financial condition, all of which is expected to be deductible for income tax purposes. In management's opinion, the goodwill represents the reputation and operating expertise of Weeden & Co. Identifiable intangible assets purchased by the Company consisted of customer relationships and internally developed software with acquisition-date fair values of \$12.0 million and \$4.7 million, respectively.

Transaction costs of \$1.9 million were incurred for the year ended December 31, 2019, and are included in restructuring and integration costs on the consolidated statements of operations.

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

The following table summarizes the estimated fair values of assets acquired and liabilities assumed at the date of the acquisition, including measurement period adjustments:

(Amounts in thousands)

Assets	
Cash and cash equivalents	\$ 4,351
Receivables from brokers, dealers and clearing organizations	1,623
Fixed assets	289
Goodwill	5,794
Intangible assets	16,700
Right-of-use lease asset	6,811
Other assets	7,675
Total assets acquired	<u>43,243</u>
Liabilities	
Accrued compensation	2,156
Accrued lease liability	6,811
Other liabilities and accrued expenses	10,251
Total liabilities assumed	<u>19,218</u>
Net assets acquired	<u>\$ 24,025</u>

Pro Forma Financial Information

The results of operations of Sandler O'Neill, Valence, TRS and Weeden & Co. have been included in the Company's consolidated financial statements prospectively beginning on the respective acquisition dates. The acquisitions have been fully integrated with the Company's existing operations. Accordingly, post-acquisition revenues and net income are not discernible. The following unaudited pro forma financial data is presented on a combined basis. Based on the respective acquisition dates, the unaudited pro forma financial data assumes that the Sandler O'Neill, Valence and TRS acquisitions had occurred on January 1, 2018 and that the Weeden & Co. acquisition had occurred on January 1, 2017. Pro forma results have been prepared by adjusting the Company's historical results to include the results of operations of Sandler O'Neill, Valence, TRS and Weeden & Co. adjusted for the following significant changes: interest expense was adjusted to reflect the debt incurred by the Company to fund portions of the Sandler O'Neill and Valence purchase price; amortization expense was adjusted to account for the acquisition-date fair value of intangible assets; compensation and benefits expenses were adjusted to reflect the restricted cash or restricted stock issued as part of the respective acquisition, the restricted stock issued for retention purposes, and the cost that would have been incurred had Sandler O'Neill partners and Valence and TRS employees been included in the Company's employee compensation arrangements; and the income tax effect of applying the Company's statutory tax rates to the results of operations of Sandler O'Neill, Valence, TRS and Weeden & Co. The Company's consolidated unaudited pro forma information presented does not necessarily reflect the results of operations that would have resulted had the acquisitions been completed at the beginning of the applicable periods presented, does not contemplate client account overlap and anticipated operational efficiencies of the combined entities, nor does it indicate the results of operations in future periods.

	Year Ended December 31,	
	2020	2019
<i>(Amounts in thousands)</i>		
Net revenues	\$ 1,289,331	\$ 1,252,260
Net income from continuing operations applicable to Piper Sandler Companies	44,453	73,952

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

Note 4 Discontinued Operations

In the third quarter of 2019, the Company completed the sale of its traditional asset management business, which was conducted through its wholly-owned subsidiary ARI. On September 20, 2019, the Company completed the sale of the master limited partnerships and energy infrastructure strategies business to Tortoise Capital Advisors. Additionally, on September 27, 2019, the Company completed the sale of its remaining equity strategies business to its former management team. The transactions generated cash proceeds of \$53.9 million.

ARI's results, previously reported in the Asset Management segment, have been presented as discontinued operations for the year ended December 31, 2019 and the related assets and liabilities were classified as held for sale. The components of discontinued operations were as follows:

<i>(Amounts in thousands)</i>	Year Ended December 31, 2019
Net revenues	\$ 26,546
Operating expenses	22,589
Intangible asset amortization (1)	5,465
Restructuring costs	10,268
Total non-interest expenses	<u>38,322</u>
Loss from discontinued operations before income tax benefit	(11,776)
Income tax benefit	<u>(2,522)</u>
Loss from discontinued operations before gain on sales	(9,254)
Gain on sales, net of tax	<u>33,026</u>
Income from discontinued operations, net of tax	<u>\$ 23,772</u>

(1) Includes \$2.9 million of intangible asset impairment related to the ARI trade name.

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

Note 5 *Financial Instruments and Other Inventory Positions Owned and Financial Instruments and Other Inventory Positions Sold, but Not Yet Purchased*

<i>(Amounts in thousands)</i>	December 31, 2021	December 31, 2020
Financial instruments and other inventory positions owned:		
Corporate securities:		
Equity securities	\$ 2,831	\$ 1,349
Convertible securities	148,057	146,088
Fixed income securities	8,687	18,432
Municipal securities:		
Taxable securities	12,377	6,267
Tax-exempt securities	97,891	67,944
Short-term securities	29,357	28,592
Mortgage-backed securities	1,277	13
U.S. government agency securities	24,361	9,146
U.S. government securities	138	100,275
Derivative contracts	23,998	23,446
Total financial instruments and other inventory positions owned	\$ 348,974	\$ 401,552
Financial instruments and other inventory positions sold, but not yet purchased:		
Corporate securities:		
Equity securities	\$ 77,744	\$ 105,190
Fixed income securities	4,950	18,789
U.S. government securities	41,780	21,669
Derivative contracts	4,216	5,382
Total financial instruments and other inventory positions sold, but not yet purchased ..	\$ 128,690	\$ 151,030

At December 31, 2021 and 2020, financial instruments and other inventory positions owned in the amount of \$118.6 million and \$130.7 million, respectively, had been pledged as collateral for short-term financing arrangements.

Financial instruments and other inventory positions sold, but not yet purchased represent obligations of the Company to deliver the specified security at the contracted price, thereby creating a liability to purchase the security in the market at prevailing prices. The Company is obligated to acquire the securities sold short at prevailing market prices, which may exceed the amount reflected on the consolidated statements of financial condition. The Company economically hedges changes in the market value of its financial instruments and other inventory positions owned using inventory positions sold, but not yet purchased, interest rate derivatives, U.S. treasury bond futures and options, and equity option contracts.

Derivative Contract Financial Instruments

The Company uses interest rate and credit default swaps, interest rate locks, U.S. treasury bond futures and options, and equity option contracts as a means to manage risk in certain inventory positions. The Company also enters into interest rate and credit default swaps to facilitate customer transactions. Credit default swaps use rates based upon the Commercial Mortgage Backed Securities ("CMBX") index. The following describes the Company's derivatives by the type of transaction or security the instruments are economically hedging.

Customer matched-book derivatives: The Company enters into interest rate derivative contracts in a principal capacity as a dealer to satisfy the financial needs of its customers. The Company simultaneously enters into an interest rate derivative contract with a third party for the same notional amount to hedge the interest rate and credit risk of the initial client interest rate derivative contract. In certain limited instances, the Company has only hedged interest rate risk with a third party, and retains uncollateralized credit risk as described below. The instruments use rates based upon the London Interbank Offered Rate ("LIBOR") index, the Municipal Market Data ("MMD") index or the Securities Industry and Financial Markets Association ("SIFMA") index.

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

Trading securities derivatives: The Company enters into interest rate derivative contracts and uses U.S. treasury bond futures and options to hedge interest rate and market value risks primarily associated with its fixed income securities. These instruments use rates based upon the MMD, LIBOR or SIFMA indices. The Company also enters into equity option contracts to hedge market value risk associated with its convertible securities.

Derivatives are reported on a net basis by counterparty (i.e., the net payable or receivable for derivative assets and liabilities for a given counterparty) when a legal right of offset exists and on a net basis by cross product when applicable provisions are stated in master netting agreements. Cash collateral received or paid is netted on a counterparty basis, provided a legal right of offset exists. The total absolute notional contract amount, representing the absolute value of the sum of gross long and short derivative contracts, provides an indication of the volume of the Company's derivative activity and does not represent gains and losses. The following table presents the gross fair market value and the total absolute notional contract amount of the Company's outstanding derivative instruments, prior to counterparty netting, by asset or liability position:

<i>(Amounts in thousands)</i> Derivative Category	December 31, 2021			December 31, 2020		
	Derivative Assets (1)	Derivative Liabilities (2)	Notional Amount	Derivative Assets (1)	Derivative Liabilities (2)	Notional Amount
Interest rate						
Customer matched-book ..	\$ 157,064	\$ 149,353	\$ 1,630,056	\$ 233,116	\$ 223,218	\$ 1,955,131
Trading securities	—	1,560	65,925	—	4,225	55,375
	<u>\$ 157,064</u>	<u>\$ 150,913</u>	<u>\$ 1,695,981</u>	<u>\$ 233,116</u>	<u>\$ 227,443</u>	<u>\$ 2,010,506</u>

(1) *Derivative assets are included within financial instruments and other inventory positions owned on the consolidated statements of financial condition.*

(2) *Derivative liabilities are included within financial instruments and other inventory positions sold, but not yet purchased on the consolidated statements of financial condition.*

The Company's derivative contracts do not qualify for hedge accounting, therefore, unrealized gains and losses are recorded on the consolidated statements of operations. The gains and losses on the related economically hedged inventory positions are not disclosed below as they are not in qualifying hedging relationships. The following table presents the Company's unrealized gains/(losses) on derivative instruments:

<i>(Amounts in thousands)</i> Derivative Category	Operations Category	Year Ended December 31,		
		2021	2020	2019
Interest rate derivative contract	Investment banking	\$ (1,786)	\$ (1,407)	\$ (912)
Interest rate derivative contract	Institutional brokerage	2,264	(1,881)	2,417
		<u>\$ 478</u>	<u>\$ (3,288)</u>	<u>\$ 1,505</u>

Credit risk associated with the Company's derivatives is the risk that a derivative counterparty will not perform in accordance with the terms of the applicable derivative contract. Credit exposure associated with the Company's derivatives is driven by uncollateralized market movements in the fair value of the contracts with counterparties and is monitored regularly by the Company's financial risk committee. The Company considers counterparty credit risk in determining derivative contract fair value. The majority of the Company's derivative contracts are substantially collateralized by its counterparties, who are major financial institutions. The Company has a limited number of counterparties who are not required to post collateral. Based on market movements, the uncollateralized amounts representing the fair value of a derivative contract can become material, exposing the Company to the credit risk of these counterparties. As of December 31, 2021, the Company had \$20.7 million of uncollateralized credit exposure with these counterparties (notional contract amount of \$157.8 million), including \$16.3 million of uncollateralized credit exposure with one counterparty.

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

Note 6 *Fair Value of Financial Instruments*

Based on the nature of the Company's business and its role as a "dealer" in the securities industry or as a manager of alternative asset management funds, the fair values of its financial instruments are determined internally. The Company's processes are designed to ensure that the fair values used for financial reporting are based on observable inputs wherever possible. In the event that observable inputs are not available, unobservable inputs are developed based on an evaluation of all relevant empirical market data, including prices evidenced by market transactions, interest rates, credit spreads, volatilities and correlations and other security-specific information. Valuation adjustments related to illiquidity or counterparty credit risk are also considered. In estimating fair value, the Company may utilize information provided by third party pricing vendors to corroborate internally-developed fair value estimates.

The Company employs specific control processes to determine the reasonableness of the fair value of its financial instruments. The Company's processes are designed to ensure that the internally-estimated fair values are accurately recorded and that the data inputs and the valuation techniques used are appropriate, consistently applied, and that the assumptions are reasonable and consistent with the objective of determining fair value. Individuals outside of the trading departments perform independent pricing verification reviews as of each reporting date. The Company has established parameters which set forth when the fair value of securities is independently verified. The selection parameters are generally based upon the type of security, the level of estimation risk of a security, the materiality of the security to the Company's consolidated financial statements, changes in fair value from period to period, and other specific facts and circumstances of the Company's securities portfolio. In evaluating the initial internally-estimated fair values made by the Company's traders, the nature and complexity of securities involved (e.g., term, coupon, collateral, and other key drivers of value), level of market activity for securities, and availability of market data are considered. The independent price verification procedures include, but are not limited to, analysis of trade data (both internal and external where available), corroboration to the valuation of positions with similar characteristics, risks and components, or comparison to an alternative pricing source, such as a discounted cash flow model. The Company's valuation committees, comprised of members of senior management and risk management, provide oversight and overall responsibility for the internal control processes and procedures related to fair value measurements.

The following is a description of the valuation techniques used to measure fair value.

Cash Equivalents

Cash equivalents include highly liquid investments with original maturities of 90 days or less. Actively traded money market funds are measured at their net asset value and classified as Level I.

Financial Instruments and Other Inventory Positions

The Company records financial instruments and other inventory positions owned and financial instruments and other inventory positions sold, but not yet purchased at fair value on the consolidated statements of financial condition with unrealized gains and losses reflected on the consolidated statements of operations.

Equity securities – Exchange traded equity securities are valued based on quoted prices from the exchange for identical assets or liabilities as of the period-end date. To the extent these securities are actively traded and valuation adjustments are not applied, they are categorized as Level I. Non-exchange traded equity securities (principally hybrid preferred securities) are measured primarily using broker quotations, prices observed for recently executed market transactions and internally-developed fair value estimates based on observable inputs and are categorized within Level II of the fair value hierarchy.

Convertible securities – Convertible securities are valued based on observable trades, when available, and therefore are generally categorized as Level II.

Corporate fixed income securities – Fixed income securities include corporate bonds which are valued based on recently executed market transactions of comparable size, internally-developed fair value estimates based on observable inputs, or broker quotations. Accordingly, these corporate bonds are categorized as Level II.

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

Taxable municipal securities – Taxable municipal securities are valued using recently executed observable trades or market price quotations and therefore are generally categorized as Level II.

Tax-exempt municipal securities – Tax-exempt municipal securities are valued using recently executed observable trades or market price quotations and therefore are generally categorized as Level II. Certain illiquid tax-exempt municipal securities are valued using market data for comparable securities (e.g., maturity and sector) and management judgment to infer an appropriate current yield or other model-based valuation techniques deemed appropriate by management based on the specific nature of the individual security and are therefore categorized as Level III.

Short-term municipal securities – Short-term municipal securities include variable rate demand notes and other short-term municipal securities. Variable rate demand notes and other short-term municipal securities are valued using recently executed observable trades or market price quotations and therefore are generally categorized as Level II.

Mortgage-backed securities – Mortgage-backed securities are valued using observable trades, when available. Certain mortgage-backed securities are valued using models where inputs to the model are directly observable in the market, or can be derived principally from or corroborated by observable market data. To the extent we hold, these mortgage-backed securities are categorized as Level II. Certain mortgage-backed securities collateralized by residential mortgages are valued using cash flow models that utilize unobservable inputs including credit default rates, prepayment rates, loss severity and valuation yields. As judgment is used to determine the range of these inputs, these mortgage-backed securities are categorized as Level III.

U.S. government agency securities – U.S. government agency securities include agency debt bonds and mortgage bonds. Agency debt bonds are valued by using either direct price quotes or price quotes for comparable bond securities and are categorized as Level II. Mortgage bonds include bonds secured by mortgages, mortgage pass-through securities, agency collateralized mortgage-obligation ("CMO") securities and agency interest-only securities. Mortgage pass-through securities, CMO securities and interest-only securities are valued using recently executed observable trades or other observable inputs, such as prepayment speeds and therefore are generally categorized as Level II. Mortgage bonds are valued using observable market inputs, such as market yields on spreads over U.S. treasury securities, or models based upon prepayment expectations. These securities are categorized as Level II.

U.S. government securities – U.S. government securities include highly liquid U.S. treasury securities which are generally valued using quoted market prices and therefore categorized as Level I. The Company does not transact in securities of countries other than the U.S. government.

Derivative contracts – Derivative contracts include interest rate swaps, interest rate locks, and U.S. treasury bond futures and options. These instruments derive their value from underlying assets, reference rates, indices or a combination of these factors. The majority of the Company's interest rate derivative contracts, including both interest rate swaps and interest rate locks, are valued using market standard pricing models based on the net present value of estimated future cash flows. The valuation models used do not involve material subjectivity as the methodologies do not entail significant judgment and the pricing inputs are market observable, including contractual terms, yield curves and measures of volatility. These instruments are classified as Level II within the fair value hierarchy. Certain interest rate locks transact in less active markets and are valued using valuation models that include the previously mentioned observable inputs and certain unobservable inputs that require significant judgment, such as the premium over the MMD curve. These instruments are classified as Level III.

Investments

The Company's investments valued at fair value include equity investments in private companies. Investments in private companies are valued based on an assessment of each underlying security, considering rounds of financing, the financial condition and operating results of the private company, third party transactions and market-based information, including comparable company transactions, trading multiples (e.g., multiples of revenue and earnings before interest, taxes, depreciation and amortization ("EBITDA")) and changes in market outlook, among other factors. These securities are categorized based on the lowest level of input that is significant to the fair value measurement.

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

The following table summarizes quantitative information about the significant unobservable inputs used in the fair value measurement of the Company's Level III financial instruments as of December 31, 2021:

	<u>Valuation Technique</u>	<u>Unobservable Input</u>	<u>Range</u>	<u>Weighted Average (1)</u>
Assets				
Financial instruments and other inventory positions owned:				
Municipal securities:				
Tax-exempt securities.....	Discounted cash flow	Expected recovery rate (% of par) (2)	0 - 25%	13.4%
Derivative contracts:				
Interest rate locks	Discounted cash flow	Premium over the MMD curve in basis points ("bps") (2)	7 - 15 bps	11.0 bps
Investments at fair value:				
Equity securities in private companies.....	Market approach	Revenue multiple (2) EBITDA multiple (2)	2 - 5 times 11 - 13 times	3.2 times 12.0 times
Liabilities				
Financial instruments and other inventory positions sold, but not yet purchased:				
Derivative contracts:				
Interest rate locks	Discounted cash flow	Premium over the MMD curve in bps (3)	6 - 42 bps	13.7 bps

Uncertainty of fair value measurements:

- (1) *Unobservable inputs were weighted by the relative fair value of the financial instruments.*
- (2) *Significant increase/(decrease) in the unobservable input in isolation would have resulted in a significantly higher/(lower) fair value measurement.*
- (3) *Significant increase/(decrease) in the unobservable input in isolation would have resulted in a significantly lower/(higher) fair value measurement.*

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

The following table summarizes the valuation of the Company's financial instruments by pricing observability levels defined in ASC 820 as of December 31, 2021:

<i>(Amounts in thousands)</i>	<u>Level I</u>	<u>Level II</u>	<u>Level III</u>	<u>Counterparty and Cash Collateral Netting (1)</u>	<u>Total</u>
Assets					
Financial instruments and other inventory positions owned:					
Corporate securities:					
Equity securities	\$ 33	\$ 2,798	\$ —	\$ —	\$ 2,831
Convertible securities	—	148,057	—	—	148,057
Fixed income securities	—	8,687	—	—	8,687
Municipal securities:					
Taxable securities	—	12,377	—	—	12,377
Tax-exempt securities	—	97,644	247	—	97,891
Short-term securities	—	29,357	—	—	29,357
Mortgage-backed securities	—	1,277	—	—	1,277
U.S. government agency securities ..	—	24,361	—	—	24,361
U.S. government securities	138	—	—	—	138
Derivative contracts	—	156,338	726	(133,066)	23,998
Total financial instruments and other inventory positions owned	171	480,896	973	(133,066)	348,974
Cash equivalents	908,198	—	—	—	908,198
Investments at fair value (2)	62,674	34,416	142,286	—	239,376
Total assets	<u>\$ 971,043</u>	<u>\$ 515,312</u>	<u>\$ 143,259</u>	<u>\$ (133,066)</u>	<u>\$ 1,496,548</u>
Liabilities					
Financial instruments and other inventory positions sold, but not yet purchased:					
Corporate securities:					
Equity securities	\$ 74,251	\$ 3,493	\$ —	\$ —	\$ 77,744
Fixed income securities	—	4,950	—	—	4,950
U.S. government securities	41,780	—	—	—	41,780
Derivative contracts	—	149,015	1,898	(146,697)	4,216
Total financial instruments and other inventory positions sold, but not yet purchased	<u>\$ 116,031</u>	<u>\$ 157,458</u>	<u>\$ 1,898</u>	<u>\$ (146,697)</u>	<u>\$ 128,690</u>

(1) Represents cash collateral and the impact of netting on a counterparty basis. The Company had no securities posted as collateral to its counterparties.

(2) Includes noncontrolling interests of \$164.6 million attributable to unrelated third party ownership in consolidated alternative asset management funds.

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

The following table summarizes the valuation of the Company's financial instruments by pricing observability levels defined in ASC 820 as of December 31, 2020:

<i>(Amounts in thousands)</i>	<u>Level I</u>	<u>Level II</u>	<u>Level III</u>	<u>Counterparty and Cash Collateral Netting (1)</u>	<u>Total</u>
Assets					
Financial instruments and other inventory positions owned:					
Corporate securities:					
Equity securities	\$ 330	\$ 1,019	\$ —	\$ —	\$ 1,349
Convertible securities	—	146,088	—	—	146,088
Fixed income securities	—	18,432	—	—	18,432
Municipal securities:					
Taxable securities	—	6,267	—	—	6,267
Tax-exempt securities	—	67,944	—	—	67,944
Short-term securities	—	28,592	—	—	28,592
Mortgage-backed securities	—	—	13	—	13
U.S. government agency securities ..	—	9,146	—	—	9,146
U.S. government securities	100,275	—	—	—	100,275
Derivative contracts	—	232,846	270	(209,670)	23,446
Total financial instruments and other inventory positions owned	100,605	510,334	283	(209,670)	401,552
Cash equivalents	468,091	—	—	—	468,091
Investments at fair value (2)	16,496	5,358	152,995	—	174,849
Total assets	<u>\$ 585,192</u>	<u>\$ 515,692</u>	<u>\$ 153,278</u>	<u>\$ (209,670)</u>	<u>\$ 1,044,492</u>
Liabilities					
Financial instruments and other inventory positions sold, but not yet purchased:					
Corporate securities:					
Equity securities	\$ 102,013	\$ 3,177	\$ —	\$ —	\$ 105,190
Fixed income securities	—	18,789	—	—	18,789
U.S. government securities	21,669	—	—	—	21,669
Derivative contracts	—	223,737	3,706	(222,061)	5,382
Total financial instruments and other inventory positions sold, but not yet purchased	<u>\$ 123,682</u>	<u>\$ 245,703</u>	<u>\$ 3,706</u>	<u>\$ (222,061)</u>	<u>\$ 151,030</u>

(1) Represents cash collateral and the impact of netting on a counterparty basis. The Company had no securities posted as collateral to its counterparties.

(2) Includes noncontrolling interests of \$94.9 million attributable to unrelated third party ownership in consolidated alternative asset management funds.

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

The Company's Level III assets were \$143.3 million and \$153.3 million, or 9.6 percent and 14.7 percent of financial instruments measured at fair value at December 31, 2021 and 2020, respectively. There were \$64.0 million of transfers of financial assets out of Level III for the year ended December 31, 2021, primarily due to unobservable inputs becoming observable.

The following tables summarize the changes in fair value associated with Level III financial instruments held at the beginning or end of the periods presented:

<i>(Amounts in thousands)</i>	Balance at December 31, 2020	Purchases	Sales	Transfers in	Transfers out	Realized gains/ (losses)	Unrealized gains/ (losses)	Balance at December 31, 2021	Unrealized gains/ (losses) for assets/ liabilities held at December 31, 2021
Assets									
Financial instruments and other inventory positions owned:									
Municipal securities:									
Tax-exempt securities	\$ —	\$ —	\$ —	\$ 502	\$ —	\$ —	\$ (255)	\$ 247	\$ (255)
Mortgage-backed securities	13	—	—	—	—	—	(13)	—	—
Derivative contracts	270	—	(256)	—	—	256	456	726	726
Total financial instruments and other inventory positions owned	283	—	(256)	502	—	256	188	973	471
Investments at fair value	152,995	42,100	(57,251)	—	(63,957)	40,306	28,093	142,286	19,990
Total assets	<u>\$ 153,278</u>	<u>\$ 42,100</u>	<u>\$(57,507)</u>	<u>\$ 502</u>	<u>\$(63,957)</u>	<u>\$ 40,562</u>	<u>\$ 28,281</u>	<u>\$ 143,259</u>	<u>\$ 20,461</u>
Liabilities									
Financial instruments and other inventory positions sold, but not yet purchased:									
Derivative contracts	\$ 3,706	\$ (3,225)	\$ —	\$ —	\$ —	\$ 3,225	\$ (1,808)	\$ 1,898	\$ 1,898
Total financial instruments and other inventory positions sold, but not yet purchased	<u>\$ 3,706</u>	<u>\$ (3,225)</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 3,225</u>	<u>\$ (1,808)</u>	<u>\$ 1,898</u>	<u>\$ 1,898</u>

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

<i>(Amounts in thousands)</i>	Balance at December 31, 2019	Purchases	Sales	Transfers in	Transfers out	Realized gains/ (losses)	Unrealized gains/ (losses)	Balance at December 31, 2020	Unrealized gains/ (losses) for assets/ liabilities held at December 31, 2020
Assets									
Financial instruments and other inventory positions owned:									
Mortgage-backed securities	\$ 13	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 13	\$ —
Derivative contracts	8	1,005	(535)	—	—	(470)	262	270	270
Total financial instruments and other inventory positions owned	21	1,005	(535)	—	—	(470)	262	283	270
Investments at fair value	132,329	16,133	(6,285)	—	(130)	(3,264)	14,212	152,995	8,711
Total assets	<u>\$ 132,350</u>	<u>\$ 17,138</u>	<u>\$ (6,820)</u>	<u>\$ —</u>	<u>\$ (130)</u>	<u>\$ (3,734)</u>	<u>\$ 14,474</u>	<u>\$ 153,278</u>	<u>\$ 8,981</u>
Liabilities									
Financial instruments and other inventory positions sold, but not yet purchased:									
Derivative contracts	\$ 1,563	\$(14,983)	\$ 379	\$ —	\$ —	\$ 14,604	\$ 2,143	\$ 3,706	\$ 3,706
Total financial instruments and other inventory positions sold, but not yet purchased	<u>\$ 1,563</u>	<u>\$(14,983)</u>	<u>\$ 379</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 14,604</u>	<u>\$ 2,143</u>	<u>\$ 3,706</u>	<u>\$ 3,706</u>

Realized and unrealized gains/(losses) related to financial instruments, with the exception of customer matched-book derivatives, are reported in institutional brokerage on the consolidated statements of operations. Realized and unrealized gains/(losses) related to customer matched-book derivatives are reported in investment banking. Realized and unrealized gains/(losses) related to investments are principally reported in investment income on the consolidated statements of operations.

The carrying values of the Company's cash, receivables and payables either from or to brokers, dealers and clearing organizations and long-term financings approximate fair value due to either their liquid or short-term nature.

Note 7 Variable Interest Entities ("VIEs")

The Company has investments in and/or acts as the managing partner of various partnerships and limited liability companies. These entities were established for the purpose of investing in securities of public or private companies, or municipal debt obligations, and were initially financed through the capital commitments or seed investments of the members.

VIEs are entities in which equity investors lack the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities. The determination as to whether an entity is a VIE is based on the structure and nature of each entity. The Company also considers other characteristics such as the power through voting rights or similar rights to direct the activities of an entity that most significantly impact the entity's economic performance and how the entity is financed.

The Company is required to consolidate all VIEs for which it is considered to be the primary beneficiary. The determination as to whether the Company is considered to be the primary beneficiary is based on whether the Company has both the power to direct the activities of the VIE that most significantly impact the entity's economic performance and the obligation to absorb losses or the right to receive benefits of the VIE that could potentially be significant to the VIE.

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

Consolidated VIEs

The Company's consolidated VIEs at December 31, 2021 included certain alternative asset management funds in which the Company has an investment and, as the managing partner, is deemed to have both the power to direct the most significant activities of the funds and the right to receive benefits (or the obligation to absorb losses) that could potentially be significant to these funds.

The following table presents information about the carrying value of the assets and liabilities of the VIEs that are consolidated by the Company and included on the consolidated statements of financial condition at December 31, 2021. The assets can only be used to settle the liabilities of the respective VIE, and the creditors of the VIEs do not have recourse to the general credit of the Company. These VIEs have a combined \$50.0 million of bank line financing available with interest rates based on either prime or LIBOR plus an applicable margin. The assets and liabilities are presented prior to consolidation, and thus a portion of these assets and liabilities are eliminated in consolidation.

<i>(Amounts in thousands)</i>	Alternative Asset Management Funds
Assets	
Investments	\$ 219,270
Other assets	6,264
Total assets	<u>\$ 225,534</u>
Liabilities	
Other liabilities and accrued expenses	\$ 4,776
Total liabilities	<u>\$ 4,776</u>

The Company has investments in a grantor trust which was established as part of a nonqualified deferred compensation plan. The Company is the primary beneficiary of the grantor trust. Accordingly, the assets and liabilities of the grantor trust are consolidated by the Company on the consolidated statements of financial condition. See Note 19 for additional information on the nonqualified deferred compensation plan.

Nonconsolidated VIEs

The Company determined it is not the primary beneficiary of certain VIEs and accordingly does not consolidate them. These VIEs had net assets approximating \$2.1 billion and \$1.8 billion at December 31, 2021 and 2020, respectively. The Company's exposure to loss from these VIEs is \$12.2 million, which is the carrying value of its capital contributions recorded in investments on the consolidated statements of financial condition at December 31, 2021. The Company had no liabilities related to these VIEs at December 31, 2021 and 2020. Furthermore, the Company has not provided financial or other support to these VIEs that it was not previously contractually required to provide as of December 31, 2021.

Note 8 Receivables from and Payables to Brokers, Dealers and Clearing Organizations

<i>(Amounts in thousands)</i>	December 31, 2021	December 31, 2020
Receivable from clearing organizations	\$ 226,731	\$ 184,662
Receivable from brokers and dealers	24,056	33,514
Other	3,343	3,315
Total receivables from brokers, dealers and clearing organizations	<u>\$ 254,130</u>	<u>\$ 221,491</u>

<i>(Amounts in thousands)</i>	December 31, 2021	December 31, 2020
Payable to brokers and dealers	\$ 13,247	\$ 18,591
Total payables to brokers, dealers and clearing organizations	<u>\$ 13,247</u>	<u>\$ 18,591</u>

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

Under the Company's fully disclosed clearing agreement, all of its securities inventories with the exception of convertible securities, and all of its customer activities are held by or cleared through Pershing LLC ("Pershing"). The Company has established an arrangement to obtain financing from Pershing related to the majority of its trading activities. The Company also has a clearing arrangement with bank financing related to its convertible securities inventories. Financing under these arrangements is secured primarily by securities, and collateral limitations could reduce the amount of funding available under these arrangements. The funding is at their discretion and could be denied. The Company's clearing arrangement activities are recorded net from trading activity. The Company's fully disclosed clearing agreement includes a covenant requiring Piper Sandler & Co. to maintain excess net capital of \$120 million.

Note 9 Investments

The Company's investments include investments in private companies and partnerships.

<i>(Amounts in thousands)</i>	December 31, 2021	December 31, 2020
Investments at fair value	\$ 239,376	\$ 174,849
Investments at cost	611	611
Investments accounted for under the equity method	12,058	7,719
Total investments	252,045	183,179
Less investments attributable to noncontrolling interests (1)	(164,565)	(94,900)
	\$ 87,480	\$ 88,279

(1) *Noncontrolling interests are attributable to unrelated third party ownership in consolidated alternative asset management funds.*

At December 31, 2021, investments carried on a cost basis had an estimated fair market value of \$0.6 million. Because valuation estimates were based upon management's judgment, investments carried at cost would be categorized as Level III assets in the fair value hierarchy, if they were carried at fair value.

Investments accounted for under the equity method include general and limited partnership interests. The carrying value of these investments is based on the investment vehicle's net asset value. The net assets of investment partnerships consist of investments in both marketable and non-marketable securities. The underlying investments held by such partnerships are valued based on the estimated fair value determined by management in the Company's capacity as general partner or investor and, in the case of investments in unaffiliated investment partnerships, are based on financial statements prepared by the unaffiliated general partners.

Note 10 Other Assets

<i>(Amounts in thousands)</i>	December 31, 2021	December 31, 2020
Fee receivables	\$ 51,403	\$ 38,840
Forgivable loans, net	12,040	5,526
Prepaid expenses	18,989	14,585
Other	28,173	16,092
Total other assets	\$ 110,605	\$ 75,043

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

Note 11 Goodwill and Intangible Assets

(Amounts in thousands)

Goodwill

Balance at December 31, 2019	\$	87,649
Goodwill acquired		139,859
Balance at December 31, 2020	\$	<u>227,508</u>
Goodwill acquired		—
Balance at December 31, 2021	\$	<u><u>227,508</u></u>

Intangible assets

Balance at December 31, 2019	\$	16,686
Intangible assets acquired		177,900
Amortization of intangible assets		(44,728)
Balance at December 31, 2020	\$	<u>149,858</u>
Intangible assets acquired		—
Amortization of intangible assets		(30,080)
Balance at December 31, 2021	\$	<u><u>119,778</u></u>

As discussed in Note 3, the addition of goodwill and intangible assets during the year ended December 31, 2020 related to the acquisitions of Sandler O'Neill, Valence and TRS. Management identified \$157.8 million of intangible assets related to the acquisition of Sandler O'Neill, consisting of customer relationships of \$72.4 million and the Sandler trade name of \$85.4 million. The customer relationships are being amortized over a weighted average life of 2.4 years. The Sandler trade name is an indefinite-lived intangible asset and is not subject to amortization. Management identified \$14.8 million of customer relationship intangible assets related to the acquisition of Valence, which were amortized over a weighted average life of 1.4 years. Management also identified \$5.3 million of customer relationship intangible assets related to the acquisition of TRS, which were amortized over one year.

Intangible assets with determinable lives primarily consist of customer relationships and internally developed software. The following table summarizes the future aggregate amortization expense of the Company's intangible assets with determinable lives:

(Amounts in thousands)

2022	\$	9,344
2023		7,442
2024		6,292
2025		5,302
2026		4,825
Thereafter		1,173
Total	\$	<u><u>34,378</u></u>

The Company performed its annual goodwill impairment testing as of October 31, 2021, which resulted in no impairment. The annual goodwill impairment testing for 2020 and 2019 resulted in no impairment associated with the Capital Markets reporting unit.

The Company also evaluated its intangible assets and concluded there was no impairment in 2021, 2020 and 2019 associated with the Capital Markets reporting unit.

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

Note 12 Fixed Assets

<i>(Amounts in thousands)</i>	December 31, 2021	December 31, 2020
Furniture and equipment	\$ 54,763	\$ 50,971
Leasehold improvements	61,218	55,510
Software	12,603	12,214
Total	128,584	118,695
Accumulated depreciation and amortization	(76,823)	(74,883)
Fixed assets, net of accumulated depreciation and amortization	\$ 51,761	\$ 43,812

For the years ended December 31, 2021, 2020 and 2019, depreciation and amortization of furniture and equipment, leasehold improvements and software totaled \$12.6 million, \$10.7 million and \$9.3 million, respectively, and are included in occupancy and equipment expense from continuing operations on the consolidated statements of operations.

Note 13 Short-Term Financing

The Company has an unsecured \$65 million revolving credit facility with U.S. Bank N.A. The credit agreement will terminate on December 20, 2022, unless otherwise terminated, and is subject to a one-year extension exercisable at the option of the Company. This credit facility includes customary events of default and covenants that, among other things, requires the Company's U.S. broker dealer subsidiary to maintain a minimum regulatory net capital of \$120 million, limits the Company's leverage ratio, requires maintenance of a minimum ratio of operating cash flow to fixed charges, and imposes certain limitations on the Company's ability to make acquisitions and make payments on its capital stock. At December 31, 2021, there were no advances against this credit facility.

The Company's committed short-term bank line financing at December 31, 2021 consisted of a one-year \$100 million committed revolving credit facility with U.S. Bank N.A., which has been renewed annually in the fourth quarter of each year since 2008. Advances under this facility are secured by certain marketable securities. The facility includes a covenant that requires the Company's U.S. broker dealer subsidiary to maintain a minimum regulatory net capital of \$120 million, and the unpaid principal amount of all advances under this facility will be due on December 9, 2022. The Company pays a nonrefundable commitment fee on the unused portion of the facility on a quarterly basis. At December 31, 2021, the Company had no advances against this line of credit.

The Company previously issued secured commercial paper ("CP") to fund a portion of its securities inventory. The Company retired the CP Series A program in January 2020 and retired the CP Series II A program in April 2021.

Note 14 Long-Term Financing

On October 15, 2019, the Company entered into a note purchase agreement with certain entities advised by Pacific Investment Management Company ("PIMCO"), under which the Company issued unsecured fixed rate senior notes ("Notes") in the amount of \$175 million. The Notes consisted of two classes, Class A Notes and Class B Notes, with principal amounts of \$50 million and \$125 million, respectively. The Class A Notes were repaid by the Company upon maturity on October 15, 2021. The Class B Notes bear interest at an annual fixed rate of 5.20 percent and mature on October 15, 2023. Interest is payable semi-annually. The unpaid principal amount is due in full on the maturity date and may not be prepaid by the Company.

On April 3, 2020, the Company entered into unsecured promissory notes as part of the acquisition of Valence totaling \$20 million. The Valence Notes were repaid in the first quarter of 2021.

Long-term financing arrangements are recorded at amortized cost which approximates fair value at December 31, 2021.

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

Note 15 Contingencies, Commitments and Guarantees

Legal Contingencies

The Company has been named as a defendant in various legal actions, including complaints and litigation and arbitration claims, arising from its business activities. Such actions include claims related to securities brokerage and investment banking activities, and certain class actions that primarily allege violations of securities laws and seek unspecified damages, which could be substantial. Also, the Company is involved from time to time in investigations and proceedings by governmental agencies and self-regulatory organizations ("SROs") which could result in adverse judgments, settlements, penalties, fines or other relief.

The Company has established reserves for potential losses that are probable and reasonably estimable that may result from pending and potential legal actions, investigations and regulatory proceedings. Reasonably possible losses in excess of amounts accrued at December 31, 2021 are not material. In many cases, however, it is inherently difficult to determine whether any loss is probable or even possible or to estimate the amount or range of any potential loss, particularly where proceedings may be in relatively early stages or where plaintiffs are seeking substantial or indeterminate damages. Matters frequently need to be more developed before a loss or range of loss can reasonably be estimated.

Given uncertainties regarding the timing, scope, volume and outcome of pending and potential legal actions, investigations and regulatory proceedings and other factors, the amounts of reserves and ranges of reasonably possible losses are difficult to determine and of necessity subject to future revision. Subject to the foregoing, management of the Company believes, based on currently available information, after consultation with outside legal counsel and taking into account its established reserves, that pending legal actions, investigations and regulatory proceedings will be resolved with no material adverse effect on the consolidated statements of financial condition, results of operations or cash flows of the Company. However, if during any period a potential adverse contingency should become probable or resolved for an amount in excess of the established reserves, the results of operations and cash flows in that period and the financial condition as of the end of that period could be materially adversely affected. In addition, there can be no assurance that material losses will not be incurred from claims that have not yet been brought to the Company's attention or are not yet determined to be reasonably possible.

Litigation-related reserve activity included within other operating expenses from continuing operations was immaterial for the years ended December 31, 2021, 2020 and 2019.

Operating Lease Commitments

The Company leases office space throughout the United States and in a limited number of foreign countries where the Company's international operations reside. Aggregate minimum lease commitments on an undiscounted basis for the Company's operating leases (including short-term leases) as of December 31, 2021 were as follows:

(Amounts in thousands)

2022	\$	23,831
2023		20,040
2024		17,846
2025		15,847
2026		13,868
Thereafter		17,790
Total	\$	<u>109,222</u>

Total minimum rentals to be received from 2022 through 2024 under noncancelable subleases were \$0.9 million at December 31, 2021.

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

The following table summarizes the Company's operating lease costs and sublease income from continuing operations:

<i>(Amounts in millions)</i>	Year Ended December 31,		
	2021	2020	2019
Operating lease costs	\$ 20.7	\$ 21.9	\$ 12.1
Operating lease costs related to short-term leases	0.9	0.8	0.7
Sublease income	0.7	1.8	1.6

At December 31, 2021, the weighted average remaining lease term for operating leases was 5.5 years and the weighted average discount rate was 4.0 percent.

Investment Commitments

As of December 31, 2021, the Company had commitments to invest approximately \$80.6 million in limited partnerships or limited liability companies that make direct or indirect equity or debt investments in companies.

Other Guarantees

The Company is a member of numerous exchanges. Under the membership agreements with these entities, members generally are required to guarantee the performance of other members, and if a member becomes unable to satisfy its obligations to the exchange, other members would be required to meet shortfalls. To mitigate these performance risks, the exchanges often require members to post collateral. In addition, the Company identifies and guarantees certain clearing agents against specified potential losses in connection with providing services to the Company or its affiliates. The Company's maximum potential liability under these arrangements cannot be quantified. However, management believes the likelihood that the Company would be required to make payments under these arrangements is remote. Accordingly, no liability is recorded in the consolidated statements of financial condition for these arrangements.

Concentration of Credit Risk

The Company provides investment, capital-raising and related services to a diverse group of domestic and foreign customers, including governments, corporations, and institutional and individual investors. The Company's exposure to credit risk associated with the non-performance of customers in fulfilling their contractual obligations pursuant to securities transactions can be directly impacted by volatile securities markets, credit markets and regulatory changes. This exposure is measured on an individual customer basis and on a group basis for customers that share similar attributes. To alleviate the potential for risk concentrations, counterparty credit limits have been implemented for certain products and are continually monitored in light of changing customer and market conditions.

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

Note 16 Restructuring and Integration Costs

The Company incurred restructuring and integration costs from continuing operations for the year ended December 31, 2021, primarily associated with its vacated leased office space in conjunction with its acquisitions of TRS and Valence. Additionally, the Company incurred integration costs primarily related to its acquisition of Cornerstone Macro and the announced acquisition of Stamford Partners LLP ("Stamford Partners"), as discussed in Note 25. The Company incurred restructuring and integration costs from continuing operations for the year ended December 31, 2020, primarily in conjunction with its acquisitions of Sandler O'Neill, Valence and TRS. The Company incurred restructuring and integration costs from continuing operations for the year ended December 31, 2019, primarily in conjunction with its acquisition of Weeden & Co. and the pending acquisition of Sandler O'Neill.

<i>(Amounts in thousands)</i>	Year Ended December 31,		
	2021	2020	2019
Vacated leased office space	\$ 3,404	\$ 2,481	\$ 1,726
Severance, benefits and outplacement	317	3,032	2,938
Contract termination	—	891	2,798
Total restructuring costs	3,721	6,404	7,462
Integration costs	1,003	4,351	6,859
Total restructuring and integration costs	\$ 4,724	\$ 10,755	\$ 14,321

Note 17 Shareholders' Equity

The Company's amended and restated certificate of incorporation provides for the issuance of up to 100,000,000 shares of common stock with a par value of \$0.01 per share and up to 5,000,000 shares of undesignated preferred stock with a par value of \$0.01 per share.

Common Stock

The holders of the Company's common stock are entitled to one vote per share on all matters to be voted upon by the shareholders. Subject to preferences that may be applicable to any outstanding preferred stock of Piper Sandler Companies, the holders of its common stock are entitled to receive ratably such dividends, if any, as may be declared out of funds legally available for that purpose. There are also restrictions on the payment of dividends as set forth in Note 22. The Company's board of directors determines the declaration and payment of dividends and is free to change the Company's dividend policy at any time.

Dividends

The Company's current dividend policy is intended to return a metric based on fiscal year net income.

In 2021, the Company declared and paid quarterly cash dividends on its common stock, aggregating \$1.95 per share, a special cash dividend on its common stock related to fiscal year 2020 results of \$1.85 per share, and a special cash dividend on its common stock related to fiscal year 2021 results of \$3.00 per share, totaling \$99.4 million.

In 2020, the Company declared and paid quarterly cash dividends on its common stock, aggregating \$1.25 per share, and a special cash dividend on its common stock related to fiscal year 2019 results of \$0.75 per share, totaling \$28.2 million.

In 2019, the Company declared and paid quarterly cash dividends on its common stock, aggregating \$1.50 per share, and a special cash dividend on its common stock related to fiscal year 2018 results of \$1.01 per share, totaling \$35.6 million.

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

On February 10, 2022, the board of directors declared both a quarterly and an additional special cash dividend on its common stock of \$0.60 and \$4.50 per share, respectively, to be paid on March 11, 2022, to shareholders of record as of the close of business on March 2, 2022. The special cash dividend relates to the Company's fiscal year 2021 results.

In the event that Piper Sandler Companies is liquidated or dissolved, the holders of its common stock are entitled to share ratably in all assets remaining after payment of liabilities, subject to any prior distribution rights of Piper Sandler Companies preferred stock, if any, then outstanding. Currently, there is no outstanding preferred stock. The holders of the common stock have no preemptive or conversion rights or other subscription rights. There are no redemption or sinking fund provisions applicable to Piper Sandler Companies common stock.

Share Repurchases

Effective January 1, 2020, the Company's board of directors authorized the repurchase of up to \$150.0 million in common shares, which expired on December 31, 2021. In 2021, the Company repurchased 417,903 shares at an average price of \$125.03 per share for an aggregate purchase price of \$52.3 million related to this authorization. In 2020, the Company repurchased 188,319 shares at an average price of \$69.72 per share for an aggregate purchase price of \$13.1 million related to this authorization.

Effective September 30, 2017, the Company's board of directors authorized the repurchase of up to \$150.0 million in common shares, which expired on September 30, 2019. In 2019, the Company repurchased 501 shares at an average price of \$64.80 per share related to this authorization.

On November 18, 2021, the Company's board of directors authorized the repurchase of up to \$150.0 million in common shares. This authorization is effective from January 1, 2022 through December 31, 2023.

The Company also purchases shares of common stock from restricted stock award recipients upon the award vesting or as recipients sell shares to meet their employment tax obligations. The Company purchased 154,117 shares or \$17.7 million; 105,193 shares or \$8.8 million; and 701,217 shares or \$50.6 million of the Company's common stock for these purposes during the years ended December 31, 2021, 2020 and 2019, respectively.

Issuance of Shares

The Company issues common shares out of treasury stock as a result of employee restricted share vesting and exercise transactions as discussed in Note 19. During the years ended December 31, 2021, 2020 and 2019, the Company issued 918,024 shares, 309,089 shares and 1,415,147 shares, respectively, related to these obligations. During the year ended December 31, 2020, the Company also issued 34,205 common shares out of treasury stock for Sandler O'Neill deal consideration, as discussed in Note 3.

Preferred Stock

The Piper Sandler Companies board of directors has the authority, without action by its shareholders, to designate and issue preferred stock in one or more series and to designate the rights, preferences and privileges of each series, which may be greater than the rights associated with the common stock. It is not possible to state the actual effect of the issuance of any shares of preferred stock upon the rights of holders of common stock until the Piper Sandler Companies board of directors determines the specific rights of the holders of preferred stock. However, the effects might include, among other things, the following: restricting dividends on its common stock, diluting the voting power of its common stock, impairing the liquidation rights of its common stock and delaying or preventing a change in control of Piper Sandler Companies without further action by its shareholders.

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

Noncontrolling Interests

The consolidated financial statements include the accounts of Piper Sandler Companies, its wholly owned subsidiaries and other entities in which the Company has a controlling financial interest. Noncontrolling interests represent equity interests in consolidated entities that are not attributable, either directly or indirectly, to Piper Sandler Companies. Noncontrolling interests represent the minority equity holders' proportionate share of the equity in the Company's alternative asset management funds.

Ownership interests in entities held by parties other than the Company's common shareholders are presented as noncontrolling interests within shareholders' equity, separate from the Company's own equity. Revenues, expenses and net income or loss are reported on the consolidated statements of operations on a consolidated basis, which includes amounts attributable to both the Company's common shareholders and noncontrolling interests. Net income or loss is then allocated between the Company and noncontrolling interests based upon their relative ownership interests. Net income applicable to noncontrolling interests is deducted from consolidated net income to determine net income applicable to the Company. There was no other comprehensive income or loss attributed to noncontrolling interests for the years ended December 31, 2021, 2020 and 2019.

Note 18 Employee Benefit Plans

The Company has various employee benefit plans, and substantially all employees are covered by at least one plan. The plans include health and welfare plans and a tax-qualified retirement plan (the "Retirement Plan"). During the years ended December 31, 2021, 2020 and 2019, the Company incurred employee benefits expenses from continuing operations of \$35.9 million, \$25.5 million and \$18.4 million, respectively.

Health and Welfare Plans

Company employees who meet certain work schedule and service requirements are eligible to participate in the Company's health and welfare plans. The Company subsidizes the cost of coverage for employees. The health plans contain cost-sharing features such as deductibles and coinsurance.

The Company is self-insured for losses related to health claims, although it obtains third party stop loss insurance coverage on both an individual and a group plan basis. Self-insured liabilities are based on a number of factors, including historical claims experience, an estimate of claims incurred but not reported and valuations provided by third party actuaries. For the years ended December 31, 2021, 2020 and 2019, the Company recognized expense of \$20.0 million, \$14.7 million and \$10.6 million, respectively, in compensation and benefits expense from continuing operations on the consolidated statements of operations related to its health plans.

Retirement Plan

The Retirement Plan consists of a defined contribution retirement savings plan. The defined contribution retirement savings plan allows qualified employees, at their option, to make contributions through salary deductions under Section 401(k) of the Internal Revenue Code. Employee contributions are 100 percent matched by the Company to a maximum of six percent of recognized compensation up to the social security taxable wage base. Effective January 1, 2021, the Retirement Plan was amended to provide for a discretionary profit sharing contribution by the Company. Payment and amount of the profit sharing contribution are determined annually on a discretionary basis. For the year ended December 31, 2021, the Company contributed two percent of recognized compensation up to the social security taxable wage base for each eligible employee related to the profit sharing contribution. Although the Company's matching and profit sharing contributions vest immediately, a participant must be employed on December 31 to receive that year's employer contributions.

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

Note 19 Compensation Plans

Stock-Based Compensation Plans

The Company has three outstanding stock-based compensation plans: the Amended and Restated 2003 Annual and Long-Term Incentive Plan (the "Incentive Plan"), the 2019 Employment Inducement Award Plan (the "2019 Inducement Plan") and the 2020 Employment Inducement Award Plan (the "2020 Inducement Plan"). The Company's equity awards are recognized on the consolidated statements of operations at grant date fair value over the service period of the award, less forfeitures.

The following table provides a summary of the Company's outstanding equity awards (in shares or units) as of December 31, 2021:

<i>Incentive Plan</i>	
Restricted Stock	
Annual grants	529,582
Sign-on grants	85,843
	615,425
<i>2019 Inducement Plan</i>	
Restricted Stock	95,348
<i>2020 Inducement Plan</i>	
Restricted Stock	1,268,228
Total restricted stock related to compensation plans	1,979,001
Restricted stock related to acquisitions (1)	1,816,211
Total restricted stock outstanding	3,795,212
<i>Incentive Plan</i>	
Restricted Stock Units	158,393
<i>Incentive Plan</i>	
Stock Options	81,667

(1) The Company issued restricted stock with service conditions in conjunction with the acquisitions of Sandler O'Neill, Valence and TRS. See Note 3 for further discussion.

Incentive Plan

The Incentive Plan permits the grant of equity awards, including restricted stock, restricted stock units and non-qualified stock options, to the Company's employees and directors for up to 9.4 million shares of common stock (1.4 million shares remained available for future issuance under the Incentive Plan as of December 31, 2021). The Company believes that such awards help align the interests of employees and directors with those of shareholders and serve as an employee retention tool. The Incentive Plan provides for accelerated vesting of awards if there is a severance event, a change in control of the Company (as defined in the Incentive Plan), in the event of a participant's death, and at the discretion of the compensation committee of the Company's board of directors.

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

Restricted Stock Awards

Restricted stock grants are valued at the market price of the Company's common stock on the date of grant and are amortized over the requisite service period. The Company grants shares of restricted stock to employees as part of year-end compensation ("Annual Grants") and upon initial hiring or as a retention award ("Sign-on Grants").

The Company's Annual Grants are made each year in February. Annual Grants vest ratably over three years in equal installments. The Annual Grants provide for continued vesting after termination of employment, so long as the employee does not violate certain post-termination restrictions set forth in the award agreement or any agreements entered into upon termination. The Company determined the service inception date precedes the grant date for the Annual Grants, and that the post-termination restrictions do not meet the criteria for an in-substance service condition, as defined by ASC 718. Accordingly, restricted stock granted as part of the Annual Grants is expensed in the one-year period in which those awards are deemed to be earned, which is generally the calendar year preceding the February grant date. For example, the Company recognized compensation expense during fiscal year 2021 for its February 2022 Annual Grant. If an equity award related to the Annual Grants is forfeited as a result of violating the post-termination restrictions, the lower of the fair value of the award at grant date or the fair value of the award at the date of forfeiture is recorded within the consolidated statements of operations as a reversal of compensation expense.

Sign-on Grants are used as a recruiting tool for new employees and are issued to current employees as a retention tool. These awards have both cliff and ratable vesting terms, and the employees must fulfill service requirements in exchange for rights to the awards. Compensation expense is amortized on a straight-line basis from the grant date over the requisite service period, generally three to five years. Employees forfeit unvested shares upon termination of employment and a reversal of compensation expense is recorded.

Annually, the Company grants stock to its non-employee directors. The stock-based compensation paid to non-employee directors is fully expensed on the grant date and included within outside services expense on the consolidated statements of operations.

Restricted Stock Units

The Company grants restricted stock units to its leadership team ("Leadership Grants").

Leadership Grants Subsequent to 2016

Restricted stock units granted in each of the years subsequent to 2016 will vest and convert to shares of common stock at the end of each 36-month performance period only if the Company satisfies predetermined performance and/or market conditions over the performance period. Under the terms of these awards, the number of units that will actually vest and convert to shares will be based on the extent to which the Company achieves specified targets during each performance period. The maximum payout leverage under these grants is 150 percent.

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

Up to 75 percent of the award can be earned based on the Company achieving certain average adjusted return on equity targets, as defined in the terms of the award agreements. The fair value of this portion of the award was based on the closing price of the Company's common stock on the grant date. If the Company determines that it is probable that the performance condition will be achieved, compensation expense is amortized on a straight-line basis over the 36-month performance period. The probability that the performance condition will be achieved is reevaluated each reporting period with changes in estimated outcomes accounted for using a cumulative effect adjustment to compensation expense. Compensation expense will be recognized only if the performance condition is met. Employees forfeit unvested restricted stock units upon termination of employment with a corresponding reversal of compensation expense. As of December 31, 2021, the Company has determined that the probability of achieving the performance condition for each award is as follows:

Grant Year	Probability of Achieving Performance Condition
2021	75%
2020	75%
2019	75%

Up to 75 percent of the award can be earned based on the Company's total shareholder return relative to members of a predetermined peer group. The market condition must be met for the awards to vest and compensation cost will be recognized regardless if the market condition is satisfied. Compensation expense is amortized on a straight-line basis over the 36-month requisite service period. Employees forfeit unvested restricted stock units upon termination of employment with a corresponding reversal of compensation expense. For this portion of the awards, the fair value on the grant date was determined using a Monte Carlo simulation with the following assumptions:

Grant Year	Risk-free Interest Rate	Expected Stock Price Volatility
2021	0.23%	43.2%
2020	1.40%	27.3%
2019	2.50%	31.9%
2018	2.40%	34.8%
2017	1.62%	35.9%

Because the market condition portion of the awards vesting depends on the Company's total shareholder return relative to a peer group, the valuation modeled the performance of the peer group as well as the correlation between the Company and the peer group. The expected stock price volatility assumptions were determined using historical volatility, as correlation coefficients can only be developed through historical volatility. The risk-free interest rates were determined based on three-year U.S. Treasury bond yields.

The compensation committee of the Company's board of directors included defined retirement provisions in its Leadership Grants, beginning with the February 2018 grant. Certain grantees meeting defined age and service requirements will be fully vested in the awards as long as performance and post-termination obligations are met throughout the performance period. These retirement-eligible grants are expensed in the period in which those awards are deemed to be earned, which is the calendar year preceding the February grant date.

2016 Leadership Grant

Restricted stock units granted in 2016 contain market condition criteria and convert to shares of common stock at the end of the 36-month performance period only if the Company's stock performance satisfies predetermined market conditions over the performance period. Under the terms of the award, the number of units that vested and converted to shares was based on the Company's stock performance achieving specified targets during the performance period. All units vested in full. Compensation expense was recognized over the 36-month performance period which ended in May 2019.

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

Up to 50 percent of the award was earned based on the Company's total shareholder return relative to members of a predetermined peer group and up to 50 percent of the award was earned based on the Company's total shareholder return. The fair value of the award on the grant date was determined using a Monte Carlo simulation with the following assumptions pursuant to the methodology above:

Grant Year	Risk-free Interest Rate	Expected Stock Price Volatility
2016	0.98%	34.9%

Stock Options

On February 15, 2018, the Company granted options to certain executive officers. These options are expensed on a straight-line basis over the required service period of five years, based on the estimated fair value of the award on the date of grant. The exercise price per share is equal to the closing price on the date of grant plus ten percent. These options are subject to graded vesting, beginning on the third anniversary of the grant date, so long as the employee remains continuously employed by the Company. The maximum term of these stock options is ten years.

The fair value of this stock option award was estimated on the date of grant using the Black-Scholes option-pricing model with the following assumptions:

Risk-free interest rate	2.82 %
Dividend yield	3.22 %
Expected stock price volatility	37.20 %
Expected life of options (in years)	7.0
Fair value of options granted (per share)	\$ 24.49

The risk-free interest rate assumption was based on the U.S. Treasury bond yield with a maturity equal to the expected life of the options. The dividend yield assumption was based on the assumed dividend payout over the expected life of the options. The expected stock price volatility assumption was determined using historical volatility, as correlation coefficients can only be developed through historical volatility.

Inducement Plans

Inducement plan awards are amortized as compensation expense on a straight-line basis over each respective vesting period. Employees forfeit unvested shares upon termination of employment and a reversal of compensation expense is recorded.

The Company established the 2016 Employment Inducement Award Plan (the "2016 Inducement Plan") in conjunction with the acquisition of Simmons & Company International ("Simmons"). The Company granted \$11.6 million (286,776 shares) in restricted stock under the 2016 Inducement Plan on May 16, 2016. All outstanding shares cliff vested on May 16, 2019 and the 2016 Inducement Plan was terminated in July 2019.

The Company established the 2019 Inducement Plan in conjunction with its acquisition of Weeden & Co. On August 2, 2019, the Company granted \$7.3 million (97,752 shares) in restricted stock. These restricted shares are subject to graded vesting, generally beginning on the third anniversary of the grant date through August 2, 2023.

The Company established the 2020 Inducement Plan in conjunction with its acquisition of Sandler O'Neill. On January 3, 2020, the Company granted \$96.9 million (1,217,423 shares) in restricted stock. These restricted shares have both cliff and graded vesting terms with vesting periods of 18 months, three years or five years (with a weighted average service period of 3.7 years). On April 3, 2020, the Company granted \$5.5 million (114,000 shares) in restricted stock under the 2020 Inducement Plan in conjunction with its acquisition of Valence. These restricted shares are subject to graded vesting, generally beginning on the third anniversary of the grant date through April 3, 2025. On December 31, 2020, the Company granted \$2.9 million (29,194 shares) in restricted stock under the 2020 Inducement Plan in conjunction with its acquisition of TRS. These restricted shares are subject to ratable vesting over a three-year vesting period.

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

Stock-Based Compensation Activity

The following table summarizes the Company's stock-based compensation activity within continuing operations:

	Year Ended December 31,		
	2021	2020	2019
<i>(Amounts in millions)</i>			
Stock-based compensation expense	\$ 170.1	\$ 120.8	\$ 30.8
Forfeitures	1.6	2.3	2.6
Tax benefit related to stock-based compensation expense	23.8	15.6	5.4

The following table summarizes the changes in the Company's unvested restricted stock:

	Unvested Restricted Stock (in Shares)	Weighted Average Grant Date Fair Value
December 31, 2018	1,569,795	\$ 53.80
Granted	463,088	74.05
Vested	(1,306,844)	47.30
Canceled	(31,814)	76.20
December 31, 2019	694,225	\$ 78.52
Granted	3,968,340	74.82
Vested	(283,934)	80.64
Canceled	(66,074)	77.68
December 31, 2020	4,312,557	\$ 74.99
Granted	353,753	108.21
Vested	(850,355)	81.29
Canceled	(20,743)	90.27
December 31, 2021	3,795,212	\$ 76.59

The fair value of restricted stock that vested during the years ended December 31, 2021, 2020 and 2019 was \$69.1 million, \$22.9 million and \$61.8 million, respectively.

The following table summarizes the changes in the Company's unvested restricted stock units:

	Unvested Restricted Stock Units	Weighted Average Grant Date Fair Value
December 31, 2018	194,251	\$ 48.97
Granted	39,758	75.78
Vested	(103,707)	19.93
Canceled	(15,987)	45.79
December 31, 2019	114,315	\$ 85.09
Granted	56,066	86.01
Vested	(18,255)	84.10
Canceled	(6,078)	84.10
December 31, 2020	146,048	\$ 85.60
Granted	62,569	103.69
Vested	(50,224)	92.93
Canceled	—	—
December 31, 2021	158,393	\$ 90.43

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

As of December 31, 2021, there was \$132.5 million of total unrecognized compensation cost related to restricted stock and restricted stock units expected to be recognized over a weighted average period of 2.3 years.

The following table summarizes the changes in the Company's outstanding stock options:

	Options Outstanding	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in Years)	Aggregate Intrinsic Value
December 31, 2018	81,667	\$ 99.00	9.1	\$ —
Granted	—	—		
Exercised	—	—		
Canceled	—	—		
Expired	—	—		
December 31, 2019	81,667	\$ 99.00	8.1	\$ —
Granted	—	—		
Exercised	—	—		
Canceled	—	—		
Expired	—	—		
December 31, 2020	81,667	\$ 99.00	7.1	\$ 155,167
Granted	—	—		
Exercised	—	—		
Canceled	—	—		
Expired	—	—		
December 31, 2021	81,667	\$ 99.00	6.1	\$ 6,493,343
Options exercisable at December 31, 2021 ..	27,222	\$ 99.00	6.1	\$ 2,164,421

As of December 31, 2021, there was \$0.4 million of unrecognized compensation cost related to stock options expected to be recognized over a weighted average period of 1.1 years. There were no exercisable options during the years ended December 31, 2020 and 2019.

The Company has a policy of issuing shares out of treasury (to the extent available) to satisfy share option exercises and restricted stock vesting. The Company expects to withhold approximately 0.1 million shares from employee equity awards vesting in 2022, related to employee individual income tax withholding obligations on restricted stock vesting. For accounting purposes, withholding shares to cover employees' tax obligations is deemed to be a repurchase of shares by the Company.

Deferred Compensation Plans

The Company maintains various deferred compensation arrangements for employees.

The Mutual Fund Restricted Share Investment Plan is a fully funded deferred compensation plan which allowed eligible employees to receive a portion of their incentive compensation in restricted mutual fund shares ("MFRS Awards") of investment funds. MFRS Awards are awarded to qualifying employees in February of each year, and represent a portion of their compensation for performance in the preceding year similar to the Company's Annual Grants. MFRS Awards vest ratably over three years in equal installments and provide for continued vesting after termination of employment so long as the employee does not violate certain post-termination restrictions set forth in the award agreement or any agreement entered into upon termination. Forfeitures are recorded as a reduction of compensation and benefits expense within the consolidated statements of operations. MFRS Awards are owned by employee recipients (subject to aforementioned vesting restrictions) and as such are not included on the consolidated statements of financial condition.

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

The Company recorded compensation expense from continuing operations of \$127.3 million, \$77.2 million and \$45.5 million for the years ended December 31, 2021, 2020 and 2019, respectively, related to employee MFRS Awards, less forfeitures. Forfeitures were \$3.5 million, \$5.8 million and \$3.3 million for the years ended December 31, 2021, 2020 and 2019, respectively.

The nonqualified deferred compensation plan is an unfunded plan which allows certain highly compensated employees, at their election, to defer a portion of their compensation. This plan was closed to future deferral elections by participants for performance periods beginning after December 31, 2017. The amounts deferred under this plan are held in a grantor trust. The Company invests, as a principal, in investments to economically hedge its obligation under the nonqualified deferred compensation plan. Investments in the grantor trust, consisting of mutual funds and categorized as Level I, totaled \$18.8 million and \$16.3 million as of December 31, 2021 and 2020, respectively, and are included in investments on the consolidated statements of financial condition. A corresponding deferred compensation liability is included in accrued compensation on the consolidated statements of financial condition. The compensation deferred by the employees was expensed in the period earned. Changes in the fair value of the investments made by the Company are reported in investment income and changes in the corresponding deferred compensation liability are reflected as compensation and benefits expense on the consolidated statements of operations.

The Company entered into acquisition-related compensation arrangements with certain employees for retention and incentive purposes in conjunction with its acquisition of Simmons. Additional cash compensation was available to certain employees subject to exceeding an investment banking revenue threshold during the three-year Simmons post-acquisition period, which ended on February 26, 2019. The Company paid \$40.1 million related to this performance award plan in August 2019. Amounts payable related to this performance award plan were recorded as compensation expense from continuing operations on the consolidated statements of operations over the requisite performance period of three years. The Company recorded \$0.6 million as compensation expense from continuing operations for the year ended December 31, 2019.

Note 20 *Earnings Per Share ("EPS")*

Basic earnings per common share is computed by dividing net income applicable to Piper Sandler Companies' common shareholders by the weighted average number of common shares outstanding for the period. For periods prior to 2020, the Company calculated EPS using the two-class method. Net income applicable to Piper Sandler Companies' common shareholders represented net income applicable to Piper Sandler Companies reduced by the allocation of earnings to participating securities. No allocation of undistributed earnings was made for periods in which a loss was incurred, or for periods in which cash dividends exceeded net income resulting in an undistributed loss. Distributed earnings (e.g., dividends) were allocated to participating securities. Prior to the February 2019 Annual Grant (the "2019 Annual Grant"), all of the Company's restricted shares were deemed to be participating securities as they were eligible to share in the profits (e.g., receive dividends) of the Company. The Company's restricted stock units, as well as restricted stock grants issued in 2019 and subsequent periods, are not participating securities as the dividends are forfeitable until vested. Diluted earnings per common share is calculated by adjusting the weighted average outstanding shares to assume conversion of all potentially dilutive stock options, restricted stock units and non-participating restricted shares.

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

The computation of EPS is as follows:

	Year Ended December 31,		
	2021	2020	2019
<i>(Amounts in thousands, except per share data)</i>			
Net income from continuing operations applicable to Piper Sandler Companies	\$ 278,514	\$ 40,504	\$ 87,939
Net income from discontinued operations	—	—	23,772
Net income applicable to Piper Sandler Companies	278,514	40,504	111,711
Earnings allocated to participating securities	—	—	(4,511) ⁽¹⁾
Net income applicable to Piper Sandler Companies' common shareholders	\$ 278,514	\$ 40,504	\$ 107,200 ⁽²⁾
Shares for basic and diluted calculations:			
Average shares used in basic computation	14,265	13,781	13,555
Stock options	14	—	—
Restricted stock units	187	135	162
Non-participating restricted shares	2,488	985	220
Average shares used in diluted computation	16,955	14,901	13,937
Earnings per basic common share:			
Income from continuing operations	\$ 19.52	\$ 2.94	\$ 6.21
Income from discontinued operations	—	—	1.69
Earnings per basic common share	\$ 19.52	\$ 2.94	\$ 7.90
Earnings per diluted common share:			
Income from continuing operations	\$ 16.43	\$ 2.72	\$ 6.05
Income from discontinued operations	—	—	1.65
Earnings per diluted common share	\$ 16.43	\$ 2.72	\$ 7.69

- (1) Represents the allocation of distributed and undistributed earnings to participating securities. No allocation of undistributed earnings is made for periods in which a loss is incurred, or for periods in which cash dividends exceed net income resulting in an undistributed loss. Distributed earnings (e.g., dividends) are allocated to participating securities. Participating securities include the Company's unvested restricted shares issued prior to the 2019 Annual Grant. The weighted average participating shares outstanding were 513,220 for the year ended December 31, 2019.
- (2) Net income applicable to Piper Sandler Companies' common shareholders for diluted and basic EPS may differ under the two-class method as a result of adding the effect of the assumed exercise of stock options, restricted stock units and non-participating restricted shares to dilutive shares outstanding, which alters the ratio used to allocate earnings to Piper Sandler Companies' common shareholders and participating securities for purposes of calculating diluted and basic EPS.

The anti-dilutive effects from stock options and non-participating restricted shares were immaterial for the year ended December 31, 2021. The average shares used in the diluted computation excluded anti-dilutive stock options and non-participating restricted shares of 1.7 million and 0.1 million for the years ended December 31, 2020 and 2019, respectively.

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

Note 21 Revenues and Business Information

The Company's activities as an investment bank and institutional securities firm constitute a single business segment. The substantial majority of the Company's net revenues and long-lived assets are located in the U.S.

Reportable financial results from continuing operations are as follows:

<i>(Amounts in thousands)</i>	Year Ended December 31,		
	2021	2020	2019
Capital Markets			
Investment banking			
Advisory services	\$ 1,026,138	\$ 443,327	\$ 440,695
Corporate financing	362,797	295,333	105,256
Municipal financing	164,284	119,816	83,441
<i>Total investment banking</i>	1,553,219	858,476	629,392
Institutional brokerage			
Equity brokerage	154,067	161,445	87,555
Fixed income services	233,510	196,308	80,336
<i>Total institutional brokerage</i>	387,577	357,753	167,891
<i>Interest income</i>	6,967	13,164	26,741
<i>Investment income</i>	94,032	23,265	22,275
Total revenues	2,041,795	1,252,658	846,299
<i>Interest expense</i>	10,734	14,445	11,733
Net revenues	2,031,061	1,238,213	834,566
Non-interest expenses	1,589,549	1,169,665	715,587
Pre-tax income	\$ 441,512	\$ 68,548	\$ 118,979
Pre-tax margin	21.7 %	5.5 %	14.3 %

Note 22 Net Capital Requirements and Other Regulatory Matters

Piper Sandler & Co. is registered as a securities broker dealer with the Securities and Exchange Commission ("SEC") and is a member of various SROs and securities exchanges. The Financial Industry Regulatory Authority, Inc. ("FINRA") serves as the primary SRO of Piper Sandler & Co. Piper Sandler & Co. is subject to the uniform net capital rule of the SEC and the net capital rule of FINRA. Piper Sandler & Co. has elected to use the alternative method permitted by the SEC rule which requires that it maintain minimum net capital of \$1.0 million. Advances to affiliates, repayment of subordinated debt, dividend payments and other equity withdrawals by Piper Sandler & Co. are subject to certain approvals, notifications and other provisions of SEC and FINRA rules.

At December 31, 2021, net capital calculated under the SEC rule was \$362.5 million, and exceeded the minimum net capital required under the SEC rule by \$361.5 million.

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

The Company's committed short-term credit facility, revolving credit facility and its Class B Notes with PIMCO include covenants requiring Piper Sandler & Co. to maintain minimum net capital of \$120 million. The Company's fully disclosed clearing agreement with Pershing includes a covenant requiring Piper Sandler & Co. to maintain excess net capital of \$120 million.

Piper Sandler Ltd., a broker dealer subsidiary registered in the United Kingdom, is subject to the capital requirements of the Prudential Regulation Authority and the Financial Conduct Authority. As of December 31, 2021, Piper Sandler Ltd. was in compliance with the capital requirements of the Prudential Regulation Authority and the Financial Conduct Authority.

Piper Sandler Hong Kong Limited is licensed by the Hong Kong Securities and Futures Commission, which is subject to the liquid capital requirements of the Securities and Futures (Financial Resources) Rule promulgated under the Securities and Futures Ordinance. At December 31, 2021, Piper Sandler Hong Kong Limited was in compliance with the liquid capital requirements of the Hong Kong Securities and Futures Commission.

Note 23 *Income Taxes*

Income tax expense is provided using the asset and liability method. Deferred tax assets and liabilities are recognized for the expected future tax consequences attributable to temporary differences between amounts reported for income tax purposes and financial statement purposes, using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

The Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act"), which was enacted by the U.S. federal government on March 27, 2020 in response to the COVID-19 pandemic, contains tax provisions allowing a five-year carry back of any net operating losses incurred during federal tax years 2018, 2019 and 2020, to periods when the corporate federal tax rate was 35 percent. ASC 740 requires companies to recognize the effect of tax law changes in the period of enactment. For the year ended December 31, 2020, the Company recorded \$2.4 million of income tax benefits related to the tax provisions in the CARES Act.

The components of income tax expense from continuing operations are as follows:

<i>(Amounts in thousands)</i>	Year Ended December 31,		
	2021	2020	2019
Current:			
Federal	\$ 124,389	\$ 43,445	\$ (404)
State	36,793	14,551	123
Foreign	3,818	150	96
	165,000	58,146	(185)
Deferred:			
Federal	(41,980)	(27,995)	19,071
State	(10,874)	(10,510)	5,517
Foreign	(1,002)	(449)	174
	(53,856)	(38,954)	24,762
Total income tax expense from continuing operations	\$ 111,144	\$ 19,192	\$ 24,577
Total income tax expense from discontinued operations	\$ —	\$ —	\$ 8,370

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

A reconciliation of federal income taxes from continuing operations at statutory rates to the Company's effective tax rates is as follows:

<i>(Amounts in thousands)</i>	Year Ended December 31,		
	2021	2020	2019
Federal income tax expense at statutory rates	\$ 92,718	\$ 14,395	\$ 24,986
Increase/(reduction) in taxes resulting from:			
Impact of the CARES Act	—	(2,438)	—
State income taxes, net of federal tax benefit	19,020	4,396	4,906
Net tax-exempt interest income	(754)	(1,661)	(1,643)
Foreign jurisdictions tax rate differential	978	48	(438)
Non-deductible compensation	9,013	6,163	3,293
Change in valuation allowance	49	446	(209)
Vestings of stock awards	(2,732)	(337)	(5,171)
Income attributable to noncontrolling interests	(10,889)	(1,859)	(1,357)
Other, net	3,741	39	210
Total income tax expense from continuing operations	<u>\$ 111,144</u>	<u>\$ 19,192</u>	<u>\$ 24,577</u>

In accordance with ASC 740, U.S. income taxes are not provided on undistributed earnings of international subsidiaries that are permanently reinvested. As of December 31, 2021, no deferred taxes have been provided for withholding taxes or other taxes that would result upon repatriation of the Company's foreign earnings to the U.S.

Deferred income tax assets and liabilities reflect the tax effect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for the same items for income tax reporting purposes. The net deferred income tax assets consisted of the following items:

<i>(Amounts in thousands)</i>	December 31, 2021	December 31, 2020
Deferred tax assets:		
Deferred compensation	\$ 118,470	\$ 78,155
Accrued lease liability	22,086	24,067
Goodwill tax basis in excess of book basis	40,183	30,174
Net operating loss carryforwards	5,094	4,665
Liabilities/accruals not currently deductible	3,019	1,357
Other	4,241	2,478
Total deferred tax assets	<u>193,093</u>	<u>140,896</u>
Valuation allowance	<u>(5,094)</u>	<u>(5,045)</u>
Deferred tax assets after valuation allowance	<u>187,999</u>	<u>135,851</u>
Deferred tax liabilities:		
Right-of-use lease asset	17,430	19,759
Unrealized gains on firm investments	3,533	5,610
Fixed assets	8,372	5,686
Other	464	577
Total deferred tax liabilities	<u>29,799</u>	<u>31,632</u>
Net deferred tax assets	<u>\$ 158,200</u>	<u>\$ 104,219</u>

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

The realization of deferred tax assets is assessed and a valuation allowance is recorded to the extent that it is more likely than not that any portion of the deferred tax asset will not be realized. The Company believes that its future tax profits will be sufficient to recognize its deferred tax assets, with the exception of \$5.1 million in foreign and state net operating loss carryforwards.

The Company accounts for unrecognized tax benefits in accordance with the provisions of ASC 740, which requires tax reserves to be recorded for uncertain tax positions on the consolidated statements of financial condition. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

(Amounts in thousands)

Balance at December 31, 2018	\$	774
Additions based on tax positions related to the current year		—
Additions for tax positions of prior years		4,128
Reductions for tax positions of prior years		(358)
Settlements		(285)
Balance at December 31, 2019	\$	4,259
Additions based on tax positions related to the current year		—
Additions for tax positions of prior years		—
Reductions for tax positions of prior years		(3,212)
Settlements		(943)
Balance at December 31, 2020	\$	104
Additions based on tax positions related to the current year		—
Additions for tax positions of prior years		1,743
Reductions for tax positions of prior years		(38)
Settlements		(66)
Balance at December 31, 2021	\$	1,743

As of December 31, 2021, approximately \$1.7 million of the Company's unrecognized tax benefits would impact the annual effective rate, if recognized.

In 2021, the Company recorded a \$1.7 million liability for uncertain state income tax positions. In 2019, the Company recorded a \$4.1 million liability for uncertain state and local income tax positions related to its acquisition of Weeden & Co. This liability was recorded as a measurement period adjustment and includes a corresponding indemnification asset and deferred tax asset. In 2020, the Company reversed \$3.2 million of this liability and corresponding indemnification asset and deferred tax asset as a measurement period adjustment and paid a settlement of \$0.9 million, for which the Company was indemnified.

The Company recognizes interest and penalties accrued related to unrecognized tax benefits as a component of income tax expense. The Company had \$0.3 million and \$1.2 million accrued related to the payment of interest and penalties at December 31, 2021 and 2019, respectively. The Company had no accruals related to the payment of interest and penalties at December 31, 2020. The Company or one of its subsidiaries files income tax returns with the various states and foreign jurisdictions in which the Company operates. The Company is not subject to examination by U.S. federal tax authorities for years before 2018 and is not subject to examination by state and local or non-U.S. tax authorities for taxable years before 2017. The Company anticipates the majority of its uncertain income tax positions will be resolved within the next twelve months.

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

Note 24 Parent Company only and PSLs

Parent Company only

Condensed Statements of Financial Condition

(Amounts in thousands)

	<u>December 31,</u> <u>2021</u>	<u>December 31,</u> <u>2020</u>
Assets		
Cash and cash equivalents	\$ 200	\$ 200
Investment in and advances to subsidiaries	1,270,666	1,066,069
Other assets	15,545	9,311
Total assets	<u>\$ 1,286,411</u>	<u>\$ 1,075,580</u>
Liabilities and Shareholders' Equity		
Long-term financing	\$ 125,000	\$ 195,000
Accrued compensation	94,795	47,647
Other liabilities and accrued expenses	4,406	3,508
Total liabilities	<u>224,201</u>	<u>246,155</u>
Shareholders' equity	<u>1,062,210</u>	<u>829,425</u>
Total liabilities and shareholders' equity	<u>\$ 1,286,411</u>	<u>\$ 1,075,580</u>

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

Condensed Statements of Operations

	Year Ended December 31,		
	2021	2020	2019
<i>(Amounts in thousands)</i>			
Revenues:			
Dividends from subsidiaries	\$ 74,456	\$ 42,450	\$ 54,762
Interest income	508	829	815
Investment income	2,723	1,565	2,012
Total revenues	<u>77,687</u>	<u>44,844</u>	<u>57,589</u>
Interest expense	<u>8,606</u>	<u>10,568</u>	<u>1,910</u>
Net revenues	<u>69,081</u>	<u>34,276</u>	<u>55,679</u>
Non-interest expenses:			
Total non-interest expenses	<u>7,522</u>	<u>2,049</u>	<u>4,851</u>
Income from continuing operations before income tax expense and equity in income of subsidiaries	61,559	32,227	50,828
Income tax expense	<u>15,636</u>	<u>8,186</u>	<u>11,215</u>
Income from continuing operations of parent company	45,923	24,041	39,613
Equity in undistributed income of subsidiaries	<u>232,591</u>	<u>16,463</u>	<u>99,005</u>
Net income from continuing operations	278,514	40,504	138,618
Discontinued operations:			
Loss from discontinued operations, net of tax	<u>—</u>	<u>—</u>	<u>(26,907)</u>
Net income applicable to Piper Sandler Companies	\$ <u>278,514</u>	\$ <u>40,504</u>	\$ <u>111,711</u>

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

Condensed Statements of Cash Flows

	Year Ended December 31,		
	2021	2020	2019
<i>(Amounts in thousands)</i>			
Operating Activities:			
Net income	\$ 278,514	\$ 40,504	\$ 111,711
Adjustments to reconcile net income to net cash provided by operating activities:			
Stock-based compensation	1,019	525	643
Equity in undistributed income of subsidiaries	(232,591)	(16,463)	(99,005)
Net cash provided by operating activities	<u>46,942</u>	<u>24,566</u>	<u>13,349</u>
Financing Activities:			
Issuance of long-term financing	—	—	175,000
Repayment of long-term financing	(70,000)	—	—
Advances from/(to) subsidiaries	192,309	25,571	(102,225)
Repurchase of common stock	(69,901)	(21,965)	(50,584)
Payment of cash dividend	(99,350)	(28,172)	(35,594)
Net cash used in financing activities	<u>(46,942)</u>	<u>(24,566)</u>	<u>(13,403)</u>
Net decrease in cash and cash equivalents	—	—	(54)
Cash and cash equivalents at beginning of year	200	200	254
Cash and cash equivalents at end of year	<u>\$ 200</u>	<u>\$ 200</u>	<u>\$ 200</u>

PSLS

Condensed Statements of Financial Condition

	December 31,	December 31,
	2021	2020
<i>(Amounts in thousands)</i>		
Assets		
Cash and cash equivalents	\$ 5,075	\$ 3,103
Right-of-use lease asset	1,062	1,633
Fee receivables	1,656	506
Prepaid expenses	110	121
Other assets	644	629
Total assets	<u>\$ 8,547</u>	<u>\$ 5,992</u>
Liabilities and Shareholder's Equity		
Accrued compensation	\$ 3,446	\$ 1,209
Accrued lease liability	1,062	1,633
Other liabilities and accrued expenses	1,122	575
Total liabilities	<u>5,630</u>	<u>3,417</u>
Shareholder's equity	<u>2,917</u>	<u>2,575</u>
Total liabilities and shareholder's equity	<u>\$ 8,547</u>	<u>\$ 5,992</u>

Piper Sandler Companies

Notes to the Consolidated Financial Statements – Continued

Note 25 *Subsequent Events*

On February 4, 2022, the Company completed the acquisition of Cornerstone Macro, an independent research firm focused on providing macro research and equity derivatives trading to institutional investors. The transaction was completed pursuant to the Securities Purchase Agreement dated October 12, 2021. The purchase price consisted of cash consideration, and restricted stock was granted for retention purposes. Additional cash consideration may be earned if certain revenue targets are achieved. Cornerstone Macro's results of operations will be included in the Company's consolidated financial statements prospectively from the date of acquisition.

On January 5, 2022, the Company announced a definitive agreement to acquire Stamford Partners, a specialist investment bank offering financial advisory and corporate development services in the European food and beverage and related consumer sectors. The purchase price consists of cash consideration, and restricted stock will be granted for retention purposes. The transaction is expected to close in the first half of 2022, subject to obtaining required regulatory approvals and other customary closing conditions.

Piper Sandler Companies

Supplementary Data

Quarterly Information (unaudited)

	2021 Fiscal Quarter			
	First	Second	Third	Fourth
<i>(Amounts in thousands, except per share data)</i>				
Total revenues	\$ 431,387	\$ 511,344	\$ 448,233	\$ 650,831
Interest expense	2,780	2,696	2,668	2,590
Net revenues	428,607	508,648	445,565	648,241
Total non-interest expenses	345,740	394,588	369,855	479,366
Income from continuing operations before income tax expense	82,867	114,060	75,710	168,875
Income tax expense	17,274	27,066	23,512	43,292
Net income	65,593	86,994	52,198	125,583
Net income applicable to noncontrolling interests	16,134	17,173	6,477	12,070
Net income applicable to Piper Sandler Companies	\$ 49,459	\$ 69,821	\$ 45,721	\$ 113,513
Net income applicable to Piper Sandler Companies' common shareholders	\$ 49,459	\$ 69,821	\$ 45,721	\$ 113,513
Earnings per common share				
Basic	\$ 3.44	\$ 4.86	\$ 3.22	\$ 8.04
Diluted	\$ 3.00	\$ 4.12	\$ 2.68	\$ 6.54
Dividends declared per common share	\$ 2.25	\$ 0.45	\$ 0.55	\$ 3.55
Weighted average number of common shares outstanding				
Basic	14,374	14,358	14,213	14,119
Diluted	16,467	16,951	17,047	17,357

	2020 Fiscal Quarter			
	First	Second	Third	Fourth
<i>(Amounts in thousands, except per share data)</i>				
Total revenues	\$ 240,380	\$ 295,964	\$ 307,174	\$ 409,140
Interest expense	4,212	3,526	3,455	3,252
Net revenues	236,168	292,438	303,719	405,888
Total non-interest expenses	270,197	285,041	279,070	335,357
Income/(loss) from continuing operations before income tax expense/(benefit)	(34,029)	7,397	24,649	70,531
Income tax expense/(benefit)	(11,774)	4,700	5,674	20,592
Net income/(loss)	(22,255)	2,697	18,975	49,939
Net income/(loss) applicable to noncontrolling interests	(7,528)	1,243	7,358	7,779
Net income/(loss) applicable to Piper Sandler Companies	\$ (14,727)	\$ 1,454	\$ 11,617	\$ 42,160
Net income/(loss) applicable to Piper Sandler Companies' common shareholders	\$ (14,727)	\$ 1,454	\$ 11,617	\$ 42,160
Earnings/(loss) per common share				
Basic	\$ (1.07)	\$ 0.11	\$ 0.84	\$ 3.07
Diluted	\$ (1.07)	\$ 0.10	\$ 0.78	\$ 2.66
Dividends declared per common share	\$ 1.125	\$ 0.20	\$ 0.30	\$ 0.375
Weighted average number of common shares outstanding				
Basic	13,796	13,794	13,778	13,755
Diluted	14,411	14,476	14,853	15,860

ITEM 9. *CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.*

None.

ITEM 9A. *CONTROLS AND PROCEDURES.*

As of the end of the period covered by this report, we conducted an evaluation, under the supervision and with the participation of our principal executive officer and principal financial officer, of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act. Based on this evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is (a) recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and (b) accumulated and communicated to our management, including our principal executive officer and principal financial officer, to allow timely decisions regarding disclosure.

During the fourth quarter of our fiscal year ended December 31, 2021, there was no change in our system of internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Management's Report on Internal Control Over Financial Reporting and the attestation report of our independent registered public accounting firm on management's assessment of internal control over financial reporting are included in Part II, Item 8 of this Form 10-K entitled "Financial Statements and Supplementary Data" and are incorporated herein by reference.

ITEM 9B. *OTHER INFORMATION.*

None.

ITEM 9C. *DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS.*

Not applicable.

PART III

ITEM 10. *DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.*

The information regarding our executive officers included in Part I, Item 1 of this Form 10-K under the caption "Information About our Executive Officers" is incorporated herein by reference. The information in the definitive proxy statement for our 2022 annual meeting of shareholders to be held on May 6, 2022, under the captions "Proposal One — Election of Directors," "Information Regarding the Board of Directors and Corporate Governance — Committees of the Board — Audit Committee," "Information Regarding the Board of Directors and Corporate Governance — Codes of Ethics and Business Conduct" and "Delinquent Section 16(a) Reports" is incorporated herein by reference.

ITEM 11. *EXECUTIVE COMPENSATION.*

The information in the definitive proxy statement for our 2022 annual meeting of shareholders to be held on May 6, 2022, under the captions "Executive Compensation," "Certain Relationships and Related Transactions — Compensation Committee Interlocks and Insider Participation," "Information Regarding the Board of Directors and Corporate Governance — Compensation Program for Non-Employee Directors" and "Information Regarding the Board of Directors and Corporate Governance — Non-Employee Director Compensation for 2021" is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

The information in the definitive proxy statement for our 2022 annual meeting of shareholders to be held on May 6, 2022, under the captions "Security Ownership — Beneficial Ownership of Directors, Nominees and Executive Officers," "Security Ownership — Beneficial Owners of More than Five Percent of Our Common Stock" and "Executive Compensation — Outstanding Equity Awards at Fiscal Year-End" is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

The information in the definitive proxy statement for our 2022 annual meeting of shareholders to be held on May 6, 2022, under the captions "Information Regarding the Board of Directors and Corporate Governance — Director Independence," "Certain Relationships and Related Transactions — Transactions with Related Persons" and "Certain Relationships and Related Transactions — Review and Approval of Transactions with Related Persons" is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

The information in the definitive proxy statement for our 2022 annual meeting of shareholders to be held on May 6, 2022, under the captions "Audit Committee Report and Payment of Fees to Our Independent Auditor — Auditor Fees" and "Audit Committee Report and Payment of Fees to Our Independent Auditor — Auditor Services Pre-Approval Policy" is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

(a)(1) FINANCIAL STATEMENTS OF THE COMPANY.

The Consolidated Financial Statements are incorporated herein by reference and included in Part II, Item 8 of this Form 10-K.

(a)(2) FINANCIAL STATEMENT SCHEDULES.

All financial statement schedules for the Company have been included in the Consolidated Financial Statements or the related footnotes, or are either inapplicable or not required.

(a)(3) EXHIBITS.

Exhibit Index

Exhibit Number	Description
2.1	Separation and Distribution Agreement dated as of December 23, 2003, between U.S. Bancorp and Piper Sandler Companies (incorporated by reference to Exhibit 2.1 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2003, filed March 8, 2004). #
2.2	Securities Purchase Agreement dated November 16, 2015 among Piper Sandler Companies, Piper Sandler & Co., Simmons & Company International, SCI JV LP, SCI GP, LLC, and Simmons & Company International Holdings LLC (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K, filed November 17, 2015). #
2.3	First Amendment to Securities Purchase Agreement dated February 25, 2016 among Piper Sandler Companies, Piper Sandler & Co., Simmons & Company International, SCI JV LP, SCI GP, LLC, and Simmons & Company International Holdings LLC (incorporated by reference to Exhibit 2.1 to the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2016, filed May 4, 2016). #
2.4	Second Amendment to Securities Purchase Agreement dated April 19, 2017 between Piper Sandler & Co. and SCI JV LP (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2017, filed May 9, 2017).

Exhibit Index

Exhibit Number	Description
2.5	Agreement and Plans of Merger, dated July 9, 2019, by and among Piper Jaffray Companies, SOP Holdings, LLC, Sandler O'Neill & Partners Corp., Sandler O'Neill & Partners, L.P. and the other parties thereto (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K, filed July 10, 2019). #
3.1	Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2007, filed August 3, 2007).
3.2	Certificate of Amendment to the Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed January 6, 2020).
3.3	Amended and Restated Bylaws (as of January 3, 2020) (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K, filed January 6, 2020).
4.1	Form of Specimen Certificate for Piper Sandler Companies Common Stock (incorporated by reference to Exhibit 4.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2017, filed February 26, 2018).
4.2	Second Amended and Restated Indenture dated as of June 11, 2012 (Secured Commercial Paper Notes), between Piper Sandler & Co. and the Bank of New York Mellon (incorporated by reference to Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2012, filed August 2, 2012).
4.3	First Amendment to Second Amended and Restated Indenture (Secured Commercial Paper Notes - Series I), dated September 29, 2017, between Piper Sandler & Co. and the Bank of New York Mellon (incorporated by reference to Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2017, filed November 8, 2017).
4.4	Amended and Restated Indenture (Secured Commercial Paper Notes - Series II), dated as of April 30, 2015, between Piper Sandler & Co. and the Bank of New York Mellon (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed October 2, 2017).
4.5	First Amendment to Amended and Restated Indenture (Secured Commercial Paper Notes - Series II), dated as of September 29, 2017, between Piper Sandler & Co. and the Bank of New York Mellon (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K, filed October 2, 2017).
4.6	Second Amended and Restated Indenture dated April 21, 2014 (Secured Commercial Paper Notes - Series III), between Piper Sandler & Co. and the Bank of New York Mellon (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed April 21, 2014).
4.7	Description of Securities (incorporated by reference to Exhibit 4.7 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2019, filed February 28, 2020).
10.1	Form of director indemnification agreement between Piper Sandler Companies and its directors (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed March 17, 2014). †
10.2	Office Lease Agreement, dated May 30, 2012, by and among Piper Sandler & Co. and Wells REIT – 800 Nicollett Avenue Owner, LLC (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed June 1, 2012).
10.3	Piper Sandler Companies Amended and Restated 2003 Annual and Long-Term Incentive Plan (as amended and restated May 15, 2020) (incorporated by reference to Exhibit 4.5 to the Company's Registration Statement on Form S-8, filed May 22, 2020). †
10.4	Piper Sandler Companies Deferred Compensation Plan (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2013, filed July 31, 2013). †
10.5	Form of Performance Share Unit Agreement for 2018 Leadership Team Grants under the Piper Sandler Companies Amended and Restated 2003 Annual and Long-Term Incentive Plan (incorporated by reference to Exhibit 10.13 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed February 26, 2018). †
10.6	Form of Performance Share Unit Agreement for 2019 Leadership Team Grants under the Piper Sandler Companies Amended and Restated 2003 Annual and Long-Term Incentive Plan (incorporated by reference to Exhibit 10.14 to the Company's Annual Report on Form 10-K for the year ended December 31, 2018, filed February 26, 2019). †

Exhibit Index

Exhibit Number	Description
10.7	Form of Performance Share Unit Agreement for 2020 Leadership Team Grants under the Piper Sandler Companies Amended and Restated 2003 Annual and Long-Term Incentive Plan (incorporated by reference to Exhibit 10.9 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2019, filed February 28, 2020). †
10.8	Form of Performance Share Unit Agreement for 2021 Leadership Team Grants under the Piper Sandler Companies Amended and Restated 2003 Annual and Long-Term Incentive Plan (incorporated by reference to Exhibit 10.9 to the Company's Annual Report on Form 10-K for the year ended December 31, 2020, filed February 25, 2021). †
10.9	Form of Performance Share Unit Agreement for 2022 Leadership Team Grants under the Piper Sandler Companies Amended and Restated 2003 Annual and Long-Term Incentive Plan. †*
10.10	Piper Sandler Companies Deferred Compensation Plan for Non-Employee Directors, as amended and restated effective May 4, 2016 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2016, filed August 5, 2016). †
10.11	Summary of Non-Employee Director Compensation Program. †*
10.12	Form of Notice Period Agreement (incorporated by reference to Exhibit 10.16 to the Company's Annual Report on Form 10-K for the year ended December 31, 2006, filed March 1, 2007). †
10.13	Credit Agreement, dated December 20, 2019, by and between Piper Sandler Companies and U.S. Bank National Association, as conformed through the first amendment, dated January 15, 2021 (incorporated by reference to Exhibit 10.13 to the Company's Annual Report on Form 10-K for the year ended December 31, 2020, filed February 25, 2021).
10.14	Amended and Restated Loan Agreement dated December 28, 2012, between Piper Sandler & Co. and U.S. Bank National Association (as conformed through the Ninth Amendment to Amended and Restated Loan Agreement, dated December 10, 2021). *
10.15	First Amendment to Amended and Restated Loan Agreement, dated December 28, 2013, between Piper Sandler & Co. and U.S. Bank National Association (incorporated by reference to Exhibit 10.18 to the Company's Annual Report on Form 10-K for the year ended December 31, 2013, filed February 28, 2014).
10.16	Second Amendment to Amended and Restated Loan Agreement, dated December 19, 2014, between Piper Sandler & Co. and U.S. Bank National Association (incorporated by reference to Exhibit 10.23 to the Company's Annual Report on Form 10-K for the year ended December 31, 2014, filed February 26, 2015).
10.17	Third Amendment to Amended and Restated Loan Agreement, dated December 18, 2015, between Piper Sandler & Co. and U.S. Bank National Association (incorporated by reference to Exhibit 10.25 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2015, filed February 25, 2016).
10.18	Fourth Amendment to Amended and Restated Loan Agreement, dated December 17, 2016, between Piper Sandler & Co. and U.S. Bank National Association (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2017, filed May 9, 2017).
10.19	Fifth Amendment to Amended and Restated Loan Agreement, dated December 16, 2017, between Piper Sandler & Co. and U.S. Bank National Association (incorporated by reference to Exhibit 10.22 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed February 26, 2018).
10.20	Sixth Amendment to Amended and Restated Loan Agreement, dated December 14, 2018, between Piper Sandler & Co. and U.S. Bank National Association (incorporated by reference to Exhibit 10.24 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2018, filed February 26, 2019).
10.21	Seventh Amendment to Amended and Restated Loan Agreement, dated December 13, 2019, between Piper Sandler & Co. and U.S. Bank National Association (incorporated by reference to Exhibit 10.22 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2019, filed February 28, 2020).
10.22	Eighth Amendment to Amended and Restated Loan Agreement, dated December 11, 2020, between Piper Sandler & Co. and U.S. Bank National Association (incorporated by reference to Exhibit 10.22 to the Company's Annual Report on Form 10-K for the year ended December 31, 2020, filed February 25, 2021).
10.23	Ninth Amendment to Amended and Restated Loan Agreement, dated December 10, 2021, between Piper Sandler & Co. and U.S. Bank National Association. *

Exhibit Index

Exhibit Number	Description
10.24	Piper Sandler Companies Amended and Restated Mutual Fund Restricted Share Investment Plan, effective as of December 13, 2016 (incorporated by reference to Exhibit 10.34 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2016, filed February 24, 2017). †
10.25	Form of Restricted Stock and Mutual Fund Restricted Share Agreement for Employee Grants in 2018 (related to performance in 2017) under the Piper Sandler Companies Amended and Restated 2003 Annual and Long-Term Incentive Plan and Mutual Fund Restricted Share Investment Plan (incorporated by reference to Exhibit 10.34 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed February 26, 2018). †
10.26	Form of Restricted Stock and Mutual Fund Restricted Share Agreement for California-based Employee Grants in 2018 (related to performance in 2017) under the Piper Sandler Companies Amended and Restated 2003 Annual and Long-Term Incentive Plan and Mutual Fund Restricted Share Investment Plan (incorporated by reference to Exhibit 10.35 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed February 26, 2018). †
10.27	Form of Non-Qualified Stock Option Agreement for 2018 Promotional Grants under the Piper Sandler Companies Amended and Restated 2003 Annual and Long-Term Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed February 9, 2018). †
10.28	Form of Restricted Stock and Mutual Fund Restricted Share Agreement for Employee Grants in 2019 (related to performance in 2018) under the Piper Sandler Companies Amended and Restated 2003 Annual and Long-Term Incentive Plan and Mutual Fund Restricted Share Investment Plan (incorporated by reference to Exhibit 10.39 to the Company's Annual Report on Form 10-K for the year ended December 31, 2018, filed on February 26, 2019). †
10.29	Form of Restricted Stock and Mutual Fund Restricted Share Agreement for Employee Grants in 2020 (related to performance in 2019) under the Piper Sandler Companies Amended and Restated 2003 Annual and Long-Term Incentive Plan and Mutual Fund Restricted Share Investment Plan (incorporated by reference to Exhibit 10.34 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2019, filed February 28, 2020). †
10.30	Form of Restricted Stock and Mutual Fund Restricted Share Agreement for Employee Grants in 2021 (related to performance in 2020) under the Piper Sandler Companies Amended and Restated 2003 Annual and Long-Term Incentive Plan and Mutual Fund Restricted Share Investment Plan (incorporated by reference to Exhibit 10.31 to the Company's Annual Report on Form 10-K for the year ended December 31, 2020, filed February 25, 2021). †
10.31	Form of Restricted Stock and Mutual Fund Restricted Share Agreement for Employee Grants in 2022 (related to performance in 2021) under the Piper Sandler Companies Amended and Restated 2003 Annual and Long-Term Incentive Plan and Mutual Fund Restricted Share Investment Plan. †*
10.32	Piper Sandler Companies 2019 Employment Inducement Award Plan (incorporated by reference to Exhibit 4.4 to the Company's Registration Statement on Form S-8, filed March 13, 2019). †
10.33	Form of Restricted Stock Agreement for Grants under the Piper Sandler Companies 2019 Employment Inducement Award Plan (incorporated by reference to Exhibit 4.5 to the Company's Registration Statement on Form S-8, filed March 13, 2019). †
10.34	Letter Agreement, dated July 8, 2019, by and between Piper Sandler Companies and Jonathan J. Doyle (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed January 6, 2020). †
10.35	Equity Consideration Restricted Stock Agreement, dated July 9, 2019, by and between Piper Sandler Companies and Jonathan J. Doyle (incorporated by reference to Exhibit 10.39 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2019, filed February 28, 2020). †
10.36	Transition Services Agreement, dated December 31, 2020, by and between Piper Sandler & Co. and Brian R. Sterling (incorporated by reference to Exhibit 10.36 to the Company's Annual Report on Form 10-K for the year ended December 31, 2020, filed February 25, 2021). †
10.37	Piper Sandler Companies 2020 Employment Inducement Award Plan (incorporated by reference to Exhibit 4.4 to the Company's Registration Statement on Form S-8, filed November 29, 2019). †
10.38	Form of Restricted Stock Agreement for Grants under the Piper Sandler Companies 2020 Employment Inducement Award Plan (18-Month Cliff Vesting) (incorporated by reference to Exhibit 4.5 to the Company's Registration Statement on Form S-8, filed November 29, 2019). †

Exhibit Index

Exhibit Number	Description
10.39	Form of Restricted Stock Agreement for Grants under the Piper Sandler Companies 2020 Employment Inducement Award Plan (3-Year Cliff Vesting) (incorporated by reference to Exhibit 4.6 to the Company's Registration Statement on Form S-8, filed November 29, 2019). †
10.40	Form of Restricted Stock Agreement for Grants under the Piper Sandler Companies 2020 Employment Inducement Award Plan (Years 3, 4 and 5 Pro-rata Vesting) (incorporated by reference to Exhibit 4.7 to the Company's Registration Statement on Form S-8, filed November 29, 2019). †
10.41	Amendment Letter, dated March 10, 2021, by and between Piper Sandler Companies and Jonathan J. Doyle (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2021, filed May 6, 2021). †
10.42	Amendment Letter, dated January 10, 2022, by and between Piper Sandler Companies and Brian R. Sterling. †*
21.1	Subsidiaries of Piper Sandler Companies *
23.1	Consent of Ernst & Young LLP *
24.1	Power of Attorney *
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer. *
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer. *
32.1	Section 1350 Certifications. **
101	The following financial information from our Annual Report on Form 10-K for the year ended December 31, 2021, formatted in iXBRL (inline eXtensible Business Reporting Language): (i) the Consolidated Statements of Financial Condition, (ii) the Consolidated Statements of Operations, (iii) the Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statements of Changes in Shareholders' Equity, (v) the Consolidated Statements of Cash Flows and (vi) the Notes to the Consolidated Financial Statements. *
104	The cover page from our Annual Report on Form 10-K for the year ended December 31, 2021, formatted in iXBRL. *

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- # The Company hereby agrees to furnish supplementally to the Commission upon request any omitted exhibit or schedule.
- † This exhibit is a management contract or compensatory plan or agreement.
- * Filed herewith.
- ** This information is furnished and not filed for purposes of Section 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.

ITEM 16. FORM 10-K SUMMARY.

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on February 25, 2022.

PIPER SANDLER COMPANIES

By /s/ Chad R. Abraham
Name Chad R. Abraham
Its Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on February 25, 2022.

<u>SIGNATURE</u>	<u>TITLE</u>
<u>/s/ Chad R. Abraham</u> Chad R. Abraham	Chairman and Chief Executive Officer (Principal Executive Officer)
<u>/s/ Timothy L. Carter</u> Timothy L. Carter	Chief Financial Officer (Principal Financial and Accounting Officer)
<u>/s/ Jonathan J. Doyle</u> Jonathan J. Doyle	Director
<u>/s/ William R. Fitzgerald</u> William R. Fitzgerald	Director
<u>/s/ Victoria M. Holt</u> Victoria M. Holt	Director
<u>/s/ Robbin Mitchell</u> Robbin Mitchell	Director
<u>/s/ Thomas S. Schreier Jr.</u> Thomas S. Schreier Jr.	Director
<u>/s/ Sherry M. Smith</u> Sherry M. Smith	Director
<u>/s/ Philip E. Soran</u> Philip E. Soran	Director
<u>/s/ Brian R. Sterling</u> Brian R. Sterling	Director
<u>/s/ Scott C. Taylor</u> Scott C. Taylor	Director

