
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the Quarterly Period Ended March 31, 2025

OR

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

For the transition period from _____ to _____

Commission File Number: 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

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 is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes ☐ No ☒

As of May 1, 2025, the registrant had 17,756,738 shares of Common Stock outstanding.

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Part I. Financial Information

Item 1. Financial Statements.

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Piper Sandler Companies
Consolidated Statements of Financial Condition

	March 31, 2025	December 31, 2024
	(Unaudited)	
<i>(Amounts in thousands, except share data)</i>		
Assets		
Cash and cash equivalents	\$ 126,082	\$ 482,834
Receivables from brokers, dealers and clearing organizations	32,653	174,491
Financial instruments and other inventory positions owned:		
Financial instruments and other inventory positions owned	400,266	351,178
Financial instruments and other inventory positions owned and pledged as collateral	74,419	74,550
Total financial instruments and other inventory positions owned	474,685	425,728
Investments (including noncontrolling interests of \$168,389 and \$187,624, respectively)	261,608	281,962
Fixed assets (net of accumulated depreciation and amortization of \$111,212 and \$106,944, respectively)	66,546	59,400
Right-of-use lease assets	78,402	66,618
Goodwill	311,944	312,024
Intangible assets (net of accumulated amortization of \$162,851 and \$160,775, respectively)	105,304	107,504
Net deferred income tax assets	129,311	161,583
Other assets	233,966	183,792
Total assets	\$ 1,820,501	\$ 2,255,936
Liabilities and Shareholders' Equity		
Short-term financing	\$ 15,000	\$ 10,000
Payables to brokers, dealers and clearing organizations	765	5,862
Financial instruments and other inventory positions sold, but not yet purchased	86,616	76,982
Accrued compensation	173,994	563,088
Accrued lease liabilities	100,665	88,819
Other liabilities and accrued expenses	65,351	95,412
Total liabilities	442,391	840,163
Shareholders' equity:		
Common stock, \$0.01 par value:		
Shares authorized: 100,000,000;		
Shares issued: 19,559,123 and 19,557,804, respectively;		
Shares outstanding: 16,516,030 and 16,111,723, respectively	195	195
Additional paid-in capital	987,632	981,724
Retained earnings	556,400	561,746
Less: Common stock held in treasury, at cost: 3,043,093 shares and 3,446,081 shares, respectively	(330,711)	(314,656)
Accumulated other comprehensive loss	(43)	(1,179)
Total common shareholders' equity	1,213,473	1,227,830
Noncontrolling interests	164,637	187,943
Total shareholders' equity	1,378,110	1,415,773
Total liabilities and shareholders' equity	\$ 1,820,501	\$ 2,255,936

See Notes to the Consolidated Financial Statements

Piper Sandler Companies
Consolidated Statements of Operations
(Unaudited)

	Three Months Ended	
	March 31,	
<i>(Amounts in thousands, except per share data)</i>	2025	2024
Revenues		
Investment banking	\$ 278,932	\$ 230,523
Institutional brokerage	99,256	91,442
Interest income	9,963	8,306
Investment income/(loss)	(29,597)	14,168
Total revenues	358,554	344,439
Interest expense	1,282	1,383
Net revenues	357,272	343,056
Non-interest expenses		
Compensation and benefits	248,457	222,446
Outside services	14,718	12,422
Occupancy and equipment	18,227	16,036
Communications	14,779	13,229
Marketing and business development	13,474	10,763
Deal-related expenses	5,462	6,387
Trade execution and clearance	5,174	4,866
Intangible asset amortization	2,076	2,361
Other operating expenses	5,472	2,124
Total non-interest expenses	327,839	290,634
Income before income tax expense/(benefit)	29,433	52,422
Income tax expense/(benefit)	(7,335)	2,844
Net income	36,768	49,578
Net income/(loss) attributable to noncontrolling interests	(28,147)	7,085
Net income attributable to Piper Sandler Companies	\$ 64,915	\$ 42,493
Earnings per common share		
Basic	\$ 3.96	\$ 2.74
Diluted	\$ 3.65	\$ 2.43
Dividends declared per common share	\$ 3.65	\$ 1.60
Weighted average number of common shares outstanding		
Basic	16,378	15,499
Diluted	17,788	17,504

See Notes to the Consolidated Financial Statements

Piper Sandler Companies
Consolidated Statements of Comprehensive Income
(Unaudited)

	Three Months Ended	
	March 31,	
	2025	2024
<i>(Amounts in thousands)</i>		
Net income	\$ 36,768	\$ 49,578
Other comprehensive income, net of tax — Foreign currency translation adjustment	1,136	44
Comprehensive income	37,904	49,622
Comprehensive income/(loss) attributable to noncontrolling interests	(28,147)	7,085
Comprehensive income attributable to Piper Sandler Companies	\$ 66,051	\$ 42,537

See Notes to the Consolidated Financial Statements

Piper Sandler Companies
Consolidated Statements of Changes in Shareholders' Equity
(Unaudited)

	Common Shares Outstanding	Common Stock	Additional Paid-In Capital	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Loss	Total Common Shareholders' Equity	Noncontrolling Interests	Total Shareholders' Equity
<i>(Amounts in thousands, except share amounts)</i>									
Balance at December 31, 2024	16,111,723	\$ 195	\$ 981,724	\$ 561,746	\$(314,656)	\$ (1,179)	\$ 1,227,830	\$ 187,943	\$ 1,415,773
Net income/(loss)	—	—	—	64,915	—	—	64,915	(28,147)	36,768
Dividends	—	—	—	(70,261)	—	—	(70,261)	—	(70,261)
Amortization/issuance of restricted stock (1)	—	—	68,664	—	—	—	68,664	—	68,664
Issuance of treasury shares for options exercised	15,000	—	16	—	1,469	—	1,485	—	1,485
Issuance of treasury shares for restricted stock vestings	654,048	—	(63,105)	—	63,105	—	—	—	—
Repurchase of common stock from employees	(266,060)	—	—	—	(80,629)	—	(80,629)	—	(80,629)
Shares reserved/issued for director compensation	1,319	—	333	—	—	—	333	—	333
Other comprehensive income	—	—	—	—	—	1,136	1,136	—	1,136
Fund capital contributions, net	—	—	—	—	—	—	—	4,841	4,841
Balance at March 31, 2025	16,516,030	\$ 195	\$ 987,632	\$ 556,400	\$(330,711)	\$ (43)	\$ 1,213,473	\$ 164,637	\$ 1,378,110
Balance at December 31, 2023	15,200,149	\$ 195	\$ 988,136	\$ 454,358	\$(356,297)	\$ (894)	\$ 1,085,498	\$ 213,975	\$ 1,299,473
Net income	—	—	—	42,493	—	—	42,493	7,085	49,578
Dividends	—	—	—	(35,660)	—	—	(35,660)	—	(35,660)
Amortization/issuance of restricted stock (1)	—	—	60,185	—	—	—	60,185	—	60,185
Issuance of treasury shares for restricted stock vestings	730,695	—	(61,232)	—	61,232	—	—	—	—
Repurchase of common stock from employees	(288,977)	—	—	—	(52,091)	—	(52,091)	—	(52,091)
Shares reserved/issued for director compensation	555	—	106	—	—	—	106	—	106
Other comprehensive income	—	—	—	—	—	44	44	—	44
Fund capital contributions, net	—	—	—	—	—	—	—	3,395	3,395
Balance at March 31, 2024	15,642,422	\$ 195	\$ 987,195	\$ 461,191	\$(347,156)	\$ (850)	\$ 1,100,575	\$ 224,455	\$ 1,325,030

(1) Includes amortization of restricted stock issued in conjunction with the Company's acquisitions.

See Notes to the Consolidated Financial Statements

Piper Sandler Companies
Consolidated Statements of Cash Flows
(Unaudited)

	Three Months Ended March 31,	
	2025	2024
<i>(Amounts in thousands)</i>		
Operating Activities		
Net income	\$ 36,768	\$ 49,578
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization of fixed assets	4,213	4,258
Deferred income taxes	32,272	40,688
Stock-based compensation	31,161	26,825
Amortization of intangible assets	2,076	2,361
Amortization of forgivable loans	5,020	4,825
Decrease/(increase) in operating assets:		
Receivables from brokers, dealers and clearing organizations	141,838	35,606
Net financial instruments and other inventory positions owned	(39,323)	1,595
Investments	20,354	(27,387)
Other assets	(66,321)	(45,859)
Increase/(decrease) in operating liabilities:		
Payables to brokers, dealers and clearing organizations	(5,097)	2,404
Accrued compensation	(351,504)	(291,830)
Other liabilities and accrued expenses	(18,682)	(250)
Net cash used in operating activities	(207,225)	(197,186)
Investing Activities		
Purchases of fixed assets, net	(11,148)	(1,275)
Net cash used in investing activities	(11,148)	(1,275)
Financing Activities		
Net change in short-term financing	5,000	(30,000)
Payment of cash dividends	(70,261)	(35,660)
Increase in noncontrolling interests	4,841	3,395
Repurchase of common stock	(80,629)	(52,091)
Proceeds from stock option exercises	1,485	—
Net cash used in financing activities	(139,564)	(114,356)
Currency adjustment:		
Effect of exchange rate changes on cash	1,185	(323)
Net decrease in cash and cash equivalents	(356,752)	(313,140)
Cash and cash equivalents at beginning of period	482,834	383,098
Cash and cash equivalents at end of period	\$ 126,082	\$ 69,958
Supplemental disclosure of cash flow information		
Cash paid during the period for:		
Interest	\$ 1,225	\$ 1,300
Income taxes	\$ 168	\$ 127

See Notes to the Consolidated Financial Statements

Piper Sandler Companies
Notes to the Consolidated Financial Statements
(Unaudited)

NOTE 1 | ORGANIZATION AND BASIS OF PRESENTATION

Organization

Piper Sandler Companies is the parent company of Piper Sandler & Co. ("Piper Sandler"), 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 ("U.K."); Piper Sandler Investment Group Inc., PSC Capital Management LLC, PSC Capital Management II LLC and PSC Capital Management III LLC, entities providing alternative asset management services; Piper Sandler Hedging Services, LLC, an entity that assists clients with hedging strategies; Piper Sandler Financial Products II Inc., an entity that facilitates derivative transactions; and other immaterial subsidiaries.

Piper Sandler Companies and its subsidiaries (collectively, the "Company") operate in one reporting segment providing 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, profits and losses from trading these securities, and fees for research services and corporate access offerings. 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.

Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles ("U.S. GAAP") for interim financial information and the rules and regulations of the Securities and Exchange Commission ("SEC"). Pursuant to this guidance, certain information and disclosures have been omitted that are included within the complete annual financial statements. Except as disclosed herein, there have been no material changes in the information reported in the financial statements and related disclosures in the Company's Annual Report on Form 10-K for the year ended December 31, 2024.

The consolidated financial statements 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.

Management is required 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.

NOTE 2 | SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Refer to the Company's Annual Report on Form 10-K for the year ended December 31, 2024 for a full description of the Company's significant accounting policies.

Piper Sandler Companies
Notes to the Consolidated Financial Statements
(Unaudited)

NOTE 3 | RECENT ACCOUNTING PRONOUNCEMENTS**Future Adoption of New Applicable Accounting Standards*****Improvements to Income Tax Disclosures***

In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2023-09, "Improvements to Income Tax Disclosures" ("ASU 2023-09"). This guidance enhances the annual income tax disclosure requirements by requiring disaggregated information related to the effective tax rate reconciliation and income taxes paid, as well as other disclosure requirements. ASU 2023-09 is effective for annual periods beginning after December 15, 2024, with early adoption permitted. The Company is currently assessing the impact of ASU 2023-09 on its financial statement disclosures.

Disaggregation of Income Statement Expenses

In November 2024, the FASB issued ASU No. 2024-03, "Disaggregation of Income Statement Expenses" ("ASU 2024-03"). This guidance enhances the disclosure of income statement expenses by requiring disaggregated information about certain income statement expense line items. ASU 2024-03 is effective for annual periods beginning after December 15, 2026 and interim periods beginning after December 15, 2027. Early adoption is permitted. The Company is currently assessing the impact of ASU 2024-03 on its financial statement disclosures.

NOTE 4 | ACQUISITIONS

The following acquisition was accounted for pursuant to FASB Accounting Standards Codification Topic 805, "Business Combinations." Accordingly, the purchase price was allocated to the acquired assets and liabilities assumed based on their estimated fair values as of the acquisition date. 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 acquisition.

Aviditi Capital Advisors, LLC ("Aviditi Advisors")

On August 23, 2024, the Company completed the acquisition of Aviditi Advisors, an alternative investment bank providing full lifecycle services to financial sponsors, global alternative investment managers and limited partner investors. The acquisition added private capital advisory capabilities to the platform. The purchase price consisted of cash consideration, equity consideration, contingently returnable consideration and contingent consideration. The net assets acquired by the Company, including measurement period adjustments, were \$34.5 million.

The Company recorded \$10.2 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 Aviditi Advisors. Identifiable intangible asset purchased by the Company consisted of customer relationships with an acquisition date fair value of \$1.5 million.

Refer to the Company's Annual Report on Form 10-K for the year ended December 31, 2024 for the full disclosure of the Company's acquisition of Aviditi Advisors.

Piper Sandler Companies
Notes to the Consolidated Financial Statements
(Unaudited)

NOTE 5 | RECEIVABLES FROM AND PAYABLES TO BROKERS, DEALERS AND CLEARING ORGANIZATIONS

<i>(Amounts in thousands)</i>	March 31, 2025	December 31, 2024
Receivables from brokers, dealers and clearing organizations		
Receivable from clearing organizations	\$ 17,852	\$ 154,409
Receivable from brokers and dealers	14,801	20,082
Total receivables from brokers, dealers and clearing organizations	\$ 32,653	\$ 174,491
Payables to brokers, dealers and clearing organizations		
Payable to brokers and dealers	\$ 765	\$ 5,862
Total payables to brokers, dealers and clearing organizations	\$ 765	\$ 5,862

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 of trading activity. The Company's fully disclosed clearing agreement includes a covenant requiring Piper Sandler to maintain excess net capital of \$120 million.

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.

Piper Sandler Companies
Notes to the Consolidated Financial Statements
(Unaudited)

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.

Convertible Securities

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

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 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 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.

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 therefore are 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.

Asset-Backed Securities

Asset-backed securities are valued using recently executed observable trades, when available, and therefore are generally categorized as Level II. Certain asset-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. Accordingly, these asset-backed securities are categorized as Level II.

Piper Sandler Companies
Notes to the Consolidated Financial Statements
(Unaudited)

U.S. Government Agency Securities

U.S. government agency securities include agency debt bonds, mortgage bonds and Small Business Administration ("SBA") loans. 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 and are categorized as Level II. The Company purchases the guaranteed portions of SBA loans, which are aggregated into pools for securitization and sold in the secondary market. Prior to securitization, the SBA loans are valued using third-party price quotations. The securitized pools of SBA loans are valued using direct price quotations or price quotations for comparable securities and are generally 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 are 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, U.S. treasury bond futures, and equity option contracts. 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 Municipal Market Data ("MMD") curve. These instruments are classified as Level III.

Investments

The Company's investments valued at fair value include equity investments in private companies and mutual funds related to deferred compensation plans. 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")), discounted cash flow analyses 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. Certain underlying securities, as well as investments in mutual funds, are valued based on quoted prices from the exchange for identical assets 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. See Note 16 for additional information about the Company's deferred compensation plans.

Piper Sandler Companies
Notes to the Consolidated Financial Statements
(Unaudited)

The following table summarizes the valuation of the Company's financial instruments by pricing observability levels defined in FASB Accounting Standards Codification Topic 820, "Fair Value Measurement" ("ASC 820") as of March 31, 2025:

(Amounts in thousands)	Level I	Level II	Level III	Counterparty and Cash Collateral Netting (1)	Total
Assets					
Financial instruments and other inventory positions owned:					
Corporate securities:					
Convertible securities	\$ —	\$ 132,054	\$ —	\$ —	\$ 132,054
Equity securities	727	9,178	—	—	9,905
Fixed income securities	—	5,007	—	—	5,007
Municipal securities:					
Taxable securities	—	34,085	—	—	34,085
Tax-exempt securities	—	124,953	282	—	125,235
Short-term securities	—	42,808	—	—	42,808
Asset-backed securities	—	39,685	—	—	39,685
U.S. government agency securities	—	79,026	—	—	79,026
U.S. government securities	1,383	—	—	—	1,383
Derivative contracts	—	7,037	4,356	(5,896)	5,497
Total financial instruments and other inventory positions owned	2,110	473,833	4,638	(5,896)	474,685
Cash equivalents	102,912	—	—	—	102,912
Investments at fair value (2)	80,022	—	166,264	—	246,286
Total assets	\$ 185,044	\$ 473,833	\$ 170,902	\$ (5,896)	\$ 823,883
Liabilities					
Financial instruments and other inventory positions sold, but not yet purchased:					
Corporate securities:					
Equity securities	\$ 43,939	\$ —	\$ —	\$ —	\$ 43,939
Fixed income securities	—	2,131	—	—	2,131
U.S. government securities	39,471	—	—	—	39,471
Derivative contracts	—	4,909	2,278	(6,112)	1,075
Total financial instruments and other inventory positions sold, but not yet purchased	\$ 83,410	\$ 7,040	\$ 2,278	\$ (6,112)	\$ 86,616

(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 \$168.4 million attributable to unrelated third-party ownership in consolidated alternative asset management funds, of which \$126.9 million is classified as Level III.

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The following table summarizes the valuation of the Company's financial instruments by pricing observability levels defined in ASC 820 as of December 31, 2024:

(Amounts in thousands)	Level I	Level II	Level III	Counterparty and Cash Collateral Netting (1)	Total
Assets					
Financial instruments and other inventory positions owned:					
Corporate securities:					
Convertible securities	\$ —	\$ 136,176	\$ —	\$ —	\$ 136,176
Equity securities	2	—	—	—	2
Fixed income securities	—	1,583	—	—	1,583
Municipal securities:					
Taxable securities	—	21,171	—	—	21,171
Tax-exempt securities	—	126,672	273	—	126,945
Short-term securities	—	1,075	—	—	1,075
Asset-backed securities	—	50,188	—	—	50,188
U.S. government agency securities	—	78,256	—	—	78,256
U.S. government securities	4,633	—	—	—	4,633
Derivative contracts	—	10,185	1,819	(6,305)	5,699
Total financial instruments and other inventory positions owned	4,635	425,306	2,092	(6,305)	425,728
Cash equivalents	446,844	—	—	—	446,844
Investments at fair value (2)	90,348	—	176,970	—	267,318
Total assets	\$ 541,827	\$ 425,306	\$ 179,062	\$ (6,305)	\$ 1,139,890
Liabilities					
Financial instruments and other inventory positions sold, but not yet purchased:					
Corporate securities:					
Equity securities	\$ 19,740	\$ —	\$ —	\$ —	\$ 19,740
Fixed income securities	—	614	—	—	614
U.S. government securities	54,249	—	—	—	54,249
Derivative contracts	—	8,080	991	(6,692)	2,379
Total financial instruments and other inventory positions sold, but not yet purchased	\$ 73,989	\$ 8,694	\$ 991	\$ (6,692)	\$ 76,982

(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 \$187.6 million attributable to unrelated third-party ownership in consolidated alternative asset management funds, of which \$136.3 million is classified as Level III.

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

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At March 31, 2025, the Company's Level I investments at fair value included \$25.6 million of equity securities subject to contractual sale restrictions, of which \$7.2 million will expire in the third quarter of 2025. The contractual sale restrictions on the remaining \$18.4 million of equity securities are in effect during certain trading windows.

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

	Level III			
	Assets			Liabilities
	Tax-Exempt Municipal Securities	Derivative Contracts	Investments at Fair Value	Derivative Contracts
<i>(Amounts in thousands)</i>				
Balance at December 31, 2024	\$ 273	\$ 1,819	\$ 176,970	\$ 991
Purchases	—	—	11,486	—
Sales	—	—	—	—
Settlements	—	(100)	—	(42)
Transfers in	—	—	—	—
Transfers out (1)	—	—	(8,182)	—
Total realized and unrealized gains/(losses)	9	2,637	(14,010)	1,329
Balance at March 31, 2025	\$ 282	\$ 4,356	\$ 166,264	\$ 2,278
Balance at December 31, 2023	\$ 2,869	\$ 5,834	\$ 224,280	\$ 7,962
Purchases	—	—	12,000	—
Sales	(1,901)	—	—	—
Settlements	—	(2,842)	—	(1,434)
Transfers in	—	—	—	—
Transfers out (1)	—	—	(13,219)	—
Total realized and unrealized (losses)	(692)	(238)	(5,368)	(1,957)
Balance at March 31, 2024	\$ 276	\$ 2,754	\$ 217,693	\$ 4,571
Unrealized gains/(losses) for assets/liabilities held at:				
March 31, 2025	\$ 9	\$ 3,000	\$ (14,010)	\$ 1,638
March 31, 2024	\$ 9	\$ 227	\$ (834)	\$ (288)

(1) Transfers out of Level III are primarily due to unobservable inputs becoming observable.

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/(loss) on the consolidated statements of operations.

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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 March 31, 2025:

	Valuation Technique	Unobservable Input	Range	Weighted Average (1)
Assets				
Tax-exempt municipal securities	Discounted cash flow	Expected recovery rate (% of par) (3)	0 - 25%	13.4%
Derivative contracts	Discounted cash flow	Premium over the MMD curve in basis points ("bps") (3)	2 - 42 bps	18.6 bps
Investments at fair value (2)	Market approach	Revenue multiple (3)	1 - 10 times	6.4 times
		EBITDA multiple (3)	11 - 15 times	13.0 times
	Discounted cash flow	Discount rate (4)	20 - 25%	23.8%
Liabilities				
Derivative contracts	Discounted cash flow	Premium over the MMD curve in bps (4)	0 - 43 bps	8.2 bps

(1) Unobservable inputs were weighted by the relative fair value of the financial instruments.

(2) As of March 31, 2025, the Company had \$166.3 million of Level III investments at fair value, of which \$74.4 million was valued based on a recent round of independent financing.

(3) There is uncertainty in the determination of fair value. Significant increase/(decrease) in the unobservable input in isolation would have resulted in a significantly higher/(lower) fair value measurement.

(4) There is uncertainty in the determination of fair value. Significant increase/(decrease) in the unobservable input in isolation would have resulted in a significantly lower/(higher) fair value measurement.

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NOTE 7 | FINANCIAL INSTRUMENTS AND OTHER INVENTORY POSITIONS

<i>(Amounts in thousands)</i>	March 31, 2025	December 31, 2024
<i>Financial instruments and other inventory positions owned</i>		
Corporate securities:		
Convertible securities	\$ 132,054	\$ 136,176
Equity securities	9,905	2
Fixed income securities	5,007	1,583
Municipal securities:		
Taxable securities	34,085	21,171
Tax-exempt securities	125,235	126,945
Short-term securities	42,808	1,075
Asset-backed securities	39,685	50,188
U.S. government agency securities	79,026	78,256
U.S. government securities	1,383	4,633
Derivative contracts	5,497	5,699
Total financial instruments and other inventory positions owned	\$ 474,685	\$ 425,728
<i>Financial instruments and other inventory positions sold, but not yet purchased</i>		
Corporate securities:		
Equity securities	\$ 43,939	\$ 19,740
Fixed income securities	2,131	614
U.S. government securities	39,471	54,249
Derivative contracts	1,075	2,379
Total financial instruments and other inventory positions sold, but not yet purchased	\$ 86,616	\$ 76,982

At March 31, 2025 and December 31, 2024, financial instruments and other inventory positions owned in the amount of \$74.4 million and \$74.6 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

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 instances, the Company has only hedged interest rate risk with a third party, and retains uncollateralized credit risk as described below. These instruments use rates based upon the Secured Overnight Financing Rate ("SOFR") index, the MMD index or the Securities Industry and Financial Markets Association ("SIFMA") index.

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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 index. The Company also enters into equity option contracts to hedge market value risk associated with its convertible securities. The Company may enter into credit default swap contracts to hedge credit spread risk associated with the debt instruments held in our trading inventory. These instruments use rates based upon the Credit Default Swap Index ("CDX").

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:

(Amounts in thousands)	March 31, 2025			December 31, 2024		
	Derivative Assets (1)	Derivative Liabilities (2)	Notional Amount	Derivative Assets (1)	Derivative Liabilities (2)	Notional Amount
Derivative Category						
Interest rate:						
Customer matched-book	\$ 8,500	\$ 6,240	\$ 344,933	\$ 10,906	\$ 8,629	\$ 393,860
Trading securities	2,893	947	210,776	1,098	442	171,333
	<u>\$ 11,393</u>	<u>\$ 7,187</u>	<u>\$ 555,709</u>	<u>\$ 12,004</u>	<u>\$ 9,071</u>	<u>\$ 565,193</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:

(Amounts in thousands)	Derivative Category	Operations Category	Three Months Ended	
			March 31,	
			2025	2024
	Interest rate derivative contract	Investment banking	\$ —	\$ (84)
	Interest rate derivative contract	Institutional brokerage	1,244	311
			<u>\$ 1,244</u>	<u>\$ 227</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 Company's derivative contracts are generally collateralized by its counterparties, who are major financial institutions. As of March 31, 2025, the Company had \$5.2 million of uncollateralized credit exposure with three counterparties (notional contract amount of \$75.4 million), including \$4.4 million of uncollateralized credit exposure with one counterparty.

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NOTE 8 | INVESTMENTS

<i>(Amounts in thousands)</i>	March 31, 2025	December 31, 2024
Investments at fair value	\$ 246,286	\$ 267,318
Investments at cost	281	281
Investments accounted for under the equity method	15,041	14,363
Total investments	261,608	281,962
Less: Investments attributable to noncontrolling interests (1)	(168,389)	(187,624)
Total investments attributable to Piper Sandler Companies	\$ 93,219	\$ 94,338

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

At March 31, 2025, investments carried on a cost basis had an estimated fair market value of \$0.3 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 9 | 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, 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.

Consolidated VIEs

The Company's consolidated VIEs include 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 alternative asset management funds that are consolidated by the Company and included on the consolidated statements of financial condition. The assets can only be used to settle the liabilities of the respective fund, and the creditors of the funds do not have recourse to the general credit of the Company. The alternative asset management funds have a combined \$56.0 million of bank line financing available with interest rates based on SOFR plus an applicable margin. The assets and liabilities are presented prior to consolidation, and thus a portion of these assets and liabilities is eliminated in consolidation.

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<i>(Amounts in thousands)</i>	March 31, 2025	December 31, 2024
Assets		
Cash and cash equivalents	\$ 4,419	\$ 10,078
Investments	214,507	236,138
Other assets	10	1,099
Total assets	\$ 218,936	\$ 247,315
Liabilities		
Other liabilities and accrued expenses	\$ 8,729	\$ 12,166
Total liabilities	\$ 8,729	\$ 12,166

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 16 for additional information on the Company's 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 \$1.07 billion and \$1.09 billion at March 31, 2025 and December 31, 2024, respectively. The Company's exposure to loss from these VIEs is \$15.0 million, which is the carrying value of its capital contributions recorded in investments on the consolidated statements of financial condition at March 31, 2025. The Company had no liabilities related to these VIEs at March 31, 2025 and December 31, 2024. Furthermore, the Company has not provided financial or other support to these VIEs that it was not previously contractually required to provide as of March 31, 2025.

NOTE 10 | OTHER ASSETS

<i>(Amounts in thousands)</i>	March 31, 2025	December 31, 2024
Installment fee receivables	\$ 43,775	\$ 43,993
Fee receivables	84,001	53,189
Forgivable employee loans	58,507	45,526
Prepaid expenses	18,439	26,478
Income tax receivables	13,167	—
Other	16,077	14,606
Total other assets	\$ 233,966	\$ 183,792

The Company's installment fee receivables and forgivable employee loans are carried at amortized cost, which approximates fair value, and would be categorized as Level II assets in the fair value hierarchy if they were carried at fair value.

The Company estimates the allowance for credit losses using relevant available information from internal and external sources relating to historical credit loss experience, current economic conditions and reasonable and supportable forecasts that could potentially affect the collectibility of the reported amounts. The allowance for credit losses was immaterial at March 31, 2025 and December 31, 2024.

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NOTE 11 | SHORT-TERM FINANCING

Unsecured Revolving Credit Facility

The Company has an unsecured \$120 million revolving credit facility with U.S. Bank N.A. The credit agreement will terminate on December 20, 2027, unless otherwise terminated. The interest rate is variable and based on either the federal funds rate or prime rate plus an applicable margin. This credit facility includes customary events of default and covenants that, among other things, require the Company's U.S. broker dealer subsidiary to maintain a minimum regulatory net capital of \$120 million, limit the Company's leverage ratio, require maintenance of a minimum ratio of operating cash flow to fixed charges, and impose certain limitations on the Company's ability to make acquisitions and make payments on its capital stock. At March 31, 2025 and December 31, 2024, there were \$10.0 million of advances against this credit facility, with a weighted average interest rate of 6.33 percent.

Secured Revolving Credit Facility

The Company has a \$30 million revolving credit facility with Cadence Bank. Advances under this facility are secured by certain installment fee receivables. The credit agreement will terminate on August 23, 2027, unless otherwise terminated. The interest rate is variable and based on either the federal funds rate, prime rate, or SOFR plus an applicable margin. This credit facility includes customary events of default and covenants that, among other things, require the Company's U.S. broker dealer subsidiary to maintain a minimum regulatory net capital of \$120 million, limit the Company's leverage ratio, require maintenance of a minimum fixed charge coverage ratio, and impose certain limitations on the Company's ability to make acquisitions and make payments on its capital stock. At March 31, 2025, there were \$5.0 million of advances against this credit facility, with a weighted average interest rate of 6.41 percent. At December 31, 2024, the Company had no advances against this credit facility.

NOTE 12 | LEASES

The Company leases office space throughout the U.S. and in a limited number of foreign countries where its international operations reside. Aggregate minimum lease payments on an undiscounted basis for the Company's operating leases and a reconciliation to accrued lease liabilities included on the consolidated statements of financial condition as of March 31, 2025 were as follows:

(Amounts in thousands)

Remainder of 2025	\$	20,797
2026		26,039
2027		24,101
2028		16,034
2029		14,393
Thereafter		66,603
Total operating lease payments		167,967
Less: Tenant improvement allowances		(14,557)
Less: Present value discount		(52,745)
Total accrued lease liabilities	\$	100,665

The following table summarizes the Company's operating lease costs:

	Three Months Ended	
	March 31,	
	2025	2024
<i>(Amounts in millions)</i>		
Operating lease costs	\$ 6.5	\$ 5.5
Operating lease costs related to short-term leases	0.1	0.1

At March 31, 2025, the weighted average remaining lease term for operating leases was 8.0 years and the weighted average discount rate was 5.7 percent.

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NOTE 13 | 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 accrues for potential losses resulting from pending and potential legal actions, investigations and regulatory proceedings when such losses are probable and reasonably estimable. 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 develop before a probability of loss can be determined 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 accruals 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 any prior accruals, that pending legal actions, investigations and regulatory proceedings will be resolved with no material adverse effect on the financial condition, results of operations or cash flows of the Company.

If during any period a potential adverse contingency becomes probable or is resolved for an amount in excess of the established accrual, 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. Reasonably possible losses in excess of amounts accrued at March 31, 2025 are not material.

Litigation-related accrual activity included within other operating expenses was immaterial for the three months ended March 31, 2025 and included a \$3.5 million reversal of other operating expenses for the three months ended March 31, 2024.

NOTE 14 | SHAREHOLDERS' EQUITY**Dividends**

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

During the three months ended March 31, 2025, the Company declared and paid both a quarterly and a special cash dividend on its common stock of \$0.65 and \$3.00 per share, respectively. The special cash dividend related to the Company's fiscal year 2024 results. Total dividends paid, including accrued forfeitable dividends paid on restricted stock vestings, were \$70.3 million for the three months ended March 31, 2025.

On May 2, 2025, the board of directors declared a quarterly cash dividend on its common stock of \$0.65 per share to be paid on June 13, 2025, to shareholders of record as of the close of business on May 30, 2025.

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Share Repurchases

The Company purchases shares of common stock pursuant to share repurchase programs authorized by the Company's board of directors. The Company also purchases shares of common stock from restricted stock award recipients upon the award vesting as recipients sell shares to meet their employment tax obligations.

The following table summarizes the repurchase programs authorized by the Company's board of directors:

Effective Date	Authorized Amount	Expiration Date	Remaining Authorization at March 31, 2025
February 5, 2025	\$150.0 million	December 31, 2026	\$150.0 million
May 6, 2022	\$150.0 million	December 31, 2024	\$—

During the three months ended March 31, 2025 and 2024, the Company did not repurchase shares of common stock related to its share repurchase programs.

The following table summarizes the Company's share repurchase activity from employees related to employment tax obligations:

	Three Months Ended March 31,	
	2025	2024
Common shares repurchased	266,060	288,977
Aggregate purchase price (in millions)	\$ 80.6	\$ 52.1
Average price per share	\$ 303.05	\$ 180.26

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 16. During the three months ended March 31, 2025 and 2024, the Company issued 669,048 shares and 730,695 shares, respectively, related to these obligations.

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/(loss) attributable to noncontrolling interests is deducted from consolidated net income to determine net income attributable to the Company. The Company does not have other comprehensive income or loss attributable to noncontrolling interests.

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NOTE 15 | BUSINESS SEGMENT AND REVENUES INFORMATION

The Company's activities as an investment bank and institutional securities firm constitute a single business segment. Revenues for the Company are derived from investment banking services and institutional sales, trading and research services. The Company is organized as one reportable segment in order to maximize the value provided to clients by leveraging the diversified expertise and broad relationships of its experienced professionals across the Company. Substantially all of the Company's net revenues and long-lived assets are located in the U.S. The accounting policies for the reportable segment are the same as those described in Note 2.

The Company's chief operating decision maker ("CODM") is the chief executive officer. The CODM, who manages business activities on a consolidated basis, considers monthly plan-to-actual variances of net income attributable to Piper Sandler Companies in assessing performance, determining compensation and making decisions about the use of capital, including repurchases of common stock, dividend payments, and acquisitions.

The CODM evaluates the performance and allocates resources of the reportable segment based on net income attributable to Piper Sandler Companies as reported on the consolidated statements of operations. For the three months ended March 31, 2025 and 2024, net income attributable to Piper Sandler Companies was \$64.9 million and \$42.5 million, respectively. The significant expense categories of the reportable segment are consistent with the presentation of non-interest expenses on the consolidated statements of operations. The measure of reportable segment assets is reported on the consolidated statements of financial condition as total assets. At March 31, 2025 and December 31, 2024, total assets were \$1.82 billion and \$2.26 billion, respectively.

The components of net revenues are as follows:

	Three Months Ended March 31,	
	2025	2024
<i>(Amounts in thousands)</i>		
Revenues		
<i>Investment banking:</i>		
Advisory services	\$ 216,800	\$ 157,189
Corporate financing	35,729	52,581
Municipal financing	26,403	20,753
Total investment banking	278,932	230,523
<i>Institutional brokerage:</i>		
Equity brokerage	54,254	49,488
Fixed income services	45,002	41,954
Total institutional brokerage	99,256	91,442
Interest income	9,963	8,306
Investment income/(loss)	(29,597)	14,168
Total revenues	358,554	344,439
Interest expense	1,282	1,383
Net revenues	\$ 357,272	\$ 343,056

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NOTE 16 | COMPENSATION PLANS

Stock-Based Compensation Plans

The Company has four outstanding stock-based compensation plans: the Amended and Restated 2003 Annual and Long-Term Incentive Plan (the "Incentive Plan"), the 2020 Employment Inducement Award Plan (the "2020 Inducement Plan"), the 2022 Employment Inducement Award Plan (the "2022 Inducement Plan") and the 2024 Employment Inducement Award Plan (the "2024 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 applicable) as of March 31, 2025:

Restricted stock	
Restricted stock related to compensation plans:	
Annual grants	404,782
Sign-on grants	120,945
Inducement grants	16,065
2020 Inducement Plan grants	24,320
2022 Inducement Plan grants	94,957
2024 Inducement Plan grants	43,271
Total restricted stock related to compensation plans	704,340
Restricted stock related to acquisitions (1)	620,131
Total restricted stock	1,324,471
Restricted stock units	113,685
Stock options	133,667

(1) Includes restricted stock with service conditions issued in conjunction with certain acquisitions.

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 10.9 million shares of common stock (1.8 million shares remained available for future issuance under the Incentive Plan as of March 31, 2025). 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.

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" or "Inducement Grants").

Piper Sandler Companies
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The Company's Annual Grants are made each year in February. Annual Grants vest ratably over three or four years in equal installments. Substantially all 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 these Annual Grants, and that the post-termination restrictions do not meet the criteria for an in-substance service condition, as defined by FASB Accounting Standards Codification Topic 718, "Compensation — Stock Compensation." Accordingly, restricted stock granted as part of these 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 2024 for its February 2025 Annual Grant. If an equity award related to these 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.

Inducement Grants are issued as a retention tool in conjunction with certain acquisitions. During 2022, the Company granted \$9.3 million (65,125 shares) in restricted stock under the Incentive Plan in conjunction with its acquisitions of Cornerstone Macro Research LP, including its subsidiary, Cornerstone Macro LLC (collectively, "Cornerstone Macro") and Stamford Partners LLP. These restricted shares are subject to graded vesting, and employees must fulfill service requirements in exchange for the rights to the restricted shares. Compensation expense is amortized on a straight-line basis over the requisite service period, generally three to four 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"). Restricted stock units 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. The performance condition requires the Company to achieve certain average adjusted return on equity targets, as defined in the terms of the award agreements. The market condition requires the Company to achieve a certain total shareholder return ("TSR") relative to members of a predetermined peer group. 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 the specified targets during each performance period. The maximum payout leverage by grant year is as follows:

Grant Year	Maximum Payout Leverage		
	Performance Condition	Market Condition	Total
2025	75%	75%	150%
2024	75%	75%	150%
2023	100%	100%	200%
2022	75%	75%	150%
2021	75%	75%	150%

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The fair value of the performance condition 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 Company reevaluates achievement of the performance condition by grant year 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 March 31, 2025, the expected payout leverage for the performance condition portion of the award by grant year is as follows:

Grant Year	Expected Payout Leverage
2025	75%
2024	75%
2023	60%

The market condition must be met for the market condition portion of the award to vest. Compensation expense will be recognized regardless if the market condition is satisfied, and is amortized on a straight-line basis over the 36-month requisite service period (or earlier if age and service conditions are met, as described below). Employees forfeit unvested restricted stock units upon termination of employment with a corresponding reversal of compensation expense. The fair value of the market condition portion of the award was determined on the grant date using a Monte Carlo simulation with the following assumptions:

Grant Year	Vesting Year	Risk-Free Interest Rate	Expected Stock Price Volatility
2025	2028	4.32%	34.0%
2024	2027	4.38%	34.3%
2023	2026	4.35%	47.5%
2022	2025	1.80%	43.8%
2021	2024	0.23%	43.2%

Because the vesting of the market condition portion of the award depends on the Company's TSR 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. 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.

Stock Options

On February 15, 2023 and 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 respective date of grant. The exercise price per share is equal to the closing price on the respective date of grant plus ten percent. These options are subject to graded vesting, beginning on the third anniversary of the respective grant date, so long as the employee remains continuously employed by the Company. The maximum term of these stock options is ten years.

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

	February 2023	February 2018
	Grant	Grant
Risk-free interest rate	3.94 %	2.82 %
Dividend yield	3.21 %	3.22 %
Expected stock price volatility	38.50 %	37.20 %
Expected life of options (in years)	7.0	7.0
Fair value of options granted (per share)	\$ 46.71	\$ 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. The expected life of options assumption was determined using the simplified method due to the Company's limited exercise information. The simplified method calculates the expected term as the midpoint of the vesting term and the original contractual term of the options.

Inducement Plans

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

The Company established the 2020 Inducement Plan in conjunction with its acquisition of SOP Holdings, LLC and its subsidiaries, including Sandler O'Neill & Partners, L.P. On January 3, 2020, the Company granted \$96.9 million (1,217,423 shares) in restricted stock. These restricted shares had 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 The Valence Group. These restricted shares were subject to graded vesting through April 3, 2025.

The Company established the 2022 Inducement Plan in conjunction with its acquisition of DBO Partners Holding LLC, including its subsidiary, DBO Partners LLC. On October 7, 2022, the Company granted \$17.4 million (161,030 shares) in restricted stock. These restricted shares are generally subject to ratable vesting over a five-year vesting period.

The Company established the 2024 Inducement Plan in conjunction with its acquisition of Aviditi Advisors. On August 23, 2024, the Company granted \$11.8 million (42,980 shares) in restricted stock. These restricted shares have both ratable and graded vesting terms with vesting periods of three or five years.

Stock-Based Compensation Activity

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

	Three Months Ended	
	March 31,	
	2025	2024
<i>(Amounts in millions)</i>		
Stock-based compensation expense	\$ 30.8	\$ 26.7
Forfeitures	0.3	0.5
Tax benefit related to stock-based compensation expense	5.7	4.0

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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, 2024	1,740,128	\$ 128.01
Granted	169,859	309.59
Vested	(584,355)	127.43
Canceled	(1,161)	251.98
March 31, 2025	1,324,471	\$ 151.45

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, 2024	152,318	\$ 169.34
Granted	31,060	298.65
Vested	(69,693)	148.90
Canceled	—	—
March 31, 2025	113,685	\$ 217.19

As of March 31, 2025, there was \$71.3 million of total unrecognized compensation cost related to restricted stock and restricted stock units expected to be recognized over a weighted average period of 3.1 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, 2024	148,667	\$ 135.20	5.7	\$ 24,492,634
Granted	—	—		
Exercised	(15,000)	99.00		3,000,762
Canceled	—	—		
Expired	—	—		
March 31, 2025	133,667	\$ 139.26	5.7	\$ 14,488,936
Options exercisable at March 31, 2025	58,667	\$ 99.00	2.9	\$ 8,721,436

As of March 31, 2025, there was \$2.0 million of unrecognized compensation cost related to stock options expected to be recognized over a weighted average period of 2.9 years. There was no tax benefit recorded as a result of stock option exercises for the three months ended March 31, 2025.

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Deferred Compensation Plans

The Company maintains various deferred compensation arrangements for employees as described below.

Mutual Fund Restricted Share Investment Plan

The Mutual Fund Restricted Share ("MFRS") Investment Plan is a fully funded deferred compensation plan which allows eligible employees to receive a portion of their incentive compensation or retention awards in restricted mutual fund shares of investment funds. Compensation expense for MFRS awards is recognized over the period in which the award is deemed to be earned, as discussed below. Forfeitures of MFRS awards are recorded as a reduction of compensation and benefits expense within the consolidated statements of operations.

The Company grants MFRS awards to qualifying employees in February of each year ("Annual MFRS Awards"). Annual MFRS Awards represent a portion of these employees' compensation for performance in the preceding year, similar to the Company's Annual Grants. Annual MFRS Awards vest ratably over three or four years in equal installments. Annual MFRS Awards 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. Annual MFRS Awards are owned by employee recipients (subject to the aforementioned vesting restrictions) and as such are not included on the consolidated statements of financial condition.

The Company also grants MFRS awards for retention purposes ("Retention MFRS Awards"). As employees must fulfill service requirements in exchange for rights to these awards, compensation expense is amortized on a straight-line basis over the requisite service period. Retention MFRS Awards have both ratable and graded vesting terms with vesting periods of three to five years. The Company purchased selected mutual funds to economically hedge its obligation related to the Retention MFRS Awards. These amounts are included in investments on the consolidated statements of financial condition. The related compensation liability is included in accrued compensation on the consolidated statements of financial condition. Changes in the fair value of the investments made by the Company are reported in investment income/(loss) and changes in the corresponding compensation liability are reflected as compensation and benefits expense on the consolidated statements of operations.

Nonqualified Deferred Compensation Plan

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. The investments in the grantor trust consist of mutual funds which are categorized as Level I in the fair value hierarchy. These investments totaled \$16.1 million and \$22.0 million as of March 31, 2025 and December 31, 2024, 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/(loss) and changes in the corresponding deferred compensation liability are reflected as compensation and benefits expense on the consolidated statements of operations.

Piper Sandler Companies
Notes to the Consolidated Financial Statements
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Acquisition-Related Compensation Arrangements

In conjunction with the 2024 acquisition of Aviditi Advisors, additional cash of up to \$86.3 million may be earned if certain net revenue targets are achieved during the performance period from August 23, 2024 to December 31, 2028. Certain amounts may be earned by Aviditi Advisors' non-employee equity owners with no service requirements. The Company recorded a liability as of the acquisition date for the fair value of this contingent consideration, which was included in the purchase price. Adjustments to this liability after the acquisition date, if any, will be recorded as non-compensation expense on the consolidated statements of operations. The remaining amounts may be earned by employee owners in exchange for service requirements. Amounts estimated to be payable, if any, will be recorded as compensation expense on the consolidated statements of operations over the respective requisite service period. If earned, amounts will be paid on various dates through the second quarter of 2029.

In conjunction with the 2022 acquisition of Cornerstone Macro, additional cash of up to \$27.8 million was available to be earned based on achieving a net revenue target during the performance period from July 1, 2022 to December 31, 2023. Of the total amount, up to \$6.0 million was available to be earned by Cornerstone Macro's equity owners with no service requirements. The Company paid the maximum amount of \$6.0 million related to this additional cash payment in the second quarter of 2024. The remaining amount may be earned by the equity owners, whom are now employees of the Company, and certain employees in exchange for service requirements. Amounts estimated to be payable, if any, will be recorded as compensation expense on the consolidated statements of operations over the requisite service period, and will be paid by June 30, 2025 and June 30, 2026. As of March 31, 2025, the Company expects \$5.2 million will be earned and has accrued \$3.8 million related to these additional cash payments. The Company recorded \$0.3 million and \$0.8 million in compensation expense related to these additional cash payments for the three months ended March 31, 2025 and 2024, respectively.

In conjunction with the 2020 acquisition of TRS Advisors LLC, additional cash was available to be earned by certain employees if a revenue threshold was exceeded during the three-year post-acquisition period (the "TRS Earnout"). The Company paid the maximum amount of \$7.0 million related to the TRS Earnout in the first quarter of 2024. Amounts payable were recorded as compensation expense on the consolidated statements of operations over the requisite service period. The Company recorded \$0.5 million in compensation expense related to the TRS Earnout for the three months ended March 31, 2024.

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NOTE 17 | EARNINGS PER SHARE ("EPS")

Basic earnings per common share is computed by dividing net income attributable to Piper Sandler Companies 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. The Company uses the treasury stock method to calculate diluted earnings per common share.

The computation of EPS is as follows:

	Three Months Ended March 31,	
	2025	2024
<i>(Amounts in thousands, except per share data)</i>		
Net income attributable to Piper Sandler Companies	\$ 64,915	\$ 42,493
Shares for basic and diluted calculations		
Average shares used in basic computation	16,378	15,499
Stock options	66	37
Restricted stock units	139	157
Restricted shares	1,205	1,811
Average shares used in diluted computation	17,788	17,504
Earnings per common share		
Basic	\$ 3.96	\$ 2.74
Diluted	\$ 3.65	\$ 2.43

The anti-dilutive effects from stock options and restricted shares were immaterial for the three months ended March 31, 2025 and 2024.

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NOTE 18 | NET CAPITAL REQUIREMENTS AND OTHER REGULATORY MATTERS

Piper Sandler is registered as a securities broker dealer with the SEC and is a member of various SROs and securities exchanges. The Financial Industry Regulatory Authority, Inc. ("FINRA") serves as Piper Sandler's primary SRO. Piper Sandler is subject to the uniform net capital rule of the SEC and the net capital rule of FINRA. Piper Sandler 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 are subject to certain approvals, notifications and other provisions of SEC and FINRA rules.

At March 31, 2025, net capital calculated under the SEC rule was \$225.6 million, and exceeded the minimum net capital required under the SEC rule by \$224.6 million.

The Company's unsecured revolving credit facility and secured revolving credit facility include covenants requiring Piper Sandler to maintain a minimum regulatory net capital of \$120 million. The Company's fully disclosed clearing agreement with Pershing includes a covenant requiring Piper Sandler to maintain excess net capital of \$120 million.

Piper Sandler Ltd., a broker dealer subsidiary registered in the U.K., is subject to the capital requirements of the Prudential Regulation Authority and the Financial Conduct Authority. As of March 31, 2025, 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 March 31, 2025, Piper Sandler Hong Kong Limited was in compliance with the liquid capital requirements of the Hong Kong Securities and Futures Commission.

Aviditi Capital Advisors Europe GmbH, a European subsidiary, is authorized and regulated by the Federal Financial Supervisory Authority ("BaFin") as a tied agent of AHP Capital Management GmbH, a third-party financial institution.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

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The following information should be read in conjunction with the accompanying unaudited consolidated financial statements and related notes and exhibits included elsewhere in this Quarterly Report on Form 10-Q.

Certain statements in this Quarterly Report on Form 10-Q may be considered forward-looking. 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 our Annual Report on Form 10-K for the year ended December 31, 2024, as updated in our subsequent reports filed with the Securities and Exchange Commission ("SEC"), and under "Legal Proceedings" in Part II, Item 1 of this Quarterly Report on Form 10-Q. 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 "External Factors Impacting Our Business" as well as the factors identified under "Risk Factors" in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2024, as updated in our subsequent reports filed with the SEC, and under "Risk Factors" in Part II, Item 1A of this Quarterly Report on Form 10-Q. 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 2 in this Form 10-Q includes financial measures that are not prepared in accordance with United States ("U.S.") generally accepted accounting principles ("GAAP"). 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. See "Explanation and Reconciliation of Non-GAAP Financial Measures" for a detailed explanation of the adjustments made to the corresponding U.S. GAAP measures and a reconciliation of U.S. GAAP to adjusted, non-GAAP financial information.

EXECUTIVE OVERVIEW

Our business principally consists of providing investment banking and institutional brokerage services to corporations, private equity groups, public entities, non-profit entities and institutional investors in the U.S. and Europe. We operate through one reportable business segment in order to maximize the value we provide to clients by leveraging our diversified expertise and broad relationships of the experienced professionals across our company. Refer to our Annual Report on Form 10-K for the year ended December 31, 2024 for a full description of our business, including our business strategy.

As part of our growth strategy, on August 23, 2024, we completed the acquisition of Aviditi Capital Advisors, LLC, an alternative investment bank providing full lifecycle services to financial sponsors, global alternative investment managers and limited partner investors. The transaction added private capital advisory capabilities to our platform.

Financial Highlights

	Three Months Ended		
	Mar. 31, 2025	Mar. 31, 2024	2025 v2024
<i>(Amounts in thousands, except per share data)</i>			
U.S. GAAP			
Net revenues	\$ 357,272	\$ 343,056	4.1 %
Compensation and benefits	248,457	222,446	11.7
Non-compensation expenses	79,382	68,188	16.4
Income before income tax expense/(benefit)	29,433	52,422	(43.9)
Income tax expense/(benefit)	(7,335)	2,844	N/M
Net income attributable to Piper Sandler Companies	64,915	42,493	52.8
Earnings per diluted common share	\$ 3.65	\$ 2.43	50.2
Ratios and margin			
Compensation ratio	69.5%	64.8%	
Non-compensation ratio	22.2%	19.9%	
Pre-tax margin	8.2%	15.3%	
Effective tax rate	(24.9)%	5.4%	
Non-GAAP⁽¹⁾			
Adjusted net revenues	\$ 383,310	\$ 333,905	14.8 %
Adjusted compensation and benefits	239,569	210,698	13.7
Adjusted non-compensation expenses	75,197	67,261	11.8
Adjusted operating income	68,544	55,946	22.5
Adjusted income tax expense/(benefit)	(4,951)	5,962	N/M
Adjusted net income attributable to Piper Sandler Companies	73,495	49,984	47.0
Adjusted earnings per diluted common share	\$ 4.09	\$ 2.79	46.6
Adjusted ratios and margin			
Adjusted compensation ratio	62.5%	63.1%	
Adjusted non-compensation ratio	19.6%	20.1%	
Adjusted operating margin	17.9%	16.8%	
Adjusted effective tax rate	(7.2)%	10.7%	

(1) See "Explanation and Reconciliation of Non-GAAP Financial Measures" for a detailed explanation of the adjustments made to the corresponding U.S. GAAP measures and a reconciliation of U.S. GAAP to adjusted, non-GAAP financial information.

N/M – Not meaningful

External Factors Impacting Our Business

Performance in the financial services industry in which we operate is highly correlated to the overall strength of macroeconomic conditions, financial market activity and the effect of geopolitical events. 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.

Outlook for the Remainder of 2025

During the first quarter of 2025, uncertainty concerning the outlook for the U.S. economy increased in response to announcements by the U.S. presidential administration concerning its trade policy, including the implementation of increased global tariffs. The effects of announced U.S. trade policy, and any retaliatory actions (i.e., "trade wars") by global trading partners, including China and the European Union, and their potential impact on inflation, supply chains, and global trade is difficult to predict and has led to volatility in financial markets. Furthermore, there are concerns that this uncertainty has begun to lead to a global economic deceleration, and increased fears of a recession in the U.S. Monetary policy in the U.S. remains a prevalent factor impacting the economy and financial markets. The U.S. Federal Reserve held its short-term benchmark interest rate steady in the first quarter of 2025, indicating that it will monitor the inflationary impacts of U.S. trade policy as it balances its goals of maximum employment and stable prices. In addition, geopolitical concerns, including the conflicts in the Middle East and Eastern Europe and increased tensions with China as a result of the current trade war, could negatively impact financial market activity. These risks and uncertainties may pose consequences for the global economy and inject periods of heightened volatility into the U.S. equity and debt markets and may impact our overall client and business activity. A significant decrease in uncertainty, or resolutions to trade disputes and geopolitical concerns, would likely be constructive for global and U.S. economic conditions, and consequently, our client and business activity.

Our advisory services performance for the first quarter of 2025 was broad-based across industry groups as our results continue to benefit from our sector and product diversification. With heightened volatility, we expect active mergers and acquisitions ("M&A") transaction cycles to slow and new transaction announcements to be delayed. We anticipate that the conversion of our pipeline will be impacted and that second quarter of 2025 advisory services revenues will decline from the first quarter levels. However, we expect certain areas of the M&A market to remain active, such as service-based business models, and those companies that are less impacted by trade barriers will continue to transact at strong valuations. When markets become more constructive, we anticipate a strong and fairly broad rebound in activity, particularly with financial sponsors, which we are well positioned to capitalize on.

Our corporate financing activity declined in the first quarter as the market environment for equity financing weakened. Declining equity valuations and increased uncertainty resulted in a meaningful decline in the economic fee pool year-over-year, while the healthcare economic fee pool decreased over 60 percent from the first quarter of 2024. Equity financing activity has been very slow to start the second quarter and we expect that trend to continue until volatility subsides and valuations stabilize.

The equity markets experienced increased volatility and higher volumes during the first quarter of 2025. Our equity brokerage business continues to benefit from the quality of our trade execution and research product, especially during periods of heightened volatility. The second quarter of 2025 has started strong, and as long as volatility persists, activity should remain elevated as clients actively position their portfolios in this rapidly evolving landscape.

Our fixed income services business experienced solid activity across most of our client verticals during the first quarter of 2025 due to more accommodative markets. The near-term fixed income outlook remains cautious as persistent rate volatility continues to hamper client activity. However, the combination of potential short-term benchmark interest rate cuts by the U.S. Federal Reserve, a steepening yield curve, and reduced day-to-day volatility should increase investor confidence in committing capital into fixed income markets.

Our municipal financing activity was robust in the first quarter of 2025 across both our governmental and specialty sector businesses. Favorable market conditions, combined with growing infrastructure needs, led many issuers to access the market. However, activity in the second quarter of 2025 has started slowly as significant rate volatility has made it challenging to price transactions and several transactions have been postponed. We have a robust pipeline of issuers looking to access the market, but our near-term outlook is dependent on stabilization of the market.

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2025 AND MARCH 31, 2024

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:

	Three Months Ended March 31,			As a Percentage of Net Revenues for the Three Months Ended March 31,	
	2025	2024	2025 v2024	2025	2024
<i>(Amounts in thousands)</i>					
Revenues					
Investment banking:					
Advisory services	\$ 216,800	\$ 157,189	37.9 %	60.7 %	45.8 %
Corporate financing	35,729	52,581	(32.0)	10.0	15.3
Municipal financing	26,403	20,753	27.2	7.4	6.0
Total investment banking	278,932	230,523	21.0	78.1	67.2
Institutional brokerage:					
Equity brokerage	54,254	49,488	9.6	15.2	14.4
Fixed income services	45,002	41,954	7.3	12.6	12.2
Total institutional brokerage	99,256	91,442	8.5	27.8	26.7
Interest income	9,963	8,306	19.9	2.8	2.4
Investment income/(loss)	(29,597)	14,168	N/M	(8.3)	4.1
Total revenues	358,554	344,439	4.1	100.4	100.4
Interest expense	1,282	1,383	(7.3)	0.4	0.4
Net revenues	357,272	343,056	4.1	100.0	100.0
Non-interest expenses					
Compensation and benefits	248,457	222,446	11.7	69.5	64.8
Outside services	14,718	12,422	18.5	4.1	3.6
Occupancy and equipment	18,227	16,036	13.7	5.1	4.7
Communications	14,779	13,229	11.7	4.1	3.9
Marketing and business development	13,474	10,763	25.2	3.8	3.1
Deal-related expenses	5,462	6,387	(14.5)	1.5	1.9
Trade execution and clearance	5,174	4,866	6.3	1.4	1.4
Intangible asset amortization	2,076	2,361	(12.1)	0.6	0.7
Other operating expenses	5,472	2,124	157.6	1.5	0.6
Total non-interest expenses	327,839	290,634	12.8	91.8	84.7
Income before income tax expense/ (benefit)	29,433	52,422	(43.9)	8.2	15.3
Income tax expense/(benefit)	(7,335)	2,844	N/M	(2.1)	0.8
Net income	36,768	49,578	(25.8)	10.3	14.5
Net income/(loss) attributable to noncontrolling interests	(28,147)	7,085	N/M	(7.9)	2.1
Net income attributable to Piper Sandler Companies	\$ 64,915	\$ 42,493	52.8	18.2	12.4

N/M – Not meaningful

Net Revenues

Net revenues on a U.S. GAAP basis were \$357.3 million for the three months ended March 31, 2025, compared with \$343.1 million in the prior-year period. For the three months ended March 31, 2025, adjusted net revenues were \$383.3 million, compared with \$333.9 million in the first quarter of 2024. 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. See "Explanation and Reconciliation of Non-GAAP Financial Measures" for a detailed explanation of the adjustments made to the corresponding U.S. GAAP measures and a reconciliation of U.S. GAAP to adjusted, non-GAAP financial information.

The following table provides supplemental business information:

	Three Months Ended March 31,	
	2025	2024
Advisory services		
Completed M&A and restructuring transactions	42	48
Completed capital advisory transactions	13	9
Total completed advisory transactions	55	57
Corporate financings		
Total equity transactions priced	15	25
Book run equity transactions priced	11	20
Total debt and preferred transactions priced	12	10
Book run debt and preferred transactions priced	8	6
Advisory services and corporate financing		
Number of managing directors	182	171
Municipal negotiated issues		
Aggregate par value of issues priced (in billions)	\$ 3.4	\$ 4.0
Total issues priced	94	86
Equity brokerage		
Number of shares traded (in billions)	2.9	2.6

Investment Banking Revenues

Investment banking revenues comprise all of the revenues generated through advisory services activities, which include M&A, equity and debt private placements, debt, restructuring and private capital 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 the first quarter of 2025, investment banking revenues increased 21.0 percent to \$278.9 million, compared with \$230.5 million in the prior-year period. For the three months ended March 31, 2025, advisory services revenues were \$216.8 million, up 37.9 percent compared to \$157.2 million in the first quarter of 2024, driven by a higher average fee. During the quarter, our advisory services performance across industry groups was broad based, and five of our seven groups delivered year-over-year growth. For the three months ended March 31, 2025, corporate financing revenues were \$35.7 million, down 32.0 percent compared with \$52.6 million for the three months ended March 31, 2024, due to fewer completed equity transactions and a lower average fee. Equity financing activity for us and the market was impacted by higher volatility and declining valuations. Performance during the first quarter of 2025 was led by the healthcare sector, and we served as book runner on 7 of 8 completed healthcare equity deals. Municipal financing revenues for the three months ended March 31, 2025 were \$26.4 million, up 27.2 percent compared to \$20.8 million in the prior-year period, driven by increased municipal negotiated issuance activity across both our governmental and specialty sector businesses resulting from more accommodative market conditions.

Institutional Brokerage Revenues

Institutional brokerage revenues comprise all of the revenues generated through trading activities, which principally consist of facilitating customer trades, as well as fees received for our research services and corporate access offerings. 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 and the amount of fees received for research services.

For the three months ended March 31, 2025, institutional brokerage revenues were \$99.3 million, up 8.5 percent compared with \$91.4 million in the prior-year period. Equity brokerage revenues were \$54.3 million in the first quarter of 2025, up 9.6 percent compared with \$49.5 million in the corresponding period of 2024 due to increased client activity resulting from higher market volatility. For the three months ended March 31, 2025, fixed income services revenues were \$45.0 million, up 7.3 percent compared to \$42.0 million in the prior-year period, driven by increased activity across most of our client verticals resulting from more accommodative markets.

Interest Income

Interest income represents amounts earned from holding long inventory positions and cash balances, as well as interest earned on installment fee receivables. For the three months ended March 31, 2025, interest income increased to \$10.0 million, compared with \$8.3 million for the three months ended March 31, 2024, primarily due to interest earned on installment fee receivables.

Investment Income/(Loss)

Investment income/(loss) includes realized and unrealized gains and losses on investments, including amounts attributable to noncontrolling interests, in our alternative asset management funds, as well as management and performance fees generated from those funds. For the three months ended March 31, 2025, we recorded an investment loss of \$29.6 million, compared to investment income of \$14.2 million in the corresponding period of 2024. In the first quarter of 2025, we recorded losses on our investments and the noncontrolling interests in the alternative asset funds that we manage primarily due to lower public company equity valuations. Excluding the impact of noncontrolling interests, adjusted investment loss was \$3.6 million for the three months ended March 31, 2025, compared with adjusted investment income of \$5.0 million for the three months ended March 31, 2024.

Interest Expense

Interest expense represents amounts associated with financing, economically hedging and holding short inventory positions, including interest paid on our short-term financing arrangements, as well as commitment fees on certain short-term financing arrangements. For the three months ended March 31, 2025, interest expense decreased slightly to \$1.3 million, compared with \$1.4 million in the prior-year period.

Non-Interest Expenses

Non-interest expenses on a U.S. GAAP basis were \$327.8 million for the three months ended March 31, 2025, compared to \$290.6 million in the prior-year period. For the three months ended March 31, 2025, adjusted non-interest expenses were \$314.8 million, compared with \$278.0 million for the first quarter of 2024. The variance explanations for non-interest expenses and adjusted non-interest expenses are consistent on both a U.S. GAAP and non-GAAP basis unless stated otherwise. See "Explanation and Reconciliation of Non-GAAP Financial Measures" for a detailed explanation of the adjustments made to the corresponding U.S. GAAP measures and a reconciliation of U.S. GAAP to adjusted, non-GAAP financial information.

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, the 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 and decreasing with lower revenues and operating profits. Other compensation costs, primarily base salaries and benefits, are more fixed in nature. The timing of incentive compensation payments, which is generally 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, restricted cash with service conditions, and restricted mutual fund shares of investment funds ("MFRS Awards"), which are amortized to compensation expense over the service period. We have also entered into forgivable loans with service conditions, which are amortized to compensation expense over the loan term. Additionally, expense estimates related to revenue-based earnout arrangements with service conditions entered into as part of our acquisitions are amortized to compensation expense over the service period.

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

(Amounts in thousands)

Remainder of 2025	\$	19,812
2026		21,490
2027		15,650
2028		5,306
2029		3,408
Total	\$	65,666

For the three months ended March 31, 2025, compensation and benefits expenses increased 11.7 percent to \$248.5 million, compared with \$222.4 million in the corresponding period of 2024, due to higher revenues. Compensation and benefits expenses as a percentage of net revenues was 69.5 percent in the first quarter of 2025, compared to 64.8 percent in the first quarter of 2024. The higher compensation ratio was impacted by the investment loss on our investments and the noncontrolling interests in the alternative asset management funds that we manage, which more than offset the benefit from higher net revenues and lower acquisition-related compensation expenses. Our adjusted compensation ratio decreased to 62.5 percent in the first quarter of 2025, compared with 63.1 percent in the first quarter of 2024, primarily due to higher adjusted net revenues.

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 18.5 percent to \$14.7 million in the first quarter of 2025, compared with \$12.4 million in the corresponding period of 2024, primarily due to higher professional fees.

Occupancy and Equipment

For the three months ended March 31, 2025, occupancy and equipment expenses increased 13.7 percent to \$18.2 million, compared with \$16.0 million in the corresponding period of 2024, primarily due to incremental expenses as a result of relocating our Minneapolis corporate headquarters to a new building. We expect to incur additional occupancy costs related to this relocation for the remainder of 2025.

Communications

Communication expenses include costs for telecommunication and data communication, primarily consisting of expenses for obtaining third-party market data information. For the three months ended March 31, 2025, communication expenses increased 11.7 percent to \$14.8 million, compared with \$13.2 million in the corresponding period of 2024, primarily due to higher market data services expenses.

Marketing and Business Development

Marketing and business development expenses include travel and entertainment costs, advertising and third-party marketing fees. For the three months ended March 31, 2025, marketing and business development expenses increased 25.2 percent to \$13.5 million, compared with \$10.8 million in the corresponding period of 2024, primarily due to higher travel expenses associated with increased business activity.

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 costs. For the three months ended March 31, 2025, deal-related expenses were \$5.5 million, compared with \$6.4 million for the three months ended March 31, 2024. The amount of deal-related expenses is principally dependent on the level and mix 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 three months ended March 31, 2025, trade execution and clearance expenses increased to \$5.2 million, compared with \$4.9 million in the corresponding period of 2024.

Intangible Asset Amortization

Intangible asset amortization includes the amortization of definite-lived intangible assets. For the three months ended March 31, 2025, intangible asset amortization was \$2.1 million, compared to \$2.4 million for the three months ended March 31, 2024.

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

(Amounts in thousands)

Remainder of 2025	\$	6,439
2026		7,253
2027		3,480
2028		2,191
2029		541
Total	\$	19,904

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 accrue for and/or pay out related to legal and regulatory matters. Other operating expenses were \$5.5 million in the first quarter of 2025, compared with \$2.1 million in the corresponding period in 2024. Other operating expenses for the first quarter of 2024 included a \$3.5 million reduction in the accrual for estimated civil penalties related to our regulatory settlements regarding recordkeeping requirements for business-related communications.

Pre-Tax Margin

Pre-tax margin for the three months ended March 31, 2025 decreased to 8.2 percent, compared to 15.3 percent for the corresponding period of 2024. Pre-tax margin was lower for the first quarter of 2025 driven by losses on our investments, including amounts attributable to noncontrolling interests in the alternative asset funds we manage. Adjusted pre-tax margin for the three months ended March 31, 2025 increased to 17.9 percent, compared with 16.8 percent for the corresponding period of 2024 primarily driven by higher adjusted net revenues.

Income Taxes

For the three months ended March 31, 2025, our provision for income taxes was a benefit of \$7.3 million, which included \$25.4 million of tax benefits related to stock-based compensation awards vesting at values greater than the grant price and accrued forfeitable dividends paid on vested restricted stock related to acquisitions. Excluding the impact of these benefits and noncontrolling interests, our effective tax rate was 31.4 percent. The effective tax rate was impacted by non-deductible employee compensation expense, including limitations on the deduction of employee compensation expense enacted with the American Rescue Plan Act of 2021.

For the three months ended March 31, 2024, our provision for income taxes was \$2.8 million, which included \$10.6 million of tax benefits related to stock-based compensation awards vesting at values greater than the grant price and accrued forfeitable dividends paid on vested restricted stock related to acquisitions. Excluding the impact of these benefits and noncontrolling interests, our effective tax rate was 29.7 percent.

EXPLANATION AND RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

In Part I, Item 2 of this Quarterly Report on Form 10-Q, we have included financial measures that are not prepared in accordance with U.S. GAAP. Adjustments to these non-GAAP financial measures include (1) the exclusion of investment (income)/loss and non-compensation expenses related to noncontrolling interests, (2) the exclusion of compensation from acquisition-related agreements, (3) the exclusion of amortization of intangible assets related to acquisitions, (4) the exclusion of non-compensation expenses from regulatory settlements regarding recordkeeping requirements for business-related communications and (5) the income tax impact allocated to the adjustments. For U.S. GAAP purposes, these items are included in each of their respective line items on the consolidated statements of operations.

These adjustments affect the following financial measures: net revenues, compensation and benefits expenses, non-compensation expenses, total non-interest expenses, income before income tax expense/(benefit), income tax expense/(benefit), net income attributable to Piper Sandler Companies, earnings per diluted common share, compensation ratio, non-compensation ratio, pre-tax margin and effective tax rate.

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 all acquisitions since January 1, 2020.

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 financial measures should be considered in addition to, not as a substitute for, measures of financial performance prepared in accordance with U.S. GAAP.

Consolidation of the alternative asset management 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/(loss) attributable to noncontrolling interests in the accompanying consolidated statements of operations, and has no effect on our overall financial performance, as ultimately, this income/(loss) is not income/(loss) for us. The adjusted, non-GAAP financial measures include only the actual proportionate share of the income/(loss) attributable to us as an investor in such alternative asset management funds.

The compensation expenses from acquisition-related agreements and amortization of intangible assets are excluded from the adjusted, non-GAAP financial measures as they represent expenses specifically related to acquisitions and therefore are not part of our ongoing operations.

The non-compensation expenses from regulatory settlements for the three months ended March 31, 2024 include the reversal of other operating expenses of \$3.5 million, as we reduced the accrual for civil penalties related to the regulatory settlements with the SEC and the Commodity Futures Trading Commission (the "CFTC"). Management believes that excluding the non-compensation expenses from regulatory settlements from our adjusted, non-GAAP financial measures provides a better understanding of our core non-compensation expenses.

Reconciliation of U.S. GAAP to adjusted, non-GAAP financial information:

	Three Months Ended March 31,	
	2025	2024
<i>(Amounts in thousands, except per share data)</i>		
Net revenues:		
Net revenues – U.S. GAAP basis	\$ 357,272	\$ 343,056
Adjustments:		
Investment (income)/loss related to noncontrolling interests	26,038	(9,151)
Adjusted net revenues	\$ 383,310	\$ 333,905
Compensation and benefits:		
Compensation and benefits – U.S. GAAP basis	\$ 248,457	\$ 222,446
Adjustment:		
Compensation from acquisition-related agreements	(8,888)	(11,748)
Adjusted compensation and benefits	\$ 239,569	\$ 210,698
Non-compensation expenses:		
Non-compensation expenses – U.S. GAAP basis	\$ 79,382	\$ 68,188
Adjustments:		
Non-compensation expenses related to noncontrolling interests	(2,109)	(2,066)
Amortization of intangible assets related to acquisitions	(2,076)	(2,361)
Non-compensation expenses from regulatory settlements	—	3,500
Adjusted non-compensation expenses	\$ 75,197	\$ 67,261
Income before income tax expense/(benefit):		
Income before income tax expense/(benefit) – U.S. GAAP basis	\$ 29,433	\$ 52,422
Adjustments:		
Investment (income)/loss related to noncontrolling interests	26,038	(9,151)
Non-compensation expenses related to noncontrolling interests	2,109	2,066
Compensation from acquisition-related agreements	8,888	11,748
Amortization of intangible assets related to acquisitions	2,076	2,361
Non-compensation expenses from regulatory settlements	—	(3,500)
Adjusted operating income	\$ 68,544	\$ 55,946

	Three Months Ended March 31,	
	2025	2024
<i>(Amounts in thousands, except per share data)</i>		
Income tax expense/(benefit):		
Income tax expense/(benefit) – U.S. GAAP basis	\$ (7,335)	\$ 2,844
Tax effect of adjustments:		
Compensation from acquisition-related agreements	1,840	2,492
Amortization of intangible assets related to acquisitions	544	626
Adjusted income tax expense/(benefit)	\$ (4,951)	\$ 5,962
Net income attributable to Piper Sandler Companies:		
Net income attributable to Piper Sandler Companies – U.S. GAAP basis	\$ 64,915	\$ 42,493
Adjustments:		
Compensation from acquisition-related agreements	7,048	9,256
Amortization of intangible assets related to acquisitions	1,532	1,735
Non-compensation expenses from regulatory settlements	—	(3,500)
Adjusted net income attributable to Piper Sandler Companies	\$ 73,495	\$ 49,984
Earnings per diluted common share:		
Earnings per diluted common share – U.S. GAAP basis	\$ 3.65	\$ 2.43
Adjustment for inclusion of unvested acquisition-related stock	(0.04)	(0.07)
	\$ 3.61	\$ 2.36
Adjustments:		
Compensation from acquisition-related agreements	0.39	0.53
Amortization of intangible assets related to acquisitions	0.09	0.10
Non-compensation expenses from regulatory settlements	—	(0.20)
Adjusted earnings per diluted common share	\$ 4.09	\$ 2.79
Weighted average diluted common shares outstanding:		
Weighted average diluted common shares outstanding – U.S. GAAP basis	17,788	17,504
Adjustment:		
Unvested acquisition-related restricted stock with service conditions	174	419
Adjusted weighted average diluted common shares outstanding	17,962	17,923

RECENT ACCOUNTING PRONOUNCEMENTS

Recent accounting pronouncements are set forth in Note 3 to our unaudited consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q, and are incorporated herein by reference.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

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.

We believe that of our significant accounting policies, the following are our critical accounting policies and estimates:

- Valuation of Financial Instruments
- Goodwill and Intangible Assets
- Stock-Based Compensation Plans
- Income Taxes

See the "Critical Accounting Policies and Estimates" section and Note 2 to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2024 for further information on our critical accounting policies and estimates.

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 is generally 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
Related to 2023:			
February 2, 2024 (1) \$	1.00	March 4, 2024	March 15, 2024
Related to 2024:			
February 2, 2024	0.60	March 4, 2024	March 15, 2024
April 26, 2024	0.60	May 24, 2024	June 7, 2024
August 2, 2024	0.65	August 29, 2024	September 13, 2024
October 25, 2024	0.65	November 22, 2024	December 13, 2024
January 31, 2025 (1)	3.00	March 4, 2025	March 14, 2025
Related to 2025:			
January 31, 2025	0.65	March 4, 2025	March 14, 2025
May 2, 2025	0.65	May 30, 2025	June 13, 2025

(1) Represents a special cash dividend.

As part of our capital management strategy, we repurchase our common stock over time in order to offset the dilutive effect of our employee stock-based compensation awards and our grants of acquisition-related restricted stock, as well as to return capital to shareholders.

Effective February 5, 2025, our board of directors authorized the repurchase of up to \$150.0 million in common shares through December 31, 2026. During the three months ended March 31, 2025, we did not repurchase any shares of our common stock related to this authorization.

We also purchase shares of common stock from restricted stock award recipients upon the award vesting as recipients sell shares to meet their employment tax obligations. During the first quarter of 2025, we purchased 266,060 shares of our common stock at an average price of \$303.05 per share for an aggregate purchase price of \$80.6 million for these purposes.

Leverage

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

	March 31, 2025	December 31, 2024
<i>(Dollars in thousands)</i>		
Total assets	\$ 1,820,501	\$ 2,255,936
Deduct: Goodwill and intangible assets	(417,248)	(419,528)
Deduct: Right-of-use lease assets	(78,402)	(66,618)
Deduct: Assets attributable to noncontrolling interests	(172,287)	(197,600)
Adjusted assets	\$ 1,152,564	\$ 1,572,190
Total shareholders' equity	\$ 1,378,110	\$ 1,415,773
Deduct: Goodwill and intangible assets	(417,248)	(419,528)
Deduct: Noncontrolling interests	(164,637)	(187,943)
Tangible common shareholders' equity	\$ 796,225	\$ 808,302
Leverage ratio (1)	1.3	1.6
Adjusted leverage ratio (2)	1.4	1.9

(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. Right-of-use lease assets are also subtracted from total assets in determining adjusted assets as these are not operating assets that can be deployed in a liquid manner. Amounts attributable 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, 2024, primarily due to a decline in cash and cash equivalents driven by the payment of annual incentive compensation in the first quarter of 2025.

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 financing arrangements. 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 cash from our operating activities, as well as through the use of a clearing arrangement with Pershing LLC ("Pershing") and a clearing arrangement with bank financing, which are 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 or cash from our operating activities. Our funding sources are dependent on the types of inventory that our counterparties are willing to accept as collateral and the number of counterparties available. Our unsecured revolving credit facility has been established for working capital and general corporate purposes. Our secured revolving credit facility has been established for our private capital advisory business. Funding is generally obtained at rates based upon the federal funds rate or the Secured Overnight Financing Rate.

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. We may accommodate non-standard settlement timeframes for our clients, which can impact our funding and collateral balances. Our clearing arrangement activities are recorded net of 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 March 31, 2025, we had \$21.4 million of financing outstanding under this arrangement.

Clearing Arrangement with Bank Financing

We have 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 by CIBC. We generally economically hedge changes in the market value of our convertible securities inventories using 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 (i.e., uncommitted) 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 March 31, 2025, we had \$54.6 million of financing outstanding under this arrangement.

Unsecured Revolving Credit Facility

We have an unsecured \$120 million revolving credit facility with U.S. Bank N.A. The credit agreement will terminate on December 20, 2027, unless otherwise terminated. At March 31, 2025, there were \$10.0 million of advances against this credit facility.

This credit facility includes customary events of default and covenants that, among other things, require Piper Sandler & Co. to maintain a minimum regulatory net capital of \$120 million, limit our leverage ratio, require maintenance of a minimum ratio of operating cash flow to fixed charges, and impose certain limitations on our ability to make acquisitions and make payments on our capital stock. At March 31, 2025, we were in compliance with all covenants.

Secured Revolving Credit Facility

On August 23, 2024, we entered into a \$30 million revolving credit facility with Cadence Bank related to our private capital advisory business. Advances under this facility are secured by certain installment fee receivables. The credit agreement will terminate on August 23, 2027, unless otherwise terminated. At March 31, 2025, there were \$5.0 million of advances against this credit facility.

This credit facility includes customary events of default and covenants that, among other things, require Piper Sandler & Co. to maintain a minimum regulatory net capital of \$120 million, limit our leverage ratio, require maintenance of a minimum fixed charge coverage ratio, and impose certain limitations on our ability to make acquisitions and make payments on our capital stock. At March 31, 2025, we were in compliance with all covenants.

Average Funding Balances Outstanding and Maximum Daily Funding By Quarter

The following table presents the average balances outstanding for our various funding sources by quarter for 2025 and 2024:

(Amounts in millions)	Average Balance for the Three Months Ended				
	Mar. 31, 2025	Dec. 31, 2024	Sept. 30, 2024	June 30, 2024	Mar. 31, 2024
Funding source					
Pershing clearing arrangement	\$ 9.7	\$ 6.2	\$ 6.4	\$ 7.1	\$ 43.2
Clearing arrangement with bank financing	51.9	73.7	63.4	66.0	85.3
Unsecured revolving credit facility	10.0	10.0	14.6	—	4.9
Secured revolving credit facility	1.2	—	—	—	—
Total	\$ 72.8	\$ 89.9	\$ 84.4	\$ 73.1	\$ 133.4

The average funding in the first quarter of 2025 decreased to \$72.8 million, compared with \$89.9 million during the fourth quarter of 2024, primarily due to lower average balances of convertible securities inventories. The average funding decreased compared with \$133.4 million during the first quarter of 2024, primarily due to funding fewer non-standard settlements for our clients.

The following table presents the maximum daily funding amount by quarter for 2025 and 2024:

(Amounts in millions)	2025	2024
First Quarter	\$ 574.2	\$ 544.2
Second Quarter		466.6
Third Quarter		163.3
Fourth Quarter		270.2

Capital Requirements

As a registered broker dealer and member firm of the Financial Industry Regulatory Authority, Inc. ("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 March 31, 2025, our net capital under the SEC's uniform net capital rule was \$225.6 million, and exceeded the minimum net capital required under the SEC rule by \$224.6 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 unsecured revolving credit facility and secured revolving credit facility 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 March 31, 2025, 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 March 31, 2025, Piper Sandler Hong Kong Limited was in compliance with the liquid capital requirements of the Hong Kong Securities and Futures Commission.

Aviditi Capital Advisors Europe GmbH, a European subsidiary, is authorized and regulated by the Federal Financial Supervisory Authority ("BaFin") as a tied agent of AHP Capital Management GmbH, a third-party financial institution.

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						Total Contractual Amount	
	Remainder of 2025	2026	2027	2028 - 2029	2030 - 2031	Later	March 31, 2025	December 31, 2024
(Amounts in thousands)								
Customer matched-book derivative contracts (1) (2)	\$ 40,000	\$ 10,000	\$ 3,421	\$ 23,492	\$ —	\$ 268,020	\$ 344,933	\$ 393,860
Trading securities derivative contracts (2)	184,276	21,500	—	—	5,000	—	210,776	171,333
Investment commitments (3)	—	—	—	—	—	—	35,555	72,688

- (1) We have three counterparties (contractual amount of \$75.4 million at March 31, 2025) 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 March 31, 2025, we had \$5.2 million of credit exposure with these counterparties, including \$4.4 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 March 31, 2025 and December 31, 2024, the net fair value of these derivative contracts approximated \$4.4 million and \$3.3 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 7 to our unaudited consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Investment Commitments

We have investments, including those made as part of our alternative asset management activities, in 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 \$35.6 million to certain entities and these commitments generally have no specified call dates.

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 risk. 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 risk, operational risk (including cybersecurity, as further described in Part I, Item 1C "Cybersecurity" in our Annual Report on Form 10-K for the year ended December 31, 2024), 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 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 7 to our unaudited consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q 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 \$0.2 million in the carrying value of our fixed income securities inventory as of March 31, 2025, 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 or at normal bid-offer spreads. Depending on the specific security, the structure of the financial product, 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 securities, taxable and tax-exempt municipal securities, and U.S. government and agency securities as a percentage of the total of these asset classes as of March 31, 2025:

	AAA	AA	A	BBB	BB	Not Rated
Corporate fixed income securities	— %	— %	1.3 %	1.5 %	— %	— %
Taxable and tax-exempt municipal securities	12.1	51.1	11.5	1.3	—	1.7
U.S. government and agency securities	—	19.5	—	—	—	—
	12.1 %	70.6 %	12.8 %	2.8 %	— %	1.7 %

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 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.

Within our customer matched-book derivative portfolio, we have concentrated counterparty credit exposure with three non-publicly rated entities totaling \$5.2 million at March 31, 2025. This counterparty credit exposure relates to our public finance business and consists primarily of interest rate swaps. One derivative counterparty represented 85.7 percent, or \$4.4 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 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. A further discussion of our procedures for cybersecurity risk management is included in Part I, Item 1C "Cybersecurity" in our Annual Report on Form 10-K for the year ended December 31, 2024.

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 reasonably designed to achieve 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 financial and electronic recordkeeping. We have also established procedures that are reasonably designed to achieve compliance with our policies relating to ethics and business conduct. 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 occupancy costs, communications charges and travel costs, 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 3. Quantitative and Qualitative Disclosures About Market Risk.

The information under the caption "Risk Management" in Part I, Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations," in this Quarterly Report on Form 10-Q is incorporated herein by reference.

Item 4. 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 our principal financial officer, of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")). Based on this evaluation, our principal executive officer and our 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 our principal financial officer, to allow timely decisions regarding disclosure.

During the first quarter of our fiscal year ending December 31, 2025, 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.

Part II. Other Information

Item 1. Legal Proceedings.

The discussion of our legal proceedings contained in Note 13 to our unaudited consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q is incorporated herein by reference.

Item 1A. Risk Factors.

The discussion of our business and operations should be read together with the risk factors contained in Part I, Item 1A "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2024. These risk factors describe various risks and uncertainties to which we are or may become subject. These risks and uncertainties have the potential to affect our business, financial condition, results of operations, cash flows, strategies or prospects in a material and adverse manner.

There have been no material changes to the risk factors disclosed under Part I, Item 1A "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2024.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

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 March 31, 2025.

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				
January 1, 2025 to January 31, 2025	93,961	\$ 304.36	—	\$ 150 million
Month #2				
February 1, 2025 to February 28, 2025	172,099	\$ 302.33	—	\$ 150 million
Month #3				
March 1, 2025 to March 31, 2025	—	\$ —	—	\$ 150 million
Total	266,060	\$ 303.05	—	\$ 150 million

(1) Effective February 5, 2025, our board of directors authorized the repurchase of up to \$150.0 million of common stock through December 31, 2026.

Item 3. Defaults Upon Senior Securities.

Not applicable.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

During the quarter ended March 31, 2025, no director or officer of the Company adopted or terminated any "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

Item 6. Exhibits.

Number	Description
3.1	Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed May 18, 2023).
3.2	Amended and Restated Bylaws (as of February 9, 2023) (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed February 10, 2023).
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chairman and 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 Quarterly Report on Form 10-Q for the quarter ended March 31, 2025, 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 Quarterly Report on Form 10-Q for the quarter ended March 31, 2025, formatted in iXBRL and included in Exhibit 101. *

* 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.

SIGNATURES

Pursuant to the requirements 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.

PIPER SANDLER COMPANIES

Date: May 8, 2025

By /s/ Chad R. Abraham

Name Chad R. Abraham

Its Chairman and Chief Executive Officer

Date: May 8, 2025

By /s/ Katherine P. Clune

Name Katherine P. Clune

Its Chief Financial Officer

CERTIFICATIONS

I, Chad R. Abraham, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Piper Sandler Companies;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 8, 2025

/s/ Chad R. Abraham

Chad R. Abraham

Chairman and Chief Executive Officer

CERTIFICATIONS

I, Katherine P. Clune, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Piper Sandler Companies;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 8, 2025

/s/ Katherine P. Clune
Katherine P. Clune
Chief Financial Officer

Certification Under Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, each of the undersigned certifies that this periodic report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in this periodic report fairly presents, in all material respects, the financial condition and results of operations of Piper Sandler Companies.

Dated: May 8, 2025

/s/ Chad R. Abraham

Chad R. Abraham

Chairman and Chief Executive Officer

/s/ Katherine P. Clune

Katherine P. Clune

Chief Financial Officer