

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

FORM

10-K

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

For the fiscal year ended

November 30
, 2024

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

1-5721

Jefferies Financial Group Inc.

(Exact name of registrant as specified in its charter)

New York 13-2615557

(State or other jurisdiction of
incorporation or organization) (I.R.S. Employer
Identification No.)

520 Madison N N
Avenue, New York, New York 10022

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (

212
)

284-2300

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

Title of each class: Trading Symbol(s) Name of each exchange on which registered:

Common Shares, par value \$1 per share JEF New York Stock Exchange

4.850% Senior Notes Due 2027 JEF 27A New York Stock Exchange

5.875% Senior Notes Due 2028 JEF 28 New York Stock Exchange

2.750% Senior Notes Due 2032 JEF 32A New York Stock Exchange

Jefferies Financial Group, Inc.

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Jefferies Financial Group Inc.

PART I

Item 1. Business

Introduction

Jefferies Financial Group Inc. ("Jefferies," "we," "us" or "our") is a U.S.-headquartered global full-service investment banking and capital markets firm. Our largest subsidiary, Jefferies LLC, a U.S. broker-dealer, was founded in the U.S. in 1962 and our first international operating subsidiary, Jefferies International Limited, a U.K. broker-dealer, was established in the U.K. in 1986. Our strategy focuses on driving momentum in our full-service investment banking business, bringing value to clients and executing in our capital markets sales and trading businesses and growing our Leucadia Asset Management alternative asset management platform. We are always client focused first and committed to integration and collaboration across our businesses.

Our global headquarters and executive offices are located at 520 Madison Avenue, New York, New York 10022. We also have regional headquarters in London and Hong Kong. Our primary telephone number is 212-284-2300 and our Internet address is jefferies.com where we make available, free of charge, our annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as well as proxy statements, as soon as reasonably practicable after we electronically file with the U.S. Securities and Exchange Commission ("SEC") and can also be viewed at sec.gov.

The following documents and reports are also available on our

public website:

- Audit Committee Charter
- Code of Business Practice
- Compensation Committee Charter
- Corporate Governance Guidelines
- Corporate Social Responsibility Principles
- Reportable waivers, if any, from our Code of Business Practice by our executive officers
- ESG, Diversity, Equity and Inclusion Committee Charter
- Health and Safety Policy
- Human Rights Statement
- Nominating and Corporate Governance Committee Charter
- Risk and Liquidity Oversight Committee Charter
- Supplier Code of Conduct
- Sustainable Investment Statement
- Whistle Blower Policy

We may use our website to disclose public information. We encourage you to visit our website for additional information. In addition, you may also obtain a printed copy of any of the above documents or reports by sending a request to Investor Relations, Jefferies Financial Group Inc., 520 Madison Avenue, New York, NY 10022, by calling 212-284-2300 or by sending an email to info@jefferies.com.

Business Segments

We report our activities in two business segments: (1) Investment Banking and Capital Markets and (2) Asset Management.

- Investment Banking and Capital Markets provides investment banking, capital markets and other related services to our clients. We provide underwriting and financial advisory services across a range of industry sectors in the Americas; Europe and the Middle East; and Asia-Pacific. Our capital markets businesses operate across the spectrum of equities and fixed income products. Related services include prime brokerage, equity finance, and research and strategy.

Investment Banking and Capital Markets also includes our corporate lending joint venture ("JFIN Parent LLC" or "Jefferies

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Advisory Services

We provide mergers and acquisition, debt advisory and restructuring and private capital advisory services to companies, financial sponsors and government entities. In the mergers and acquisitions area, we advise business owners, private equity firms and public and private corporations on mergers, sales, acquisitions, divestitures, leveraged buyouts, cross-border transactions, joint ventures, spin-offs and other corporate restructurings. In the debt advisory and restructuring area, we provide companies, bondholders, creditors and lenders a full range of both in-court and out-of-court advisory capabilities to help our clients enhance their financial position by obtaining the best available capital and by executing complex restructuring transactions. As part of our private capital advisory business, we advise financial sponsors and their investors on the creation and structuring of funds and fund offerings and primary and secondary capital raising. We also advise large institutional investors on the sale of private equity limited partnership and co-investment interests.

Equity Underwriting

We provide a broad range of equity financing capabilities and equity capital solutions to businesses and their owners. These capabilities include initial public offerings, follow-on offerings, rights-offerings, at the market offerings, block trades, private placements and equity-linked products.

Debt Underwriting

We provide a wide range of debt capital raising and acquisition financing capabilities to businesses, financial sponsors and government entities. We help clients raise capital, carry out refinancings, issue bonds, and access alternative and structured finance solutions that optimize terms and minimize risk. These offerings include both public and private debt, such as investment grade debt, high yield bonds, leveraged loans, municipal debt, emerging market debt, global structured notes, preferred stock and mortgage-backed and other asset-backed securities.

Other Investment Banking Activities

Jefferies Finance, our 50/50 joint venture with Massachusetts Mutual Life Insurance Company, structures, underwrites and syndicates primarily senior secured loans to corporate borrowers; and manages proprietary and third-party investments for both broadly syndicated and direct lending loans. Jefferies Finance conducts its operations primarily through two business lines, Leveraged Finance Arrangement and Asset Management. In

connection with its Leveraged Finance business, loans are originated primarily through our investment banking efforts and Jefferies Finance typically syndicates to third-party investors substantially all of its arranged volume. The Asset Management business of Jefferies Finance, referred to as Jefferies Credit Partners, is a multi-strategy credit platform that manages proprietary and third-party capital invested across commingled funds, funds-of-one, separately managed accounts, business development companies, collateralized loan obligations and levered balance sheet funds. Broadly syndicated loan investments are sourced through transactions arranged by Jefferies Finance and third-party arrangers and managed through its subsidiary, Apex Credit Partners LLC. Direct lending investments are primarily sourced through Jefferies. Jefferies Finance and its subsidiaries that are involved in investment management are registered investment advisers with the SEC. Berkadia Commercial Mortgage Holding LLC is our commercial real estate finance and investment sales joint venture with Berkshire Hathaway, Inc. Berkadia originates commercial and multifamily real estate loans that are sold to U.S. government agencies or other investors with Berkadia retaining the mortgage

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Commissions or spread revenue is earned by executing, settling and clearing transactions for clients across these markets in equity and equity-related products, including common stock, American depository receipts, global depository receipts, exchange-traded funds, exchange-traded and over-the-counter ("OTC") equity derivatives, convertible and other equity-linked products and closed-end funds. Our equity research, sales and trading efforts are organized across the Americas, Europe and the Middle East and Asia-Pacific and we continue to strengthen our global footprint throughout these regions. Our clients are primarily institutional market participants such as mutual funds, hedge funds, investment advisors, pension and profit sharing plans, and insurance companies. Through our global research team and sales force, we maintain relationships with our clients, distribute investment research and insights, trading ideas, market information and analyses across a range of industries and receive and execute client orders.

Prime Services

Our Prime Services business provides a full-service offering that includes financing, business consulting and capital introduction services, a robust technology platform, outsourced trading solutions for both start-up and existing managers, strategic content and thought leadership. Our prime brokerage services in the U.S. provide hedge funds, money managers and registered investment advisors with execution, financing, clearing, financing, swaps, outsourced trading and reporting and administrative services. Our platform is fully self-clearing and provides global access to markets across the world. We finance our clients' securities positions through margin loans that are collateralized by securities, cash or other acceptable liquid collateral. We earn an interest spread equal to the difference between the amount we pay for funds and the amount we receive from our clients. We also operate a matched book in equity and corporate bond securities, whereby we borrow and lend securities versus cash or liquid collateral and earn a net interest spread.

Wealth Management

We provide tailored wealth management services designed to meet the needs of high net worth individuals, their families and their businesses, private equity and venture funds and small institutions.

Fixed Income

Jefferies' facilitates client activity by making markets in a wide range of fixed income securities, loans and derivative instruments to a large and diversified group of clients including financial institutions and corporates. We offer clients real-time actionable insights and differentiated high and low touch execution as well as a range of financing solutions tailored to our clients' needs.

Our global capabilities across sales, trading and capital markets cover credit products including loans, high yield and distressed debt securities, investment grade securities, municipal securities, structured finance transactions and trade and litigation claims.

Our emerging markets sales and trading team actively participates in sovereign and corporate fixed income markets in Latin America, Eastern Europe, the Middle East, Africa and Asia. Our global structured solutions business provides customized products in interest rates and foreign exchange to investors as well as providing interest rate and foreign currency hedging solutions to corporates. Our securitized markets group trades,

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structures and provides warehousing solutions for collateralized loan obligations (CLOs) and asset-backed securities covering prime and non-conforming residential mortgage-backed securities, U.S. agency residential mortgage-backed securities and consumer as well as other non-traditional collateral.

Our interest rate product capabilities cover government bonds

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During 2024, we have increased the number of our Investment Banking Managing Directors and related staff, along with additional technology and corporate staff to support our growth and strategic priorities. We also expanded our global footprint by hiring professionals into new locations, including Seoul and Calgary.

Talent and Recruiting

In order to compete effectively and continue to provide best-in-class service to our clients, we must attract and retain highly talented professionals. Our core workforce is predominately composed of employees in roles within investment banking, sales, trading, research and other revenue producing and support personnel for those businesses. During 2024, we hired 1,221 full-time employees, with 784 in the Americas, 276 in Europe and the Middle East and 161 in Asia-Pacific. Of the hires, 845 were made laterally while 376 were hired directly from our campus recruiting efforts. While our hiring of talent was largely in Investment Banking, there has also been meaningful additional investment in Equities, Fixed Income, Research, Alternative Asset Management and our support areas. We believe our culture, our effort to maintain a meritocracy in terms of opportunity and compensation and our continued evolution and growth contribute to our success in attracting and retaining strong talent.

We are focused on broadening the pipeline from which we recruit and hire diverse talent through both campus and lateral hiring initiatives. For campus recruiting, we have partnered with several organizations globally to broaden our pipeline of candidates. We host insight days and symposiums that describe Jefferies to candidates that come from a diverse range of backgrounds and experiences. In 2024, we welcomed 345 summer interns globally from approximately 140 different colleges, universities and business schools. We also hire off-cycle interns throughout the year in Europe and the Middle East and Asia-Pacific. Our Global Recruiting Policy, rolled out in 2024, requires a diverse slate of candidates for all roles. Interviewing guides, training and other resources are provided to hiring managers to support inclusive hiring.

We have several recruitment programs aimed at diversifying the pipeline of our campus and experienced hires. Through our Jefferies Black & Latino Network ("J-NOBLE") Fellowship Program, we provide mentorship, internships and ongoing development to students from diverse backgrounds and experiences who aspire to pursue investment banking careers. Since the program launched in 2019, 50 fellows have participated in the program. Our MBA Fellowship Program, launched in 2023, supports summer associates based on their outstanding achievements and financial need. The MBA fellows in Investment Banking are paired with a mentor at the Managing Director level and provided developmental support. Our Equity Research Career Switch Program is aimed at recruiting diverse individuals who are interested in changing careers into equity research.

We value continued training and development for all employees. We seek to equip our people at all stages in their careers with the tools necessary to become thoughtful and effective leaders. We offer customized, year-long training curriculums across all divisions and title levels globally, focused on enhancing skillsets, professional development and management best practices. Our programs comprise both internal leaders and best-in-class external experts facilitating our trainings. We also offer mentoring initiatives, including our firmwide Cross-Divisional Mentoring Program, Career Advisory Program, New Hire Buddy Program, and Managing Director Mentoring. Additional development programs include our two Women in Leadership Programs, which provide learning and networking opportunities to position our female leaders for success. Our Thrive as a Leader leadership development program, sponsored by J-NOBLE, Jefferies Ethnic Minority Society (JEMS), and JASIA (Jefferies Asian Heritage) is aimed at providing professional development and career advancement training to diverse participants at the

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DEI Committee, we participated in a rigorous study to track progress against our peers in representation data, initiatives, and programs. Jefferies' data representation is generally in line with our peers.

We encourage you to review our Sustainability Report (located on our website) for more detailed information regarding our human capital programs and initiatives. Nothing on our website,

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including the Sustainability Report or sections thereof, is deemed incorporated by reference into this Report. In addition, for discussion of the risks relating to our ability to attract, develop and retain highly skilled and productive employees, refer to "Part 1. Item 1A. Risk Factors."

Employee Benefits

Our benefits are designed to attract, support and retain employees by providing employees and their spouses, partners and families with health and wellness programs (medical, dental, vision and behavioral), retirement wealth accumulation, paid time off, income replacement (paid sick and disability leaves and life insurance) and family-oriented benefits (parental leaves and child care assistance). We also provide all our employees with benefits to support inclusive fertility health and family-forming benefits. We have continued to broaden our inclusive benefits offering by adding menopause support as well. This year, we expanded our primary caregiver leave time in the United States and provided coaching to individuals going out and returning from primary caregiver leave globally. We also endeavor to provide location specific health club, transportation and employee discounts.

Giving Back to Community

The firm is committed to giving back to our communities. In 2024, we donated \$3.8 million to over 200 organizations across a number of Jefferies-supported charitable initiatives. Additionally, through our Employee Resource Groups, employees have created lasting partnerships by volunteering time to support several of these charitable partners.

Competition

All aspects of our business are intensely competitive. We compete primarily with large global bank holding companies that engage in investment banking and capital markets activities as one of their lines of business and that have greater capital and resources than we do. We also compete against other broker-dealers, asset managers and boutique firms. We believe the principal factors driving our competitiveness include our ability to provide differentiated insights to our clients that lead to better business outcomes, to attract, retain and develop skilled professionals and to deliver a competitive breadth of high-quality service offerings; our vast global footprint; the depth and breadth of our capabilities in Investment Banking and Capital Markets; and our ability to maintain a flat, nimble and entrepreneurial culture built on immediacy and client service.

Regulation

Regulation in the United States. The financial services industry in which we operate is subject to extensive regulation. As a publicly traded company and through our investment bank, investment management and derivative businesses in the U.S., we are subject to the jurisdiction of the Securities and Exchange Commission ("SEC"). In the U.S., the SEC is the federal agency responsible for the administration of federal securities laws, and the Commodity Futures Trading Commission ("CFTC") which is the federal agency responsible for the administration of laws relating to commodity interests (including futures, commodity options and swaps). In addition, the Financial Industry Regulatory Authority, Inc. ("FINRA") and the National Futures Association ("NFA") are self-regulatory organizations ("SROs") that are actively involved in the regulation of our financial services

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The investment advisers responsible for the Jefferies' investment management businesses are all registered as investment advisers with the SEC or rely upon the registration of an affiliated adviser, and all are currently exempt from registration as Commodity Pool Operators and Commodity Trading Advisors. Registered investment advisers are subject to the requirements of the Advisers Act and the regulations promulgated thereunder. Such requirements relate to, among other things, fiduciary duties to clients, maintaining an effective compliance program, operational and marketing requirements, disclosure obligations, conflicts of interest, fees and prohibitions on fraudulent activities.

The investment activities are also subject to regulation under the Securities Exchange Act of 1934, as amended, the Securities Act of 1933, as amended, the Investment Company Act of 1940, as amended (the "Investment Company Act") and various other statutes, as well as the laws of the fifty states and the rules of various United States and non-United States securities exchanges and self-regulatory organizations, including laws governing trading on inside information, market manipulation and a broad number of technical requirements (e.g., options and futures position limits, execution requirements and reporting obligations) and market regulation policies in the United States

and globally. Congress, regulators, tax authorities and others continue to explore and implement regulations governing all aspects of the financial services industry. Pursuant to systemic risk reporting requirements adopted by the SEC, Jefferies' affiliated registered investment advisers with private investment fund clients are required to report certain information about their investment funds to the SEC.

Regulatory Capital Requirements. Several of our regulated entities are subject to financial capital requirements that are set by applicable local regulations.

Jefferies LLC is a dually registered broker-dealer and FCM and is required to maintain net capital in excess of the greater of the SEC or CFTC minimum financial requirements. As a broker-dealer, Jefferies LLC is subject to the SEC's Uniform Net Capital Rule 15c3-1 (the "Net Capital Rule"), which specifies the minimum level of net capital a broker-dealer must maintain and also requires that a significant part of a broker-dealer's assets be kept in relatively liquid form. The SEC and various self-regulatory organizations impose rules that require notification when net capital falls below certain predefined criteria, limit the ratio of subordinated debt to equity in the regulatory capital composition of a broker-dealer and constrain the ability of a broker-dealer to expand its business under certain circumstances. Jefferies LLC has elected to compute its minimum net capital requirement in accordance with the "Alternative Net Capital Requirement" as permitted by the Net Capital Rule, which provides that a broker-dealer shall not permit its net capital, as defined, to be less than the greater of 2% of its aggregate debit balances (primarily customer-related receivables) or \$250,000 (\$1.5 million for prime brokers, as applicable to Jefferies LLC). Compliance with the Net Capital Rule could limit Jefferies LLC's operations, such as underwriting and trading activities and financing customers' prime brokerage or other margin activities, in each case, that could require the use of significant amounts of capital, limit its ability to engage in certain financing transactions, such as repurchase agreements, and may also restrict its ability (i) to make payments of dividends, withdrawals or similar distributions or payments to a stockholder/parent or other affiliate, (ii) to make a redemption or repurchase of shares of stock, or (iii) to make an unsecured loan or advance to such shareholders or affiliates. As a carrying/clearing broker-dealer, under FINRA Rule 4110, FINRA could impose higher minimum net capital requirements than

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other regulatory bodies, the European Commission and European Supervisory Authorities (including the European Banking Authority and European Securities and Market Authority), the U.K. Financial Conduct Authority, the German Federal Financial Supervisory Authority ("BaFin"), the Canadian Investment Regulatory Organization, the Swiss Financial Market Supervisory Authority ("FINMA"), the Dubai Financial Services Authority, the Hong Kong Securities and Futures Commission, the Japan Financial Services Agency, the Monetary Authority of Singapore, the Australian Securities and Investments Commission and the Securities and Exchange Board of India ("SEBI"). Every country in which we do business imposes upon us laws, rules and regulations similar to those in the U.S., including with respect to some form of capital adequacy rules, customer protection rules, data protection regulations, anti-money laundering and anti-bribery rules, compliance with other applicable trading and investment banking regulations and similar regulatory reform.

Item 1A. Risk Factors

Factors Affecting Our Business

The following factors describe some of the assumptions, risks, uncertainties and other factors that could adversely affect our business or that could necessitate unforeseen changes to the ways we operate our businesses or could otherwise result in changes that differ materially from our expectations. In addition to the specific factors mentioned in this report, we may also be affected by other factors that affect businesses generally, such as global or regional changes in economic, business or political conditions, acts of war, terrorism, pandemics, climate change, and natural disasters.

Credit, Market and Liquidity Risks

Our business is subject to significant credit risk.

In the normal course of our businesses, we are involved in the execution, settlement and financing of various customer and principal securities and derivative transactions. These activities are transacted on a cash, margin or delivery-versus-payment basis and are subject to the risk of counterparty or customer nonperformance. Even when transactions are collateralized by the underlying security or other securities, we still face the risks

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associated with changes in the market value of the collateral through settlement date or during the time when margin is extended and collateral has not been secured or the counterparty defaults before collateral or margin can be adjusted. We may also incur credit risk in our derivative transactions to the extent such transactions result in uncollateralized credit exposure to our counterparties.

We seek to control the risk associated with these transactions by establishing and monitoring credit limits and by monitoring collateral and transaction levels daily. We may require counterparties to deposit additional collateral or return collateral pledged. In certain circumstances, we may, under industry regulations, purchase the underlying securities in the market and seek reimbursement for any losses from the counterparty. However, there can be no assurances that our risk controls will be successful.

We are exposed to significant market risk and our principal trading and investments expose us to risk of loss.

Market risk generally represents the risk that values of assets and liabilities or revenues will be adversely affected by changes in market conditions. Market risk is inherent in the financial instruments associated with our operations and activities, including trading account assets and liabilities, loans, securities, short-term borrowings, corporate debt and derivatives. Market conditions that change from time to time, thereby exposing us to market risk, include fluctuations in interest rates, equity prices, relative exchange rates, and price deterioration or changes in

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As a holding company, we are dependent for liquidity from payments from our subsidiaries, many of which are subject to restrictions.

As a holding company, we depend on dividends, distributions and other payments from our subsidiaries to fund payments on our obligations, including debt obligations. Several of our subsidiaries, particularly our broker-dealer subsidiaries and swap dealer subsidiary, are subject to regulations that limit or restrict dividend payments or reduce the availability of the flow of funds from those subsidiaries to us. In addition, our broker-dealer subsidiaries and swap dealer subsidiary are subject to restrictions on their ability to lend or transact with affiliates and are required to maintain minimum regulatory capital requirements. These regulations may hinder our ability to access funds that we may need to make payments to fulfill obligations.

From time to time we may invest in securities that are illiquid or subject to restrictions.

From time to time we may invest in securities that are subject to restrictions which prohibit us from selling the securities for a period of time. Such agreements may limit our ability to generate liquidity quickly through the disposition of the underlying investment while the agreement is effective.

Economic Environment Risks

We may incur losses as a result of unforeseen or catastrophic events, including the emergence of a pandemic, cybersecurity incidents and events, terrorist attacks, war, trade policies, military conflict, climate-related incidents or other natural disasters.

The occurrence of unforeseen or catastrophic events, including the emergence of a pandemic, such as COVID-19, or other widespread health emergency (or concerns over the possibility of such an emergency), cybersecurity incidents and events, terrorist attacks, war, trade policies, military conflict, extreme climate-related incidents or events or other natural disasters, could create economic and financial disruptions, and could lead to operational difficulties (including travel limitations) that could impair our ability to manage our businesses. For instance, the spread of illnesses or pandemics has, and could in the future, cause illness, quarantines, various shutdowns, reduction in business activity and financial transactions, labor shortages, supply chain interruptions and overall economic and financial market instability. In addition, geopolitical and military conflict and war between Russia and Ukraine and Hamas and Israel have and will continue to result in instability and adversely affect the global economy or specific markets, which could continue to have an adverse impact or cause volatility in the financial services industry generally or on our results of operations and financial conditions. In addition, these geopolitical tensions can cause an increase in volatility in commodity and energy prices, creating supply chain issues, and causing instability in financial markets. Sanctions imposed by the United States and other countries in response to such conflict could further adversely impact the financial markets and the global economy, and any economic countermeasures by the affected countries or others, could exacerbate market and economic instability. While we do

not have any operations in Russia or any clients with significant Russian operations and we have minimal market risk related to securities of companies either domiciled or operating in Russia, the specific consequences of the conflict in Ukraine on our business is difficult to predict at this time. Likewise, our investments and assets in our growing Israeli business could be negatively affected by consequences from the geopolitical and military conflict in the region. In addition to inflationary pressures affecting our operations, we may also experience an increase in cyberattacks against us and our third-party service providers from Russia, Hamas or their allies.

Climate change concerns and incidents could disrupt our

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securities, may materially and adversely affect our revenues from asset management.

Similarly, our other investments businesses may suffer from the above-mentioned impacts of fluctuations in economic and market conditions, including reductions in business activity and financial transactions, labor shortages, supply chain interruptions and overall economic and financial market instability. In addition, other factors, most of which are outside of our control, can affect our businesses, including the state of the real estate market, the state of the Italian telecommunications market, and the state of international market and economic conditions which impact trading volume and currency volatility, and changes in regulatory requirements.

In addition, global economic conditions and global financial markets remain vulnerable to the potential risks posed by certain events, which could include, among other things, the level and volatility of interest rates, the availability and market conditions of financing, economic growth or its sustainability, unforeseen changes to gross domestic product, inflation, energy prices, fluctuations or other changes in both debt and equity capital markets and currencies, political and financial uncertainty in the United States and the European Union, ongoing concern about Asia's economies, global supply disruptions, complications involving terrorism and armed conflicts around the world (including the conflict between Russia and Ukraine, and Hamas and Israel, or other challenges to global trade or travel, such as those that occur due to a pandemic). More generally, because our business is closely correlated to the general economic outlook, a significant deterioration in that outlook or realization of certain events would likely have an immediate and significant negative impact on our business and overall results of operations.

Changing financial, economic and political conditions could result in decreased revenues, losses or other adverse consequences.

Global or regional changes in the financial markets or economic and political conditions could adversely affect our business in many ways, including the following:

- A market downturn, potential recession and high inflation, as well as declines in consumer confidence and an increase in unemployment rates, could lead to a decline in the volume of transactions executed for customers and, therefore, to a decline in the revenues we receive from commissions and spreads. Any such economic downturn, volatile business environment, hostile third-party action or continued unpredictable and unstable market conditions could adversely affect our general business strategies;
- Unfavorable conditions or changes in general political, economic or market conditions could reduce the number and size of transactions in which we provide underwriting, financial advisory and other services. Our investment banking revenues, in the form of financial advisory, underwriting or placement fees, are directly related to the number and size of the transactions in which we participate and could therefore be adversely affected by unfavorable financial, economic or political conditions. In particular, the increasing trend toward sovereign protectionism and de-globalization has resulted or could result in decreases in free trade, erosion of traditional international coalitions, the imposition of sanctions and tariffs, governmental closures and no-confidence votes, domestic and international strife, and general market upheaval in response to such results, all of which could negatively impact our business;
- Adverse changes in the securities markets could lead to a reduction in revenues from asset management fees and losses on our own capital invested in managed funds. Even in the absence of a market downturn, below-market investment

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or specialized personnel, in addition to qualified, successful personnel in functional, non-revenue producing roles. Competitive pressures we experience with respect to employees could have an adverse effect on our business, results of operations, financial condition and liquidity.

Turnover in the financial services industry is high. The cost of retaining skilled professionals in the financial services industry has escalated considerably. Financial industry employers are increasingly offering guaranteed contracts, upfront payments and increased compensation. These can be important factors in a current employee's decision to leave us as well as in a prospective employee's decision to join us. As competition for skilled professionals in the industry remains intense, we may have to devote significant resources to attracting and retaining qualified personnel.

If we were to lose the services of certain of our professionals, we may not be able to retain valuable relationships and some of our clients could choose to use the services of a competitor instead of our services. If we are unable to retain our professionals or recruit additional professionals, our reputation, business, results of operations and financial condition will be adversely affected. Further, new business initiatives and efforts to expand existing businesses frequently require that we incur compensation and benefits expense before generating additional revenues.

Moreover, companies in our industry whose employees accept positions with competitors often claim that those competitors have engaged in unfair hiring practices. We may be subject to such claims in the future as we seek to hire qualified personnel who have worked for our competitors. Some of these claims may result in material litigation. We could incur substantial costs in defending against these claims, regardless of their merits. Such claims could also discourage potential employees who work for our competitors from joining us.

We face increasing competition in the financial services industry.

We operate in an intensely competitive with other global bank holding companies that engage in investment banking and capital markets activities as one of their lines of business and that have greater capital and resources than we do. We also compete against other broker-dealers, asset managers and boutique firms on both a global and regional basis. There is also growing pressure to provide services at lower fees to appeal to clients, which may impact our ability to effectively compete.

Operational risks may disrupt our business, result in regulatory action against us or limit our growth.

Our businesses are highly dependent on our ability to process, on a daily basis, a large number of transactions across numerous and diverse markets in many currencies, and the transactions we process have become increasingly complex. If any of our financial, accounting or other data processing systems do not operate properly, or are disabled, or if there are other shortcomings or failures in our internal processes, people or systems, we could suffer an impairment to our liquidity, financial loss, a disruption of our businesses, liability to clients, regulatory intervention or reputational damage. These systems may fail to operate properly or become disabled as a result of events that are wholly or partially beyond our control, including a disruption of electrical or communications services or our inability to occupy one or more of our buildings. The inability of our systems to accommodate an increasing volume and complexity of transactions could also constrain our ability to expand our businesses.

Certain of our financial and other data processing systems rely on access to and the functionality of operating systems

other malicious code, as well as human error, natural disaster, power loss, and other events that could damage our reputation, impact the security and stability of our operations, and expose us to class action lawsuits and regulatory investigation, action, and penalties, and significant liability.

We also rely on numerous third-party service providers to conduct other aspects of our business operations and we face similar risks relating to them. While we evaluate the information security programs and defenses of third-party vendors, we cannot be certain that our reviews and oversight will identify all potential information security weaknesses or that our vendors' information security protocols are or will be sufficient to withstand or adequately respond to a cyber attack, cybersecurity incident or other information security breach. In addition, in order to access our products and services, or trade with us, our customers and counterparties may use networks, computers and

other devices that are beyond our security control systems and processes.

Notwithstanding the precautions we take, if a cyber attack, cybersecurity incident, or other information security breach were to occur, this could jeopardize the information we confidentially maintain, or otherwise cause interruptions in our operations or those of our clients and counterparties, exposing us to liability. As attempted attacks continue to evolve in scope and sophistication, we may be required to expend substantial additional resources to modify or enhance our reasonable security measures, to investigate and remediate vulnerabilities or other exposures or to communicate about cyber attacks, cybersecurity incidents or other information security breaches to our customers, partners, third-party service providers and counterparties. Though we have insurance against some cyber risks and attacks, we may be subject to litigation and financial losses that exceed our insurance policy limits or are not covered under any of our current insurance policies. A technological breakdown could also interfere with our ability to comply with financial reporting and other regulatory requirements, exposing us to potential disciplinary action by regulators. Successful cyber attacks, cybersecurity incidents or other information security breaches at other large financial institutions or other market participants, whether or not we are affected, could lead to a general loss of customer confidence in financial institutions that could negatively affect us, including harming the market perception of the effectiveness of our security measures or the financial system in general, which could result in a loss of business.

Further, in light of the high volume of transactions we process, the large number of our clients, partners and counterparties, and the increasing sophistication of malicious actors that may employ increasingly sophisticated methods such as new artificial intelligence tools, a cyber attack, cybersecurity incident, or other information security breach could occur and persist for an extended period of time without detection. We expect that any investigation of a cyber attack, cybersecurity incident, or other information security breach would take substantial amounts of time and resources, and that there may be extensive delays before we obtain full and reliable information. During such time we would not necessarily know the extent of the harm caused by the cyber attack, cybersecurity incident, or other information security breach or how best to remediate it, and certain errors or actions could be repeated or compounded before they are discovered and remediated. All of these factors could further increase the costs and consequences of such a cyber attack or cybersecurity incident. In providing services to clients, we manage, utilize and store sensitive or confidential client or

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activities or concealing unsuccessful investments. The violation of these obligations and standards by any of our employees would adversely affect our clients and us. It is not always possible to deter employee misconduct, and the precautions we take to detect and prevent this activity may not be effective against certain misconduct, including conduct which is difficult to detect. The occurrence of significant employee misconduct could have a material adverse financial effect or cause us significant reputational harm and/or legal and regulatory liability, which in turn could seriously harm our business and our prospects.

We may not be able to insure certain risks economically.
We cannot be certain that we will be able to insure all risks that we desire to insure economically or that all of our insurers or reinsurers will be financially viable if we make a claim. If an uninsured loss or a loss in excess of insured limits should occur, or if we are required to pay a deductible for an insured loss, results of operations could be adversely affected.

Future acquisitions and dispositions of our businesses and investments are possible, changing the components of our assets and liabilities, and if unsuccessful or unfavorable, could reduce the value of our securities.

Any future acquisitions or dispositions may result in significant changes in the composition of our assets and liabilities, as well as our business mix and prospects. Consequently, our financial condition, results of operations and the trading price of our securities may be affected by factors different from those affecting our financial condition, results of operations and trading price at the present time.

Our investment in Jefferies Finance may not prove to be successful and may adversely affect our results of operations or financial condition.

Many factors, most of which are outside of our control, can affect Jefferies Finance's business, including adverse investment banking and capital market conditions leading to a decline of syndicate loans, inability of borrowers to repay commitments, adverse changes to a borrower's credit worthiness, and other factors that directly and indirectly effect the results of operations, and consequently may adversely affect our results of operations or financial condition.

Our investment in Berkadia may not prove to be successful and may adversely affect our results of operations or financial condition.

Many factors, most of which are outside of our control, can affect Berkadia's business, including loan losses in excess of reserves, a change in the relationships with U.S. Government-Sponsored Enterprises or federal agencies, a significant loss of customers, and other factors that directly and indirectly effect the results of operations, including the sales and profitability of Berkadia, and consequently may adversely affect our results of operations or financial condition.

If Berkadia suffered significant losses and was unable to repay its commercial paper borrowings, we would be exposed to loss pursuant to a reimbursement obligation to Berkshire Hathaway.

Berkadia obtains funds generated by commercial paper sales of an affiliate of Berkadia. All of the proceeds from the commercial paper sales are used by Berkadia to fund new mortgage loans, servicer advances, investments and other working capital requirements. Repayment of the commercial paper is supported by a \$1.5 billion surety policy issued by a Berkshire Hathaway insurance subsidiary and a Berkshire Hathaway corporate guaranty, and we have agreed to reimburse Berkshire Hathaway for one-half of any losses incurred thereunder. If Berkadia suffers significant losses and is unable to repay its commercial paper borrowings, we would suffer losses to the extent of our

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A key focus of the European regulators over the last couple of years has been emerging regulation with regards to Operational Resilience, with regulators expecting investment firms like Jefferies to be able to assess (on an ongoing basis) their resilience (measured by impact to Jefferies' clients and market) on identified critical business services. This has brought our management of third party risk, business continuity and the mitigation of cyber risk more firmly into focus with the regulators. Significant new legislation and regulation affecting the financial services industry is regularly proposed and sometimes adopted. These legislative and regulatory initiatives affect not only us, but also our competitors and certain of our clients. These changes could have an effect on our revenue and profitability, limit our ability to pursue certain business opportunities, impact the value of assets that we hold, require us to change certain business practices, impose additional costs on us and otherwise adversely affect our business. Accordingly, we cannot provide assurance that legislation and regulation will not eventually have an adverse effect on our business, results of operations, cash flows and financial condition. In the U.S., such initiatives frequently arise in the aftermath of elections that change the party of the president or the majority party in the House and/or Senate.

Increasing regulatory focus on evolving privacy and security issues and expanding laws could impact our businesses and investments and expose us to increased liability.

The EU General Data Protection Regulation (the "EU GDPR" or "GDPR") applies in all EU Member States and also applies to entities established outside of the EU where such entity processes personal data in relation to: (i) the offering of goods or services to data subjects in the EEA; or (ii) monitoring the behavior of data subjects as far as that behavior takes place in the EEA. The UK has implemented GDPR as part of its national law (the "UK GDPR"). The UK GDPR exists alongside the UK Data Protection Act 2018 and its requirements are largely aligned with those under the EU GDPR.

The EU GDPR and UK GDPR impose a number of obligations on organizations to which they apply, including, without limitation: accountability and transparency requirements; compliance with the data protection rights of data subjects; and under circumstances, the prompt reporting of certain personal data breaches to both the relevant data supervisory authority and impacted individuals.

The EU GDPR and UK GDPR also include restrictions on the transfer of personal data from the EEA to jurisdictions that are not recognized as having an adequate level of protection with regards to data protection laws.

The EU GDPR imposes significant fines for serious non-

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compliance of up to the higher of 4% of an organization's annual worldwide turnover or €20 million (or approximately £17.5 million under the UK GDPR). Data subjects also have a right to receive compensation as a result of infringement of the EU GDPR and/or UK GDPR for financial or non-financial losses.

Other privacy laws are in effect in the Americas, Europe and the Middle East and Asia-Pacific regions, many of which involve heightened compliance obligations similar to those under EU GDPR and UK GDPR. The privacy and cybersecurity legislative and regulatory landscape is evolving rapidly, and numerous proposals regarding privacy and cybersecurity are pending before U.S. and non-U.S. legislative and regulatory bodies. The adopted form of such developing legislation and regulation will determine the level of any resources which we will need to invest to ensure compliance. In the event of non-compliance with privacy laws and regulations, we could face significant administrative and monetary sanctions as well as reputational damage which may have a material adverse effect on our operations, financial

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expansion into new areas impose greater risks of liability.

Substantial legal liability could have a material adverse financial effect or cause us significant reputational harm, which in turn could seriously harm our business and our prospects.

A change in tax laws in key jurisdictions could materially increase our tax expense.

We are subject to tax in the U.S. and numerous international jurisdictions. Changes to income tax laws and regulations in any of the jurisdictions in which we operate, or in the interpretation of such laws, or the introduction of new taxes, could significantly increase our effective tax rate and ultimately reduce our cash flow from operating activities and otherwise have an adverse effect on our financial condition or results of operations.

If our tax filing positions were to be challenged by federal, state and local, or foreign tax jurisdictions, we may not be wholly successful in defending our tax filing positions.

We record reserves for unrecognized tax benefits based on our assessment of the probability of successfully sustaining tax filing positions. Management exercises significant judgment when assessing the probability of successfully sustaining tax filing positions, and in determining whether a contingent tax liability should be recorded and, if so, estimating the amount. If our tax filing positions are successfully challenged, payments could be required that are in excess of reserved amounts or we may be required to reduce the carrying amount of our net deferred tax asset, either of which result could be significant to our financial condition or results of operations.

Item 1B. Unresolved Staff Comments

None.

Item 1C. Cybersecurity

Cybersecurity Risk Management and Strategy

Our Chief Information Security Officer ("CISO") and the Global Information Security team ("GIS") oversee our cybersecurity program and exercise overall responsibility for the strategic vision, design, development and implementation of, and adherence to, the program's protocols. The comprehensive program includes policies and procedures designed to protect our systems, operations and the data entrusted to it from anticipated threats or hazards. The program applies seven layers of controls: governance, identification, protection, detection, response, recovery and third-party vendor management. The CISO reviews the cybersecurity framework annually as well as on an event-driven basis, as necessary, and reviews the scope of cybersecurity measures periodically, including to accommodate changes in business practices that may implicate security-related issues.

Protective measures, where appropriate, include, but are not limited to, physical and digital access controls, software security and patch management, identity verification, mobile device management, data loss prevention solutions, employee cybersecurity awareness communications and best practices training programs, security baselines and tools to detect and report anomalous activity, service provider risk assessments, network monitoring, hardware and software, and data erasure and media disposal. Measures, policies and standards are aligned with industry-leading frameworks, such as those promulgated by the International Organization for Standardization and the National Institute of Standards and Technology ("NIST").

We test our cybersecurity defenses regularly through automated vulnerability scanning to identify and remediate critical vulnerabilities. In addition, an independent vendor conducts annual penetration tests to validate our external security posture. For certain businesses, we also conduct cyber incident tabletop exercises involving hypothetical cybersecurity incidents to test our cyber incident response processes. Tabletop exercises are

reviewing the steps management has taken to monitor and control such exposures. The CISO keeps the Board informed about our security posture and cybersecurity maturity program on a regular basis, providing updates about the current threat landscape and related risks, cybersecurity events, significant incidents and new initiatives.

Our cybersecurity program is periodically assessed by the Internal Audit Department. The results of these audits are reported to the Audit Committee. Any resulting findings and associated actions to address issues are tracked and managed to completion. In addition, the Information Technology Risk team provides key risk indicators ("KRIs") monthly to the Operational Risk Committee whose members include the CIO, Chief Risk Officer ("CRO"), Head of Internal Audit and the CISO. The monthly presentation includes updates on key security incidents and the trending of cybersecurity KRIs.

Our dedicated GIS team is led by the CISO, who reports to the CIO. The CISO has extensive experience in cybersecurity and technology with over twenty years' experience managing cybersecurity in the financial and consulting services industries and is responsible for all aspects of cybersecurity across our global businesses. The CISO works closely with the CIO, Chief Financial Officer, CRO and the Legal and Compliance Departments to develop and advance our cybersecurity strategy.

Item 2. Properties

Our global headquarters and principal executive offices are located at 520 Madison Avenue, New York, New York, with our European and the Middle East headquarters in London and our Asia-Pacific headquarters in Hong Kong and other offices and operations located across the U.S. and around the world. In addition, we maintain backup data center facilities with redundant technologies for each of our three main data center hubs in Jersey City, London and Hong Kong. We lease all of our office space, or contract via service arrangement, which management believes is adequate for our business. The facilities vary in size and have leases expiring at various times, subject, in certain instances, to renewal options. Additionally, HomeFed owns and develops various real estate properties in the U.S.

Item 3. Legal Proceedings

Many aspects of our business involve substantial risks of legal and regulatory liability. In the normal course of business, we have been named as defendants or co-defendants in lawsuits involving primarily claims for damages. We are also involved in a number of judicial and regulatory matters, including exams, investigations and similar reviews, arising out of the conduct of our business. Based on currently available information, we do not believe that any matter will have a material adverse effect on our consolidated financial statements.

In July 2024, we commenced litigation against the former portfolio manager of 31512 Capital ABS Master Fund LP (the "Fund") and a variety of individuals and entities (collectively, the "defendants"), alleging that the defendants engaged in a longstanding Ponzi scheme resulting in the misappropriation of approximately \$106 million from investors in the Fund and in certain related accounts, including a separately managed account held by the Company. To date, the Company has recognized a loss of \$17.2 million. We anticipate that this litigation, which will not be resolved in the near term, will result in the recovery of some or all of our losses but cannot, with any reliable accuracy, estimate how much we will be able to recover, or the outcome of this litigation, which may lead to additional proceedings.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

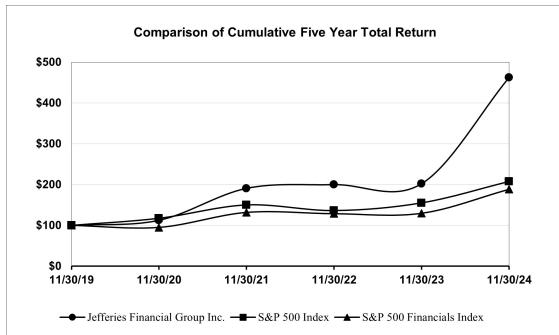
Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Our common shares are traded on the NYSE under the symbol

Stockholder Return Performance Graph

Set forth below is a graph comparing the cumulative total stockholder return on our common shares against the cumulative total return of the Standard & Poor's 500 Stock Index and the Standard & Poor's 500 Financials Index for the period commencing November 30, 2019 to November 30, 2024. Index data was furnished by S&P Global Market Intelligence. The graph assumes that \$100 was invested on December 31, 2019 in each of our common stock, the S&P 500 Index and the S&P 500 Financials Index and that all dividends, including quarterly

and special dividends, were reinvested.



Item 6. [Reserved]

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

This report may contain or incorporate by reference certain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934 and/or the Private Securities Litigation Reform Act of 1995. Forward-looking statements include statements about our future and statements that are not historical or current facts. These forward-looking statements are often preceded by the words "should," "expect," "believe," "intend," "may," "will," "would," "could" or similar expressions. Forward-looking statements may contain expectations regarding revenues, earnings, operations and other results, and may include statements of future performance, plans and objectives. Forward-looking statements also include statements pertaining to our strategies for future development of our business and products. Forward-looking statements represent only our belief regarding future events, many of which by their nature are inherently uncertain. It is possible that the actual results may differ, possibly materially, from the anticipated results indicated in these forward-looking statements. Information regarding important factors that could cause actual results to differ, perhaps materially, from those in our forward-looking statements is contained in this report and other documents we file. You should read and interpret any forward-looking statement together with these documents, including the following:

- the description of our business contained in this report under the caption "Business";
- the risk factors contained in this report under the caption "Risk Factors";
- the discussion of our analysis of financial condition and results of operations contained in this report under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations" herein;
- the discussion of our risk management policies, procedures and methodologies contained in this report under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations—Risk Management" herein;

\$ in thousands	2024	2023	% Change
Net revenues	\$ 7,034,803	\$ 4,700,417	49.7 %
Non-interest expenses	6,029,257	4,346,148	38.7 %
Earnings from continuing operations before income taxes	1,005,546	354,269	183.8 %
Income tax expense from continuing operations	293,194	91,881	219.1 %
Net earnings from continuing operations	712,352	262,388	171.5 %
Net earnings from discontinued operations (including gain on disposal), net of income taxes	3,667	—	N/M
Net losses attributable to noncontrolling interests	(27,364)	(14,846)	84.3 %
Net losses attributable to redeemable noncontrolling interests	—	(454)	(100.0)%
Preferred stock dividends	74,110	14,616	407.0 %
Net earnings attributable to common	669,273	263,072	154.4 %
Effective tax rate from continuing operations	29.2 %	25.9 %	

\$ in thousands	2023	2022	% Change
Net revenues	\$ 4,700,417	\$ 5,978,838	(21.4)%
Non-interest expenses	4,346,148	4,923,276	(11.7)%
Earnings from continuing operations before income taxes	354,269	1,055,562	(66.4)%
Income tax expense from continuing operations	91,881	273,852	(66.4)%
Net earnings from continuing operations	262,388	781,710	(66.4)%
Net losses attributable to	(14,846)	(2,397)	519.4 %

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Headcount

•At November 30, 2024, we had 7,822 employees globally across all of our consolidated subsidiaries within our Investment Banking and Capital Markets and Asset Management reportable segments, an increase of 258 employees from our headcount of 7,564 at November 30, 2023. Included within our global headcount are 2,063 employees of our Stratos, Tessellis, HomeFed and M Science subsidiaries. During the past year, we have increased the number of our Investment Banking Managing Directors and related staff, along with additional technology and corporate staff to support our growth and strategic priorities.

Revenues by Source

We present our results as two reportable business segments: Investment Banking and Capital Markets and Asset Management. Additionally, corporate activities are fully allocated to each of these reportable business segments. Beginning in fiscal 2024, we now refer to "Merchant banking" as "Other investments" in our Asset Management reportable segment.

Net revenues presented for our Investment Banking and Capital Markets reportable segment include allocations of interest income and interest expense as we assess the profitability of these businesses inclusive of the net interest revenue or expense associated with the respective activities, including the net interest cost of allocated short- and long-term debt, which is a function of the mix of each business's associated assets and liabilities and the related funding costs.

The remainder of our "Consolidated Results of Operations" is presented on a detailed product and expense basis. Our "Revenues by Source" is reported along the following business lines: Investment Banking, Equities, Fixed Income and Asset Management.

Foreign currency transaction gains or losses, debt valuation adjustments on derivative contracts, gains and losses on investments held in deferred compensation plans or certain other corporate income items are not considered by management in assessing the financial performance of our operating businesses and are, therefore, not reported as part of our business segment results.

	2024		2023		
\$ in thousands	Amount	% of Net Revenues	Amount	% of Net Revenues	% Change
Advisory	\$ 1,811,634	25.8 %	\$ 1,198,916	25.5 %	51.1 %
Equity underwriting	799,804	11.4	560,243	11.9	42.8
Debt underwriting	689,227	9.8	410,208	8.7	68.0
Other investment banking	144,122	2.0	102,851	2.2	40.1
Total Investment Banking	3,444,787	49.0	2,272,218	48.3	51.6
Equities	1,592,793	22.6	1,139,425	24.2	39.8
Fixed income	1,166,761	16.6	1,092,736	23.2	6.8
Total Capital Markets	2,759,554	39.2	2,232,161	47.4	23.6
Total Investment Banking and Capital Markets (1)	6,204,341	88.2	4,504,379	95.7	37.7
Asset management fees and revenues	103,488	1.5	93,678	2.0	10.5
Investment return	212,209	3.0	154,461	3.3	37.4
Allocated net interest (2)	(62,135)	(1.0)	(49,519)	(1.1)	25.5
Other investments, inclusive of net interest	550,107	7.8	(10,275)	(0.2)	N/M
Total Asset Management	803,669	11.3	188,345	4.0	326.7
Other	26,793	0.5	7,693	0.3	248.3
Net revenues	\$ 7,034,803	100.0 %	\$ 4,700,417	100.0 %	49.7 %

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Beginning in the fourth quarter of 2024, revenues from corporate equity derivative transactions historically included within Other investment banking net revenues were reclassified to Equities net revenues as the underlying business has matured and has started to generate meaningful revenues. Prior year amounts have been revised to conform to this reclassification change to the current year reporting.

Investment Banking Revenues

Investment banking is composed of revenues from:

- advisory services with respect to mergers and acquisitions, debt financing, restructurings and private capital transactions;
- underwriting services, which include debt underwriting and placement services related to investment grade debt, high yield bonds, leveraged loans, emerging market debt, global structured notes, municipal debt, mortgage-backed and asset-backed securities; equity underwriting and placement services related to equity offerings, preferred stock, and equity-linked securities; and loan syndication;
- our 50% share of net earnings from our corporate lending joint venture, Jefferies Finance;
- our 45% share of net earnings from our commercial real estate joint venture, Berkadia (which includes commercial mortgage origination and servicing);
- Foursight, our wholly-owned subsidiary engaged in the lending and servicing of automobile loans (until the sale in April 2024);
- securities and loans received or acquired in connection with our investment banking activities; and
- certain revenue-sharing agreements with SMBC primarily associated with investment banking business opportunities.

Investment banking net revenues were \$3.44 billion for 2024, up 51.6% compared to \$2.27 billion for 2023. We have made extensive investments in our investment banking business, including a significant number of professional hires, particularly at the managing director level, and have expanded our capabilities across sectors and regions, which has led to market share gains.

Deals Completed

	2024	2023	2022
Advisory transactions	364	287	364
Public and private equity and convertible offerings	243	182	166
Public and private debt financings	1,080	699	653

Aggregate Value

\$ in millions	2024	2023	2022
Advisory transactions	\$ 359.2	\$ 259.1	\$ 336.7
Public and private equity and convertible offerings	83.5	59.6	37.8
Public and private debt financings	516.1	213.6	250.6

Advisory net revenues were \$1.81 billion for 2024, up 51.1% compared to \$1.20 billion for 2023, driven by market share gains attributable to an increase in transaction levels across most sectors in the global mergers and acquisitions markets.

Total underwriting net revenues were \$1.49 billion for 2024, up 53.4% compared to \$970.5 million for 2023, due to increased equity and debt underwriting activity as a result of a more robust equity and general capital markets environment.

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Other investment banking net revenues were \$144.1 million for 2024, compared to \$102.9 million for 2023. Results from our share of the net earnings of our Jefferies Finance joint venture increased, as net revenues were slightly improved and certain investment and loan losses incurred in 2023 were not repeated. Revenues from our share of the net earnings of our Berkadia joint venture increased from the prior year period primarily driven by higher interest income and servicing fees attributable to a larger and growing loan servicing portfolio, as well as an increase in

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Fixed income net revenues were \$1.17 billion for 2024, up 6.8% compared to \$1.09 billion in 2023, driven by stronger results from our distressed trading and securitized markets businesses, partially offset by reduced activity in our global structured solutions business and lower results across our emerging markets, credit e-trading, corporates, and municipal securities businesses, which were particularly strong in the prior fiscal year.

Asset Management

We operate a diversified alternative asset management platform offering institutional clients a range of investment strategies directly and through our affiliated asset managers. We provide certain of our affiliated asset managers access to our global marketing and distribution platform, as well as operational infrastructure and support. We often invest our own capital in the strategies offered by us and associated third-party asset managers in which we have an interest.

Asset management revenues include the following:

- management and performance fees from funds and accounts managed by us;
- revenue from affiliated asset managers where we are entitled to portions of their revenues and/or profits, as well as earnings on our ownership interests in our affiliated asset managers;
- investment income from our capital invested in and managed by us and our affiliated asset managers; and
- revenues from investments held in our other investments portfolio, including consolidated operations from real estate development activities, foreign exchange trading (Stratos consolidated from the beginning of the fourth quarter of 2023) and telecommunications activities related to Tessellis (consolidated at the end of the fourth quarter of 2023) as well as OpNet (from the at the end of the fourth quarter of 2023 through its sale in August 2024) and investments in certain public equity securities and private companies. Prior fiscal years include revenues from oil and gas activities until the spin-off of our interest in Vitesse Energy in January 2023.

Asset management fees and revenues are impacted by the level of assets under management and the performance return of those assets, for the most part on an absolute basis, and, in certain cases, relative to a benchmark or hurdle. These components can be affected by financial markets, profits and losses in the applicable investment portfolios and client capital activity. Further, asset management fees vary with the nature of investment management services. The terms under which clients may terminate our investment management agreements, and the requisite notice period for such termination, varies depending on the nature of the investment vehicle and the liquidity of the portfolio assets. In some instances, performance fees and similar revenues are recognized once a year, when they become fixed and determinable and are not probable of being significantly reversed, typically in December. As a result, a significant portion of our performance fees and similar revenues generated from investment returns in a calendar year are recognized in our following fiscal year.

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Assets Under Management

Aggregate net asset values or net asset value equivalent assets under management:

Jefferies Financial Group Inc.

\$ in millions	2024	2023
Seed capital net asset values of investments	\$ 1,761	\$ 1,763
Financed net asset values of investments	1,174	1,785
Net asset values of investments (1)	2,935	3,548
Assets under management by affiliated asset managers with revenue sharing arrangements (2)	19,498	22,379
Third-party and other investments actively managed by our wholly-owned managers (3)	2,596	2,100
Total aggregate net asset value or net asset value equivalent assets under management	\$ 25,029	\$ 28,027

(1)Revenues related to the investments made by us are presented in Investment return within the results of our asset management businesses.

(2)Revenues from our share of fees received by affiliated asset managers are presented in Revenue from strategic affiliates within the results of our asset management businesses.

(3)We earn asset management fees as a result of the third-party investments, which are presented in Asset management fees and revenues within the results of our asset management businesses.

The tables below include third-party and other assets under management by us, excluding those of our affiliated asset managers.

Assets under management by predominant asset class:

\$ in millions	2024	2023
Assets under management:		
Equities	\$ 473	\$ 448
..		
Multi-asset	2,123	1,606
Total	\$ 2,596	\$ 2,054
..		

Change in assets under management:

\$ in millions	2024	2023
Assets under management:		
Balance, beginning of period	\$ 2,054	\$ 1,248
Net cash inflows	442	693
Net market appreciation (depreciation)	100	113
Balance, end of period	\$ 2,596	\$ 2,054
..		

Assets under management are based on the net asset value or net asset value equivalent of a fund plus unfunded capital commitments to the fund, the net asset value equivalents of separately managed accounts and the fair value of any invested capital in our consolidated funds and separately managed accounts. Assets under management is generally based on how fee and revenues are calculated and the measure also includes funds and separately managed accounts for which we do not charge fees.

Our definition of assets under management is not based on any definition contained in any of our investment management agreements and differs from the manner in which "Regulatory Assets Under Management" is reported to the SEC on Form ADV.

Asset Management Investments

Our asset management business makes seed and additional strategic investments directly in alternative asset management separately managed accounts and co-mingled funds where we act as the asset manager or in affiliated asset managers where we have strategic relationships and participate in the revenues or profits of the affiliated manager.

Investments by type of asset manager:

\$ in thousands	2024	2023
Jefferies Financial Group Inc.; as manager:		
Fund investments (1)	\$ 199,248	\$ 179,533
Separately managed accounts (2)	177,998	187,350

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Total Non-interest Expenses

Non-interest expenses were \$6.03 billion for 2024, an increase of \$1.68 billion, or 38.7%, compared to \$4.35 billion for 2023, primarily due to an increase in overall business activity and compensation expense. Non-compensation expenses are also impacted by the inclusion of Stratos and Tessellis as operating subsidiaries following the consolidation of these entities in the fourth quarter of 2023, partially offset by the impact of the spin-off of Vitesse Energy in January 2023 and the sale of Foursight in April 2024.

Compensation and Benefits

Compensation and benefits expense consists of salaries, benefits, commissions, annual cash compensation and share-based awards and the amortization of share-based and cash compensation awards to employees.

Cash and share-based awards and a portion of cash awards granted to employees as part of year end compensation generally contain provisions such that employees who terminate their employment or are terminated without cause may continue to vest in their awards, so long as those awards are not forfeited as

a result of other forfeiture provisions (primarily non-compete clauses) of those awards. Accordingly, the compensation expense for a portion of awards granted at year end as part of annual compensation is recorded during the year of the award. Compensation and benefits expense includes amortization expense associated with these awards to the extent vesting is contingent on future service. In addition, certain awards to our Chief Executive Officer and our President contain market and performance conditions and the awards are amortized over their service periods.

Compensation and benefits expense was \$3.66 billion for 2024 compared to \$2.54 billion for 2023. A significant portion of our compensation expense is highly variable with net revenues.

Compensation and benefits expense as a percentage of Net revenues was 52.0% for 2024 and 53.9% for 2023. The ratio for 2024 was impacted by the consolidation of Stratos and Tessellis, which have much lower compensation rates proportionate to net revenues.

Compensation expense related to the amortization of share- and cash-based awards amounted to \$513.7 million for 2024 compared to \$370.0 million for 2023.

At November 30, 2024, we had 7,822 employees globally across all of our consolidated subsidiaries within our Investment

Banking and Capital Markets and Asset Management reportable segments, an increase of 258 employees from our headcount of 7,564 at November 30, 2023. Included within our global headcount are 2,063 employees of our Stratos, Tessellis, HomeFed, and M Science subsidiaries. During the past year, we have increased the number of our Investment Banking Managing Directors and related staff along with additional technology and corporate staff to support our growth and strategic priorities.

Refer to Note 15, Compensation Plans included in this Annual Report on Form 10-K, for further details on compensation and benefits.

Non-interest Expenses (Excluding Compensation and Benefits)

Non-interest expenses, excluding Compensation and benefits, as a percentage of Net revenues improved from 38.5% in 2023 to 33.7% in 2024 as our revenue growth outpaced expense growth. The ratio includes our Other investments portfolio, which has a higher non-compensation expense ratio.

Non-interest expenses was impacted by the following:

- Brokerage and clearing fees were higher by \$66.0 million due to increased trading volumes.
- Technology and communication were higher by \$69.6 million related to the continued development of various trading and management systems and increased market data costs.
- Business development was higher by \$105.9 million reflecting

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We believe our application of U.S. GAAP and the associated estimates are reasonable. Our accounting estimates are reevaluated, and adjustments are made when facts and circumstances dictate a change. Historically, we have found our application of accounting policies to be appropriate, and actual results have not differed materially from those determined using necessary estimates.

For further discussions of the following significant accounting policies and other significant accounting policies, refer to Note 2, Summary of Significant Accounting Policies in our consolidated financial statements included in this Annual Report on Form 10-K.

Valuation of Financial Instruments

Financial instruments owned and Financial instruments sold, not yet purchased are recorded at fair value. The fair value of a financial instrument is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (the exit price). Unrealized gains or losses are generally recognized in Principal transactions revenues in our Consolidated Statements of Earnings.

For information on the composition of our Financial instruments owned and Financial instruments sold, not yet purchased recorded at fair value, refer to Note 6, Fair Value Disclosures in our consolidated financial statements included in this Annual Report on Form 10-K.

Fair Value Hierarchy – In determining fair value, we maximize the use of observable inputs and minimize the use of unobservable inputs by requiring that observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability based on market data obtained from independent sources. Unobservable inputs reflect our assumptions that market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. We apply a hierarchy to

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categorize our fair value measurements broken down into three levels based on the transparency of inputs, where Level 1 uses observable prices in active markets and Level 3 uses valuation techniques that incorporate significant unobservable inputs. Greater use of management judgment is required in determining fair value when inputs are less observable or unobservable in the marketplace, such as when the volume or level of trading activity for a financial instrument has decreased and when certain factors suggest that observed transactions may not be reflective of orderly market transactions. Judgment must be applied in determining the appropriateness of available prices, particularly in assessing whether available data reflects current prices and/or reflects the results of recent market transactions. Prices or quotes are weighed when estimating fair value with greater reliability placed on information from transactions that are considered to be representative of orderly market transactions. Fair value is a market-based measure; therefore, when market observable inputs are not available, our judgment is applied to reflect those judgments that a market participant would use in valuing the same asset or liability. The availability of observable inputs can vary for different products. We use prices and inputs that are current as of the measurement date even in periods of market disruption or illiquidity. The valuation of financial instruments categorized within Level 3 of the fair value hierarchy involves the greatest extent of management judgment. Refer to Note 2, Summary of Significant Accounting Policies and Note 6, Fair Value Disclosures in our consolidated financial statements included in this Annual Report on Form 10-K for further information on the definitions of fair value, Level 1, Level 2 and Level 3 and related valuation techniques.

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investee. Whenever we believe conditions or events indicate that one of these investments might be significantly impaired, we generally obtain from such investee updated cash flow projections and obtain other relevant information related to assessing the overall valuation of the investee. Utilizing this information, we assess whether the investment is considered to be other-than-temporarily impaired. To the extent an investment is deemed to be other-than-temporarily impaired, an impairment charge is recognized for the amount, if any, by which the investment's book value exceeds our estimate of the investment's fair value.

In the first quarter of 2023, we performed a valuation of our equity method investment in Golden Queen as forecasts of the expected future production of gold and silver from its mine had declined from previous periods. Our estimate of fair value was based on a discounted cash flow analysis, which included management's projections of future Golden Queen cash flows and a discount rate of 11.0%. As a result, an impairment loss of \$22.1 million was recorded in Other income for the three months ended February 28, 2023. During the three months ended May 31, 2023, we recognized an additional impairment loss of \$7.3 million primarily due to further declines in cash flows at Golden Queen resulting in a carrying value our investment of \$16.8 million at May 31, 2023. During the three months ended August 31, 2023, we recognized an additional impairment loss of \$27.8 million, which reduced the carrying value of our investment to zero and also reduced the carrying value of shareholder loans to Golden Queen to \$8.8 million at August 31, 2023. The impairment for the three months ended August 31, 2023 was primarily based on our estimate of what could be recognized in a sale transaction for the investment. In the fourth quarter of 2023, we sold Golden Queen and recognized a gain of \$1.7 million on the sale.

We had an equity method interest in Stratos with rights to a majority of all distributions in respect of Stratos. In the fourth quarter of 2022, we had a triggering event to test our investment in Stratos for impairment. We estimated the fair value of our equity interest in Stratos based primarily on a discounted cash flow valuation model. The discounted cash flow valuation model used inputs including management's projections of future Stratos cash flows and a discount rate of 23.0%. The estimated fair value of our equity investment in Stratos was \$61.7 million as of the date of our impairment evaluation, which was \$25.3 million lower than our prior carrying value. We concluded that the decline in fair value was other than temporary and as result incurred a \$25.3 million impairment charge. During 2023, we obtained 100% of the interests in Stratos and now account for Stratos as a wholly owned subsidiary. Refer to Note 4, Business Acquisitions in our consolidated financial statements included in this Annual Report on Form 10-K.

Goodwill

At November 30, 2024, goodwill recorded in our Consolidated Statements of Financial Condition is \$1.83 billion (2.8% of total assets). The nature and accounting for goodwill is discussed in Note 2, Summary of Significant Accounting Policies, and Note 13, Goodwill and Intangible Assets, in our consolidated financial statements included in this Annual Report on Form 10-K. Goodwill must be allocated to reporting units and tested for impairment at least annually, or when circumstances or events make it more likely than not that an impairment occurred. Goodwill is tested by comparing the estimated fair value of each reporting unit with its carrying value. Our annual goodwill impairment testing date for a substantial portion of our reporting units is August 1 and November 30 for other identified reporting units. The results of our annual tests did not indicate any goodwill impairment.

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Liquidity, Financial Condition and Capital Resources

Our CFO and Global Treasurer are responsible for developing and implementing our liquidity, funding and capital management strategies. These policies are determined by the nature and needs of our day-to-day business operations, business opportunities, regulatory obligations, and liquidity requirements. Our actual levels of capital, total assets and financial leverage are a function of a number of factors, including asset composition, business initiatives and opportunities, regulatory requirements and cost and availability of both long term and short-term funding. We have historically maintained a balance sheet consisting of a large portion of our total assets in cash and liquid marketable securities. The liquid nature of these assets provides us with flexibility in financing and managing our business. We also own a legacy portfolio of businesses and investments that are reflected as consolidated subsidiaries, equity investments or securities. Over the most recent years, we completed several critical steps to substantially liquidate our legacy Other investments portfolio of businesses, including the spin-off of Vitesse Energy in January 2023 and the sales of Golden Queen in November 2023, Foursight in April 2024 and the wholesale operations of OpNet in August 2024.

In keeping with our strategy of returning excess liquidity to shareholders, during the year ended November 30, 2024, we returned an aggregate of \$347.3 million to shareholders primarily in the form of \$303.0 million in cash dividends and the repurchases of \$1.1 million common shares for a total of \$44.3 million at a weighted average price of \$40.72 per share in connection with the net share settlement for tax purposes of stock awards under our equity compensation plans.

We maintain modest leverage to support our investment grade ratings. The growth of our balance sheet is supported by our equity and we have quantitative metrics in place to monitor leverage and double leverage. Our capital plan is robust, in order to sustain our operating model through stressed conditions. We maintain adequate financial resources to support business activities in both normal and stressed market conditions, including a buffer in excess of our regulatory, or other internal or external, requirements. Our access to funding and liquidity is stable and efficient to ensure that there is sufficient liquidity to meet our financial obligations in normal and stressed market conditions.

Our Balance Sheet

A business unit level balance sheet and cash capital analysis are prepared and reviewed with senior management on a weekly basis. As a part of this balance sheet review process, capital is allocated to all assets and gross balance sheet limits are adjusted, as necessary. This process ensures that the allocation of capital and costs of capital are incorporated into business decisions. The goals of this process are to protect the firm's platform, enable our businesses to remain competitive, maintain the ability to manage capital proactively and hold businesses accountable for both balance sheet and capital usage.

We actively monitor and evaluate our financial condition and the composition of our assets and liabilities. We continually monitor our overall securities inventory, including the inventory turnover rate, which confirms the liquidity of our overall assets. A significant portion of our financial instruments are valued on a daily basis and we monitor and employ balance sheet limits for our various businesses.

Select information related to repurchase agreements:

	Year Ended	
\$ in millions	2024	2023
Securities Purchased Under Agreements to Resell:		
Year end	\$ 6,180	\$ 5,951
...		
Month end average	8,910	7,681
Maximum month end	10,978	10,767
Securities Sold Under Agreements to Repurchase:		
Year end	\$ 12,338	\$ 10,921
...		
Month end average	15,197	13,556
Maximum month end	20,971	17,981
Fluctuations in the balance of our repurchase agreements from period to period and intraperiod are dependent on business activity in those periods. Additionally, the fluctuations in the balances of our securities purchased under agreements to resell are influenced in any given period by our clients' balances and our clients' desires to execute collateralized financing arrangements via the repurchase market or via other financing products. Average balances and period end balances will fluctuate based on market and liquidity conditions and we consider the fluctuations intraperiod to be typical for the repurchase market.		
Leverage Ratios:		
	November 30,	
\$ in millions	2024	2023
Total assets	\$ 64,360	\$ 57,905
...		
Total equity	\$ 10,225	\$ 9,802
...		
Total shareholders' equity	\$ 10,157	\$ 9,710
Deduct: Goodwill and intangible assets	(2,054)	(2,045)
Tangible shareholders' equity	\$ 8,103	\$ 7,665
...		
Leverage ratio (1)	6.3	5.9
...		
Tangible gross leverage ratio (2)	7.7	7.3

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

(2)Tangible gross leverage ratio (a non-GAAP financial measure) equals total assets less goodwill and identifiable intangible assets divided by tangible shareholders' equity. The tangible gross leverage ratio is used by rating agencies in assessing our leverage ratio.

Liquidity Management

The key objectives of the liquidity management framework are to support the successful execution of our business strategies while ensuring sufficient liquidity through the business cycle and during periods of financial and idiosyncratic distress. Our liquidity management policies are designed to mitigate the potential risk that we may be unable to access adequate financing to service our financial obligations without material franchise or business impact.

The principal elements of our liquidity management framework are our Cash Capital Policy, our assessment of Modeled Liquidity Outflow ("MLO") and our Contingency Funding Plan ("CFP").

Liquidity Management Framework. Our Liquidity Management Framework is based on a model of a potential liquidity contraction over a one-year time period. This incorporates potential cash outflows during a market or our idiosyncratic liquidity stress event, including, but not limited to, the following:

- Repayment of all unsecured debt maturing within one year and no incremental unsecured debt issuance;
- Maturity rolloff of outstanding letters of credit with no further issuance and replacement with cash collateral;
- Higher margin requirements than currently exist on assets on securities financing activity, including repurchase agreements and other secured funding including central counterparty

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- A two-notch downgrade of our long-term senior unsecured credit ratings.

- No support from government funding facilities.

- A combination of contractual outflows, such as upcoming maturities of unsecured debt, and contingent outflows (e.g., actions though not contractually required, we may deem necessary in a crisis). We assume that most contingent outflows will occur within the initial days and weeks of a stress.

- No diversification benefit across liquidity risks. We assume that liquidity risks are additive.

The calculation of our MLO under the above stresses and modeling parameters considers the following potential

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contractual and contingent cash and collateral outflows:

- All upcoming maturities of unsecured long-term debt, promissory notes and other unsecured funding products assuming we will be unable to issue new unsecured debt or rollover any maturing debt.
- Repurchases of our outstanding long-term debt in the ordinary course of business as a market maker.
- A portion of upcoming contractual maturities of secured funding activity due to either the inability to refinance or the ability to refinance only at wider haircuts (i.e., on terms which require us to post additional collateral). Our assumptions reflect, among other factors, the quality of the underlying collateral and counterparty concentration.
- Collateral postings to counterparties due to adverse changes in the value of our over-the-counter ("OTC") derivatives and other outflows due to trade terminations, collateral substitutions, collateral disputes, collateral calls or termination payments required by a two-notch downgrade in our credit ratings.
- Variation margin postings required due to adverse changes in the value of our outstanding exchange-traded derivatives and any increase in initial margin and guarantee fund requirements by derivative clearing houses.
- Liquidity outflows associated with our prime services business, including withdrawals of customer credit balances, and a reduction in customer short positions.
- Liquidity outflows to clearing banks to ensure timely settlements of cash and securities transactions.
- Draws on our unfunded commitments considering, among other things, the type of commitment and counterparty.
- Other upcoming large cash outflows, such as employee compensation, tax and dividend payments, with no expectation of future dividends from any subsidiaries.

Based on the sources and uses of liquidity calculated under the MLO scenarios, we determine, based on a calculated surplus or deficit, additional long-term funding that may be needed versus funding through the repurchase financing market and consider any adjustments that may be necessary to our inventory balances and cash holdings. At November 30, 2024, we had sufficient excess liquidity to meet all contingent cash outflows detailed in the MLO for at least 30 days without balance sheet reduction. We regularly refine our model to reflect changes in market or economic conditions and our business mix.

CFP. Our CFP ensures the ability to access adequate liquid financial resources to meet liquidity shortfalls that may arise in emergency situations. The CFP triggers the following actions:

- Sets out the governance for managing liquidity during a liquidity crisis;
- Identifies key liquidity and capital early warning indicators that will help guide the response to the liquidity crisis;
- Identifies the actions and escalation procedures should we experience a liquidity crisis including coordination amongst

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In addition to the cash balances and liquidity pool presented above, the majority of financial instruments (both long and short) in our trading accounts are actively traded and readily

marketable. At November 30, 2024, we had the ability to readily obtain repurchase financing for 77.0% of our inventory at haircuts of 10% or less, which reflects the liquidity of our inventory. In addition, as a matter of our policy, all of these assets have internal capital assessed, which is in addition to the funding haircuts provided in the securities finance markets. Additionally, certain of our financial instruments owned primarily consisting of loans and investments are predominantly funded by long term capital. Under our cash capital policy, we model capital allocation levels that are more stringent than the haircuts used in the market for secured funding; and we maintain surplus capital at these more stringent levels. We continually assess the liquidity of our inventory based on the level at which we could obtain financing in the marketplace for a given asset. Assets are considered to be liquid if financing can be obtained in the repurchase market or the securities lending market at collateral haircut levels of 10% or less.

Financial instruments by asset class that we consider to be of a liquid nature and the amount of such assets that have not been pledged as collateral:

November 30,					
	2024		2023		
\$ in thousands	Liquid Financial Instruments	Unencumbered Liquid Financial Instruments (2)	Liquid Financial Instruments	Unencumbered Liquid Financial Instruments (2)	
Corporate equity securities	\$ 5,280,920	\$ 781,490	\$ 4,062,977	\$ 652,131	
Corporate debt securities	5,179,229	339,500	4,785,701	171,457	
U.S. government, agency and municipal securities	4,061,773	75,911	3,852,232	111,423	
Other sovereign obligations	1,361,762	1,044,630	1,562,346	1,120,074	
Agency mortgage-backed securities (1)	2,695,282	—	3,220,918	—	
Loans and other receivables	978	—	210,373	—	
Total	\$ 18,579,944	\$ 2,241,531	\$ 17,694,547	\$ 2,055,085	

(1)Consists solely of agency mortgage-backed securities issued by the Federal Home Loan Mortgage Corporation ("Freddie Mac"), the Federal National Mortgage Association ("Fannie Mae") and the Government National Mortgage Association ("Ginnie Mae").

(2)Unencumbered liquid balances represent assets that can be sold or used as collateral for a loan but have not been.

In addition to being able to be readily financed at reasonable haircut levels, we estimate that each of the individual securities within each asset class above could be sold into the market and converted into cash within three business days under normal market conditions, assuming that the entire portfolio of a given asset class was not simultaneously liquidated. There are no restrictions on the unencumbered liquid securities, nor have they been pledged as collateral.

Sources of Funding and Capital Resources

Our assets are funded by equity capital, senior debt, securities loaned, securities sold under agreements to repurchase, customer free credit balances, bank loans and other payables.

Secured Financing

We rely principally on readily available secured funding to finance our inventory of financial instruments owned and financial

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Total Long-Term Capital

At November 30, 2024 and 2023, we had total long-term capital of \$21.66 billion and \$17.70 billion, respectively, resulting in a long-term debt to equity capital ratio of 1.12:1 and 0.81:1, respectively. Refer to "Equity Capital" herein for further information on our change in total equity.

November 30,		
\$ in thousands	2024	2023
Unsecured Long-Term Debt (1)	\$ 11,430,610	\$ 7,902,079
Total Mezzanine Equity	406	406
Total Equity	10,224,987	9,802,135
Total Long-Term Capital	\$ 21,656,003	\$ 17,704,620

(1)The amounts at November 30, 2024 and 2023 exclude our secured long-term debt. The amount at November 30, 2023 excludes \$544.2 million of our 1% Euro Medium Term Notes as the note fully matured on July 19, 2024. The amount at November 30, 2024 excludes \$8.5 million of our 5.500% Callable Note as the note matures on February 22, 2025, \$5.4 million of our 6.000% Callable Note as the note matures on June 16, 2025, \$6.2 million of our 4.500% Callable Note as the note matures on July 22, 2025, and \$500.0 million of our 5.100% Callable Note as the note matures on September 15, 2025. The amounts at November 30, 2024 and 2023 exclude \$157.6 million and \$51.0 million, respectively, of structured notes as the senior notes mature within one year.

Long-Term Debt

During 2024, long-term debt increased by \$3.83 billion to \$13.53 billion at November 30, 2024, as presented in our Consolidated Statements of Financial Condition. This increase is primarily due to proceeds of \$3.98 billion from the issuances of unsecured senior notes, \$487.0 million from net issuances of structured notes, \$254.8 million from increased subsidiaries borrowings, and valuation losses on structured notes of \$175.7 million. These increases were partially offset by a \$350.0 million paydown of a revolving credit facility and repayments of \$720.5 million on our unsecured senior notes.

At November 30, 2024, our unsecured long-term debt has a weighted average maturity of approximately 7.5 years.

At November 30, 2024 and 2023 our borrowings under several credit facilities classified within Long-term debt in our Consolidated Statements of Financial Condition amounted to \$775.3 million and \$735.2 million, respectively. Interest on these credit facilities is based on an adjusted SOFR plus a spread or other adjusted rates, as defined in the various credit agreements. The credit facility agreements contain certain covenants that, among other things, require us to maintain specified levels of tangible net worth and liquidity amounts, certain credit and rating levels and impose certain restrictions on future indebtedness of and require specified levels of regulated capital and cash

reserves for certain of our subsidiaries. At November 30, 2024, we were in compliance with all covenants under these credit facilities.

For further information, refer to Note 18, Borrowings, in our consolidated financial statements included in this Annual Report on Form 10-K.

Our long-term debt ratings at November 30, 2024 are as follows:

	Rating	Outlook				
Moody's Investors Service	Baa2	Stable				
Standard & Poor's	BBB	Stable				
Fitch Ratings	BBB+	Stable				
Jefferies LLC	Jefferies International Limited	Jefferies GmbH				
Rating	Outlook	Rating				
Moody's Investors Service	Baa1	Stable	Baa1	Stable	Baa1	Stable
Standard & Poor's	BBB+	Stable	BBB+	Stable	BBB+	Stable

Access to external financing to finance our day-to-day operations,

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Dividends

Year Ended November 30, 2024

Declaration Date	Record Date	Payment Date	Per Common Share Amount
January 8, 2024	February 16, 2024	February 27, 2024	\$0.30
March 27, 2024	May 20, 2024	May 30, 2024	\$0.30
June 26, 2024	August 19, 2024	August 30, 2024	\$0.35
September 25, 2024	November 18, 2024	November 27, 2024	\$0.35

Year Ended November 30, 2023

Declaration Date	Record Date	Payment Date	Per Common Share Amount
January 9, 2023	February 13, 2023	February 24, 2023	\$0.30
March 28, 2023	May 15, 2023	May 26, 2023	\$0.30
June 27, 2023	August 14, 2023	August 25, 2023	\$0.30
September 27, 2023	November 13, 2023	November 28, 2023	\$0.30

On January 8, 2025, the Board of Directors increased our quarterly dividend from \$0.35 to \$0.40 per common share to be paid on February 27, 2025 to common shareholders of record at February 14, 2025.

The payment of dividends is subject to the discretion of our Board of Directors and depends upon general business conditions and other factors that our Board of Directors may deem to be relevant.

Non-Voting Common Stock

On June 28, 2023, shareholders approved an Amended and Restated Certificate of Incorporation, which authorized the issuance of 35,000,000 shares of non-voting common stock with a par value of \$1.00 per share (the "Non-Voting Common Shares"). The Non-Voting Common Shares are entitled to share equally, on a per share basis, with the voting common stock, in dividends and distributions. Upon the effectiveness of the Amended and Restated Certificate of Corporation on June 30, 2023, the number of authorized shares of common stock remains at 600,000,000 shares, composed of 565,000,000 shares of voting common stock and 35,000,000 shares of Non-Voting Common Shares.

Series B Preferred Stock

On April 27, 2023, we established Series B Non-Voting Convertible Preferred Shares with a par value of \$1.00 per share ("Series B Preferred Stock") and designated 70,000 shares as Series B Preferred Stock. The Series B Preferred Stock has a liquidation preference of \$17,500 per share and rank senior to our voting common stock upon dissolution, liquidation or winding up of Jefferies Financial Group Inc. Each share of Series B Preferred Stock is automatically convertible into 500 shares of non-voting common stock, subject to certain anti-dilution adjustments, three years after issuance. The Series B Preferred Stock participates in cash dividends and distributions alongside our voting common stock on an as-converted basis.

Additionally, on April 27, 2023, we entered into an Exchange Agreement with Sumitomo Mitsui Banking Corporation ("SMBC"), which entitles SMBC to exchange shares of our voting common stock for shares of the Series B Preferred Stock at a rate of 500 shares of voting common stock for one share of Series B Preferred Stock. The Exchange Agreement is limited to 55,125 shares of Preferred Stock and SMBC is required to pay \$1.50 per share of voting common stock so exchanged. During the year ended November 30, 2023, SMBC exchanged 21.0 million shares of voting common stock for 42,000 shares of Series B Preferred Stock and we received cash of \$31.5 million in connection with the exchange. As a result of the exchange, our equity attributed

to our voting common stock decreased by \$21.0 million, our equity attributed to the Series B Preferred Stock increased by \$42,000 and additional paid-in capital increased by \$52.4 million. On June 20, 2024, SMBC exchanged an additional 6.6 million shares of voting common stock for 13,125 shares of Series B Preferred Stock and we received \$9.8 million from SMBC in

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At November 30, 2024, Jefferies LLC's and JFSI's net capital and excess net capital were as follows (in thousands):

	Net Capital	Excess Net Capital
Jefferies LLC	\$ 2,018,251	\$ 1,879,220
JFSI - SEC	348,588	325,511
JFSI - CFTC	348,588	322,144

In addition, the equivalent capital requirements for Jefferies International Limited, on a consolidated basis, is a total capital of \$1,781.0 million and an excess capital of \$1,054.0 million at November 30, 2024.

At November 30, 2024, Jefferies LLC, JFSI and JIL are in compliance with their applicable requirements.

The regulatory capital requirements referred to above may restrict our ability to withdraw capital from our regulated subsidiaries.

Customer Protection and Segregation Requirement

As a registered broker dealer that clears and carries customer accounts, Jefferies LLC is subject to the customer protection provisions under SEC Rule 15c3-3 and is required to compute a reserve formula requirement for customer accounts and deposit cash or qualified securities into a special reserve bank account for the exclusive benefit of customers. At November 30, 2024, Jefferies LLC had \$142.6 million in cash and qualified U.S. Government securities on deposit in special reserve bank accounts for the exclusive benefit of customers.

As a registered broker dealer that clears and carries proprietary accounts of brokers or dealers (commonly referred to as "PAB"), Jefferies LLC is also required to compute a reserve requirement for PABs pursuant to SEC Rule 15c3-3. At November 30, 2024, Jefferies LLC had \$581.9 million in cash and qualified U.S. Government securities in special reserve bank accounts for the exclusive benefit of PABs.

Other Developments

In February 2022, Russia invaded Ukraine. Following Russia's invasion, the U.S., the U.K., and the European Union governments, among others, developed coordinated financial and economic sanctions targeting Russia that, in various ways, constrain transactions with numerous Russian entities, including major Russian banks and individuals; transactions in Russian sovereign debt; and investment, trade and financing to, from, or in Ukraine. We do not have any operations in Russia or any clients with significant Russian operations and we have minimal market risk related to securities of companies either domiciled or operating in Russia. We continue to closely monitor the status of global sanctions and restrictions, trading conditions related to Russian securities and the credit risk and nature of our counterparties.

In October 2023, Hamas attacked Israel. Our investments and assets in our growing Israeli business could be negatively affected by consequences from the geopolitical and military conflict in the region. We continue to closely monitor the status of global sanctions and restrictions arising from the conflict.

Off-Balance Sheet Arrangements

We have contractual commitments arising in the ordinary course of business for securities loaned or purchased under agreements to resell, repurchase agreements, future purchases and sales of foreign currencies, securities transactions on a when-issued basis, purchases and sales of corporate loans in the secondary market and underwriting. Each of these financial instruments and activities contains varying degrees of off-balance sheet risk whereby the fair values of the securities underlying the financial instruments may be in excess of, or less than, the contract amount. The settlement of these transactions is not expected to have a material effect upon our consolidated financial statements.

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geography or activity and set quantitative concentration limits to manage this risk. We consider contagion, second order effects and correlation in our risk assessment process and actively seek out value opportunities of all sizes. We manage the risk of opportunities larger than our approved risk levels through risk sharing and risk distribution, sell-down and hedging as appropriate. We have a limited appetite for illiquid assets and

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complex derivative financial instruments. We maintain the asset quality of our balance sheet through conducting trading activity in liquid markets and generally ensure high turnover of our inventory. We subject less liquid positions and derivative financial instruments to particular scrutiny and use a wide variety of specific metrics, limits and constraints to manage these risks. We protect our reputation and franchise, as well as our standing within the market. We operate a federated approach to risk management and assign risk oversight responsibilities to a number of functions with specific areas of focus.

For discussion of liquidity and capital risk management, refer to the "Liquidity, Financial Condition and Capital Resources" section herein.

Governance and Risk Management Structure

Our Board of Directors ("Board") and Risk and Liquidity Oversight Committee ("Committee"). Our Board and Committee play an important role in reviewing our risk management process and risk appetite. The Committee assists the Board in its oversight of: (i) our enterprise risk management, (ii) our capital, liquidity and funding guidelines and policies and (iii) the performance of our Global Chief Risk Officer ("CRO"). Our CRO and Global Treasurer meet with the Committee on no less than a quarterly basis to present our risk profile and liquidity profile and to respond to questions. Our Chief Information Officer also meets with the Committee at least semi-annually to receive and review reports related to any exposure to cybersecurity risk and our plans and programs to mitigate and respond to cybersecurity risks. Additionally, our risk management team continuously monitors our various businesses, the level of risk the businesses are taking and the efficacy of potential risk mitigation strategies and presents this information to our senior management and the Committee.

Our Board also fulfills its risk oversight role through the operations of its various committees, including its Audit Committee. The Audit Committee has responsibility for risk oversight in connection with its review of our financial statements, internal audit function and internal control over financial reporting, as well as assisting the Board with our legal and regulatory compliance and overseeing our Code of Business Practice. The Audit Committee is also updated on risk controls at each of its regularly scheduled meetings.

Internal Audit, which reports to the Audit Committee of the Board and includes professionals with a broad range of audit and industry experience, including risk management expertise, is responsible for independently assessing and validating key controls within our risk management framework.

We make extensive use of internal committees to govern risk taking and ensure that business activities are properly identified, assessed, monitored and managed. The Risk Management Committee ("RMC") and membership comprises our Chief Executive Officer, President, CFO, CRO and Global Treasurer. Our other risk related committees govern risk taking and ensure that business activities are properly managed for their area of oversight.

Risk Committees

•*Risk Management Committee (RMC)* - the principal committee that governs our risk taking activities. The RMC meets weekly

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Market Risk

Market risk is defined as the risk of loss due to fluctuations in the market value of financial assets and liabilities attributable to changes in market variables.

Our market risk principally arises from interest rate risk, from exposure to changes in the yield curve, the volatility of interest rates, and credit spreads, and from equity price risks from exposure to changes in prices and volatilities of individual equities, equity baskets and equity indices. In addition, commodity price risk results from exposure to the changes in prices and volatilities of individual commodities, commodity baskets and commodity indices, and foreign exchange risk results from changes in foreign currency rates.

Market risk is present in our capital markets business through market making, proprietary trading, underwriting and investing activities and is present in our asset management business through investments in separately managed accounts and direct investments in funds. Given our involvement in a broad set of financial products and markets, market risk exposures are diversified and economic hedges are established as appropriate. Market risk is monitored and managed through a set of key risk metrics such as VaR, stress scenarios, risk sensitivities and

position exposures. Limits are set on the key risk metrics to monitor and control the risk exposure ensuring that it is in line with our risk appetite. Our risk appetite, including the market risk limits, is periodically reviewed to reflect business strategy and market environment. Material risk changes, top/emerging risks and limit utilizations/breaches are highlighted through risk reporting and escalated as necessary.

Trading is principally managed through front office trader mandates, where each trader is provided a specific mandate in line with our product registry. Mandates set out the activities, currencies, countries and products that a desk is permitted to trade in and set the limits applicable to a desk. Traders are responsible for knowing their trading limits and trading in a manner consistent with their mandate.

VaR

VaR is a statistical estimate of the potential loss from adverse market movements over a specified time horizon within a specified probability (confidence level). It provides a common risk measure across financial instruments, markets and asset classes. We estimate VaR using a model that simulates revenue and loss distributions by applying historical market changes to the current portfolio. We calculate a one-day VaR using a one-year look-back period measured at a 95% confidence level.

As with all measures of VaR, our estimate has inherent limitations due to the assumption that historical changes in market conditions are representative of the future. Furthermore, the VaR model measures the risk of a current static position over a one-day horizon and might not capture the market risk over a longer time horizon where moves may be more extreme.

Previous changes in market risk factors may not generate accurate predictions of future market movements. While we believe the assumptions and inputs in our risk model are reasonable, we could incur losses greater than the reported VaR. Consequently, this VaR estimate is only one of a number of tools we use in our daily risk management activities.

Risk Categories	VaR at November 30, 2024		Daily Firmwide VaR		
	\$ in millions	2024	Daily VaR for 2024		
			Average	High	Low
Interest Rates and Credit Spreads	\$ 4.30	\$ 5.69	\$ 8.25	\$ 2.58	
Equity Prices	8.31	11.41	20.69	7.76	
Currency Rates	0.84	0.67	2.82	0.24	
Commodities	0.44	0.44	1.00	0.15	

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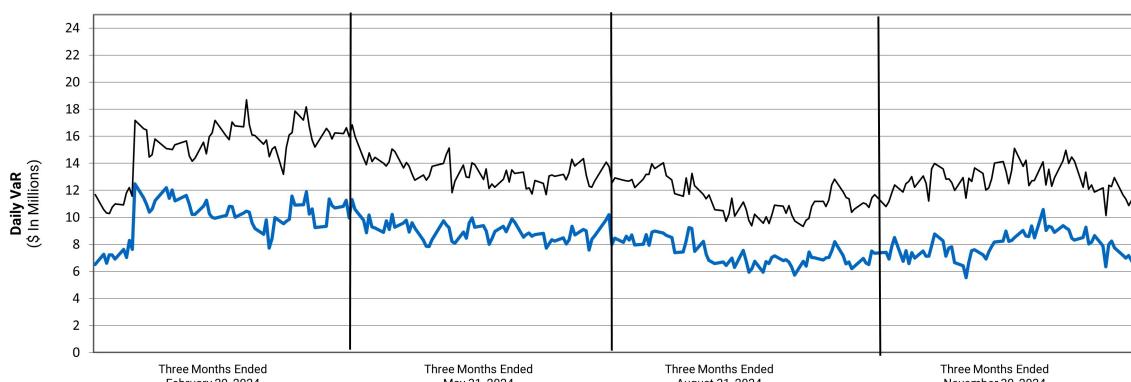
Our average daily firmwide VaR decreased to \$13.13 million for 2024 from \$13.57 million for 2023 driven by overall lower interest rate and credit spread exposures across the capital markets desks, partially offset by an increase in equity exposure in our asset management business. The average daily capital markets VaR decreased to \$8.53 million for 2024 from \$9.13 million for 2023 driven by lower interest rate and credit spread exposures.

The efficacy of the VaR model is tested by comparing our actual daily net revenues for those positions included in the calculation of VaR with the daily VaR estimate. This evaluation is performed at various levels, from the overall level down to specific business lines. For the VaR model, revenue is defined as principal transactions revenues, trading related commissions, revenue from securitization activities and net interest income. VaR backtesting methodologies differ for regulated entities with approved capital models.

For a 95% confidence one day VaR model (i.e., no intra-day trading), assuming current changes in market value are consistent with the historical changes used in the calculation, losses would not be expected to exceed the VaR estimates more than twelve times on an annual basis (i.e., once in every 20 days). During 2024, there was one day when the aggregate net trading loss exceeded the 95% one day VaR.

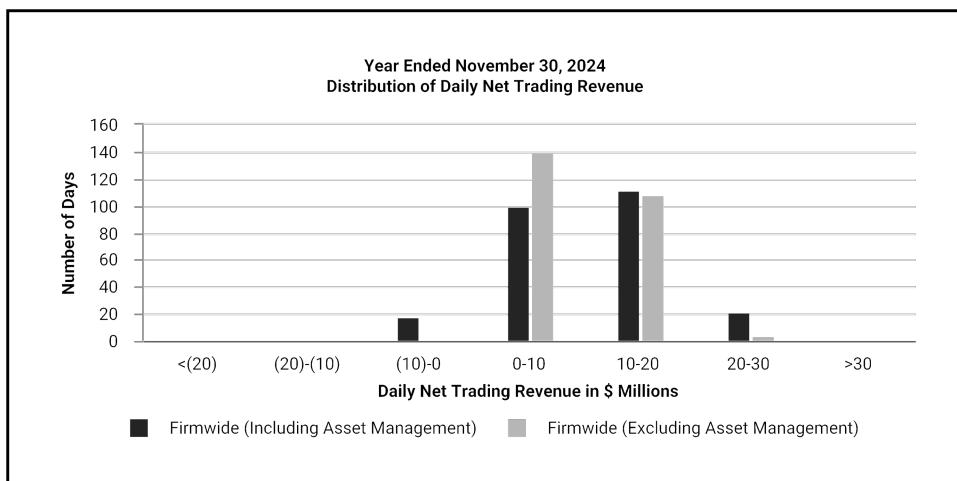
The chart below presents our daily firmwide VaR and capital markets VaR over the last four quarters. In the last quarter of 2024, VaR increase was driven by average increase in equity exposures in asset management.

— Firmwide (Including Asset Management) — Firmwide (Excluding Asset Management)



Daily Net Trading Revenue

There were 19 days with firmwide trading losses out of a total of 251 trading days in 2024. The histogram below presents the distribution of our actual daily net trading revenue for substantially all of our trading activities for 2024 (in millions):

**Other Risk Measures**

The VaR model does not include certain positions that are best measured and monitored using sensitivity analysis. Risk Management has additional procedures in place to assure that the level of potential loss driven by those positions not in the VaR model arising from market movements are within acceptable levels. Such procedures include performing stress tests and profit and loss analysis. The table below presents the potential reduction in earnings associated with a 10% stress of the fair value of the positions that are not included in the VaR model at November 30, 2024:

\$ in thousands	10% Sensitivity
Investment in funds (1)	\$ 123,838
Private investments	51,214
Corporate debt securities in default	22,917
Trade claims	3,852

(1)Includes investments in hedge funds, fund of funds and private equity funds classified within Level 3 of the fair value hierarchy and excluded from the fair value hierarchy based on net asset value.

The impact of changes in our own credit spreads on our structured notes for which the fair value option was elected is not included in VaR. The estimated credit spread risk sensitivity for each one basis point widening in our own credit spreads on financial liabilities for which the fair value option was elected was an increase in value of approximately \$1.6 million at November 30, 2024, which is included in other comprehensive income.

Other Risk

We are also subject to interest rate risk on our long-term fixed interest rate debt. Generally, the fair market value of debt securities with a fixed interest rate will increase as interest rates fall, and the fair market value will decrease as interest rates rise. The following table represents principal cash flows by expected maturity dates and the related weighted-average interest rate on those maturities for our consolidated long-term debt obligations, inclusive of any related interest rate hedges. For the variable rate borrowings, the weighted-average interest rates are based on the rates in effect at the reporting date. Our market risk with respect to foreign currency exposure on our long-term debt is also presented in the table below. For additional information, refer to Note 18, Borrowings in our consolidated financial statements included in this Annual Report on Form 10-K.

\$ in thousands	2025	2026	2027	2028	2029	Thereafter	Total	Fair Value
Rate Sensitive Liabilities:								
Fixed Interest Rate Borrowings	\$ 679,449	\$ 70,508	\$ 448,874	\$ 1,093,018	\$ 327,777	\$ 4,642,363	\$ 7,261,989	\$ 7,358,465
Weighted-Average Interest Rate	4.19%	5.50%	5.23%	5.85%	5.58%	5.90%		
Variable Interest Rate Borrowings	\$ 122,064	\$ 890,763	\$ 1,107,825	\$ 55,727	\$ 310,866	\$ 1,907,398	\$ 4,394,643	\$ 4,186,501
Weighted-Average Interest Rate	6.34%	4.55%	6.73%	6.50%	6.48%	5.53%		
Borrowings with Foreign Currency Exposure	\$ 16,977	\$ 876,621	\$ —	\$ —	\$ 533,310	\$ 802,888	\$ 2,229,796	\$ 2,189,456
Weighted-Average Interest Rate	5.24%	3.95%	—%	—%	4.04%	6.91%		

Stress Tests and Scenario Analysis

Stress tests are used to analyze the potential impact of specific events or extreme market moves on the current portfolio both firm-wide and within business segments. Stress testing is an important part of our risk management approach because it allows us to quantify our exposure to tail risks, highlight potential loss concentrations, undertake risk/reward analysis, set risk controls and overall assess and mitigate our risk.

We employ a range of stress scenarios, which comprise both historical market price and rate changes and hypothetical market environments, and generally involve simultaneous changes of many risk factors. Indicative market changes in the scenarios include, but are not limited to, a large widening of credit spreads, a substantial decline in equities markets, significant moves in selected emerging markets, large moves in interest rates and changes in the shape of the yield curve.

Unlike our VaR, which measures potential losses within a given

confidence interval, stress scenarios do not have an associated implied probability. Rather, stress testing is used to estimate the potential loss from market moves that tend to be larger than those embedded in the VaR calculation. Stress testing complements VaR to cover for potential limitations of VaR such as the breakdown in correlations, non-linear risks, tail risk and extreme events and capturing market moves beyond the confidence levels assumed in the VaR calculations.

Stress testing is performed and reported at least weekly as part of our risk management process and on an ad hoc basis in response to market events or concerns. Current stress tests provide estimated revenue and loss of the current portfolio

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Counterparty Credit Risk

Credit risk is the risk of loss due to adverse changes in a counterparty's credit worthiness or its ability or willingness to meet its financial obligations in accordance with the terms and conditions of a financial contract.

We are exposed to credit risk as a trading counterparty to other broker-dealers and customers, as a counterparty to derivative contracts, as a direct lender and through extending loan commitments and providing securities-based lending and as a member of exchanges and clearing organizations. Credit exposure exists across a wide range of products, including cash and cash equivalents, loans, securities finance transactions and over-the-counter derivative contracts. The main sources of credit risk are:

- Loans and lending arising in connection with our investment banking and capital markets activities, which reflects our exposure at risk on a default event with no recovery of loans. Current exposure represents loans that have been drawn by the borrower and lending commitments that are outstanding. In addition, credit exposures on forward settling traded loans are included within our loans and lending exposures for consistency with the balance sheet categorization of these items. Loans and lending also arise in connection with our portion of a Secured Revolving Credit Facility that is with us and Massachusetts Mutual Life Insurance Company, to be funded equally, to support loan underwritings by Jefferies Finance. For further information on this facility, refer to Note 11, Investments in our consolidated financial statements included in this Annual Report on Form 10-K. In addition, we have loans outstanding to certain of our officers and employees (none of whom are executive officers or directors). For further information on these employee loans, refer to Note 24, Related Party Transactions in our consolidated financial statements included in this Annual Report on Form 10-K.
- Securities and margin financing transactions, which reflect our credit exposure arising from reverse repurchase agreements, repurchase agreements and securities lending agreements to the extent the fair value of the underlying collateral differs from the contractual agreement amount and from margin provided to customers.
- OTC derivatives, which are reported net by counterparty when a legal right of setoff exists under an enforceable master netting agreement. OTC derivative exposure is based on a contract at fair value, net of cash collateral received or posted under credit support agreements. In addition, credit exposures on forward settling trades are included within our derivative credit exposures.
- Cash and cash equivalents, which includes both interest-bearing and non-interest-bearing deposits at banks.

Credit is extended to counterparties in a controlled manner and in order to generate acceptable returns, whether such credit is granted directly or is incidental to a transaction. All extensions of credit are monitored and managed as a whole to limit exposure to loss related to credit risk. Credit risk is managed according to the Credit Risk Management Policy, which sets out the process for identifying counterparty credit risk, establishing counterparty limits, and managing and monitoring credit limits. The policy includes our approach for:

- Client on-boarding and approving counterparty credit limits;
- Negotiating, approving and monitoring credit terms in legal and master documentation;
- Determining the analytical standards and risk parameters for ongoing management and monitoring credit risk books;
- Actively managing daily exposure, exceptions and breaches; and

Counterparty Credit Exposure by Credit Rating

\$ in millions	Loans and Lending		Securities and Margin Finance		OTC Derivatives		Total		Cash and Cash Equivalents		Total with Cash and Cash Equivalents	
	At		At		At		At		At		At	
	November 30, 2024	November 30, 2023	November 30, 2024	November 30, 2023	November 30, 2024	November 30, 2023	November 30, 2024	November 30, 2023	November 30, 2024	November 30, 2023	November 30, 2024	November 30, 2023
AAA Range	\$ —	\$ —	\$ 12.0	\$ 15.1	\$ —	\$ —	\$ 12.0	\$ 15.1	\$ 8,227.9	\$ 5,919.7	\$ 8,239.9	\$ 5,934.8
AA Range	80.0	75.1	190.3	113.3	5.6	0.9	275.9	189.3	63.8	4.4	339.7	193.7
A Range	0.2	—	1,145.1	884.2	415.0	293.1	1,560.3	1,177.3	3,691.8	2,502.1	5,252.1	3,679.4
BBB Range	253.5	250.0	31.2	81.6	40.0	50.4	324.7	382.0	169.4	100.2	494.1	482.2
BB or Lower	37.2	38.0	31.2	16.1	78.7	65.6	147.1	119.7	0.5	—	147.6	119.7
Unrated	322.6	341.1	—	—	5.3	7.5	327.9	348.6	—	—	327.9	348.6
Total	\$ 693.5	\$ 704.2	\$ 1,409.8	\$ 1,110.3	\$ 544.6	\$ 417.5	\$ 2,647.9	\$ 2,232.0	\$ 12,153.4	\$ 8,526.4	\$ 14,801.3	\$ 10,758.4

Counterparty Credit Exposure by Region

\$ in millions	Loans and Lending		Securities and Margin Finance		OTC Derivatives		Total		Cash and Cash Equivalents		Total with Cash and Cash Equivalents	
	At		At		At		At		At		At	
	November 30, 2024	November 30, 2023	November 30, 2024	November 30, 2023	November 30, 2024	November 30, 2023	November 30, 2024	November 30, 2023	November 30, 2024	November 30, 2023	November 30, 2024	November 30, 2023
Asia-Pacific/Latin America/Other	\$ 15.8	\$ 15.8	\$ 130.4	\$ 57.8	\$ 0.2	\$ 3.2	\$ 146.4	\$ 76.8	\$ 520.3	\$ 378.2	\$ 666.7	\$ 455.0
Europe and the Middle East	0.2	—	523.2	482.1	88.7	92.6	612.1	574.7	70.8	43.3	682.9	618.0
North America	677.5	688.4	756.2	570.4	455.7	321.7	1,889.4	1,580.5	11,562.3	8,104.9	13,451.7	9,685.4
Total	\$ 693.5	\$ 704.2	\$ 1,409.8	\$ 1,110.3	\$ 544.6	\$ 417.5	\$ 2,647.9	\$ 2,232.0	\$ 12,153.4	\$ 8,526.4	\$ 14,801.3	\$ 10,758.4

Counterparty Credit Exposure by Industry

\$ in millions	Loans and Lending		Securities and Margin Finance		OTC Derivatives		Total		Cash and Cash Equivalents		Total with Cash and Cash Equivalents	
	At		At		At		At		At		At	
	November 30, 2024	November 30, 2023	November 30, 2024	November 30, 2023	November 30, 2024	November 30, 2023	November 30, 2024	November 30, 2023	November 30, 2024	November 30, 2023	November 30, 2024	November 30, 2023
Asset Managers	\$ 6.4	\$ 7.4	\$ 0.8	\$ 0.8	\$ —	\$ —	\$ 7.2	\$ 8.2	\$ 8,227.9	\$ 5,919.7	\$ 8,235.1	\$ 5,927.9
Banks, Broker-Dealers	253.7	250.0	849.0	752.0	466.6	341.5	1,569.3	1,343.5	3,925.5	2,606.7	5,494.8	3,950.2
Commodities	—	—	—	—	—	10.2	—	10.2	—	—	—	10.2
Corporates	187.1	177.0	—	—	69.5	53.2	256.6	230.2	—	—	256.6	230.2
As Agent Banks	—	—	474.8	287.7	—	—	474.8	287.7	—	—	474.8	287.7
Other	246.3	269.8	85.2	69.8	8.5	12.6	340.0	352.2	—	—	340.0	352.2
Total	\$ 693.5	\$ 704.2	\$ 1,409.8	\$ 1,110.3	\$ 544.6	\$ 417.5	\$ 2,647.9	\$ 2,232.0	\$ 12,153.4	\$ 8,526.4	\$ 14,801.3	\$ 10,758.4

For additional information regarding credit exposure to OTC derivative contracts, refer to Note 7, Derivative Financial Instruments in our consolidated financial statements included in this Annual Report on Form 10-K.

Country Risk Exposure

Country risk is the risk that events or developments that occur in the general environment of a country or countries due to economic, political, social, regulatory, legal or other factors, will affect the ability of obligors of the country to honor their obligations. We define the country of risk as the country of jurisdiction or domicile of the obligor and monitor country risk resulting from both trading positions and counterparty exposure, which may not include the offsetting benefit of any financial instruments utilized to manage market risk. The following tables reflect our top exposures at November 30, 2024 and 2023 to the sovereign governments, corporations and financial institutions in those non-U.S. countries in which we have net long issuer and counterparty exposure:

November 30, 2024

\$ in millions	Issuer Risk				Counterparty Risk				Issuer and Counterparty Risk			
	Fair Value of Long Debt Securities	Fair Value of Short Debt Securities	Net Derivative Notional Exposure	Loans and Lending	Securities and Margin Finance	OTC Derivatives	Cash and Cash Equivalents	Excluding Cash and Cash Equivalents	Including Cash and Cash Equivalents	Cash and Cash Equivalents	Excluding Cash and Cash Equivalents	Including Cash and Cash Equivalents
Canada	\$ 259.2	\$ (280.1)	\$ 109.7	\$ —	\$ 46.6	\$ 360.1	\$ 59.3	\$ 495.5	\$ 554.8	\$ —	\$ —	\$ —
United Kingdom	1,332.5	(680.8)	(364.3)	0.1	95.8	76.5	37.9	459.8	497.7	\$ —	\$ —	\$ —
France	592.2	(495.0)	7.7	0.1	184.9	1.6	—	291.5	291.5	\$ —	\$ —	\$ —
Hong Kong	73.5	(36.5)	(6.0)	—	2.4	—	250.0	33.4	283.4	\$ —	\$ —	\$ —
Spain	403.1	(263.6)	(6.0)	—	63.1	1.2	0.5	197.8	198.3	\$ —	\$ —	\$ —
Netherlands	484.1	(450.4)	125.4	—	5.7	1.7	0.1	166.5	166.6	\$ —	\$ —	\$ —
Japan	2,146.0	(2,093.5)	0.4	—	63.2	—	37.4	116.1	153.5	\$ —	\$ —	\$ —
Australia	523.8	(426.8)	(16.8)	—	26.5	—	44.6	106.7	151.3	\$ —	\$ —	\$ —
India	27.4	(29.7)	—	—	—	—	142.9	(2.3)	140.6	\$ —	\$ —	\$ —
Italy	1,070.9	(569.3)	(402.9)	—	0.4	—	1.1	99.1	100.2	\$ —	\$ —	\$ —
Total	\$ 6,912.7	\$ (5,325.7)	\$ (552.8)	\$ 0.2	\$ 488.6	\$ 441.1	\$ 573.8	\$ 1,964.1	\$ 2,537.9	\$ —	\$ —	\$ —

November 30, 2023

\$ in millions	Issuer Risk				Counterparty Risk				Issuer and Counterparty Risk			
	Fair Value of Long Debt Securities	Fair Value of Short Debt Securities	Net Derivative Notional Exposure	Loans and Lending	Securities and Margin Finance	OTC Derivatives	Cash and Cash Equivalents	Excluding Cash and Cash Equivalents	Including Cash and Cash Equivalents	Cash and Cash Equivalents	Excluding Cash and Cash Equivalents	Including Cash and Cash Equivalents
France	\$ 649.7	\$ (428.0)	\$ (70.2)	\$ —	\$ 183.6	\$ 6.0	\$ —	\$ 341.1	\$ 341.1	\$ —	\$ —	\$ —
Canada	216.5	(168.5)	2.1	—	83.0	191.6	1.7	324.7	326.4	\$ —	\$ —	\$ —
United Kingdom	1,088.6	(621.6)	(244.8)	—	50.5	84.1	25.5	356.8	382.3	\$ —	\$ —	\$ —
Italy	1,138.9	(840.1)	(75.0)	—	2.8	—	0.6	226.6	227.2	\$ —	\$ —	\$ —
Hong Kong	26.6	(33.1)	(1.3)	—	4.9	3.0	188.1	0.1	188.2	\$ —	\$ —	\$ —
Spain	553.0	(401.8)	(50.1)	—	51.1	—	0.5	152.2	152.7	\$ —	\$ —	\$ —
Netherlands	334.9	(251.9)	53.6	—	13.0	0.7	0.5	150.3	150.8	\$ —	\$ —	\$ —
Australia	423.1	(353.5)	(2.4)	—	11.2	—	37.7	78.4	116.1	\$ —	\$ —	\$ —
Switzerland	275.5	(245.6)	18.3	—	63.8	—	0.6	112.0	112.6	\$ —	\$ —	\$ —
China	715.9	(631.2)	7.7	—	—	—	—	92.4	92.4	\$ —	\$ —	\$ —
Total	\$ 5,422.7	\$ (3,975.3)	\$ (362.1)	\$ —	\$ 463.9	\$ 285.4	\$ 255.2	\$ 1,834.6	\$ 2,089.8	\$ —	\$ —	\$ —

Operational Risk

Operational risk is the risk of financial or non-financial impact, resulting from inadequate or failed internal processes, people and systems or from external events. We interpret this definition as including not only financial loss or gain but also other negative impacts to our objectives such as reputational impact, legal/regulatory impact and impact on our clients. Third-party risk is also included as a subset of operational risk and is defined as the potential threat presented to us, our employees or clients from our supply chain and other third parties used to perform a process, service or activity on our behalf.

Our Operational Risk framework includes governance as well as operational risk processes, comprises operational risk event capture and analysis, risk and control self-assessments, operational risk key indicators, action tracking, risk monitoring and reporting, deep dive risk assessments, new business

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Jefferies Financial Group Inc.

We also maintain a Third-Party ("Vendor") Risk Management Policy and Framework to ensure adequate control and monitoring over our critical third parties, which includes processes for conducting periodic reviews covering areas of risk including financial health, information security, privacy, business continuity management, disaster recovery and operational risk of our vendors.

Model Risk

Model risk refers to the risk of loss resulting from decisions that are based on the output of models, due to errors or weaknesses in the design and development, implementation or improper use of models. We use quantitative models primarily to value certain financial assets and liabilities and to monitor and manage our risk. Model risk is a function of the model materiality, frequency of use, complexity and uncertainty around inputs and assumptions used in a given model. Robust model risk management is a core part of our risk management approach and is overseen through our risk governance structure and risk management controls.

Legal and Compliance Risk

Legal and compliance risk includes the risk of noncompliance with applicable legal and regulatory requirements. We are subject to extensive regulation in the different jurisdictions in which we conduct our business. We have various procedures addressing issues such as regulatory capital requirements, sales and trading practices, use of and safekeeping of customer funds, credit granting, collection activities, anti-money laundering and record keeping. These risks also reflect the potential impact that changes in local and international laws and tax statutes have on the economics and viability of current or future transactions. In an effort to mitigate these risks, we continuously review new and

pending regulations and legislation and participate in various industry interest groups. We also maintain an anonymous hotline for employees or others to report suspected inappropriate actions by us or by our employees or agents.

New Business Risk

New business risk refers to the risks of entering into a new line of business or offering a new product. By entering a new line of business or offering a new product, we may face risks that we are unaccustomed to dealing with and may increase the magnitude of the risks we currently face. The New Business Committee reviews proposals for new businesses and new products to determine if we are prepared to handle the additional or increased risks associated with entering into such activities.

Reputational Risk

We recognize that maintaining our reputation among clients, investors, regulators and the general public is an important aspect of minimizing legal and operational risks. Maintaining our reputation depends on a large number of factors, including the selection of our clients and the conduct of our business activities. We seek to maintain our reputation by screening potential clients and by conducting our business activities in accordance with high ethical standards. Our reputation and business activity can be affected by statements and actions of third parties, even false or misleading statements by them. We actively monitor public comment concerning us and are vigilant in seeking to assure accurate information and perception prevails.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Quantitative and qualitative disclosures about market risk are set forth under "Management's Discussion and Analysis of Financial Condition and Results of Operations —Risk Management" in Part II, Item 7 of this Form 10-K.

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Item 8. Financial Statements and Supplementary Data

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Management's Report on Internal Control over Financial Reporting

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

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

Management evaluated our internal control over financial reporting as of November 30, 2024. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in *Internal Control — Integrated Framework (2013)*. As a result of this assessment and based on the criteria in this framework, management has concluded that, as of November 30, 2024, our internal control over financial reporting was effective.

Deloitte & Touche LLP, our independent registered public accounting firm, has audited and issued a report on our internal control over financial reporting, which appears on page [44](#).

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of Jefferies Financial Group, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated statements of financial condition of Jefferies Financial Group Inc. and subsidiaries (the "Company") as of November 30, 2024 and 2023, the related consolidated statements of earnings, comprehensive income, changes in equity, and cash flows, for each of the three years in the period ended November 30, 2024, and the related notes and the schedules listed in the Index at Item 15(a)(2) (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of November 30, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended November 30, 2024, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of November 30, 2024, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated January 28, 2025, expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis for Opinion

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

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

Critical Audit Matter

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

Valuation of financial assets and liabilities measured at fair value on a recurring basis that incorporate significant unobservable inputs or complex models/methodologies - Refer to Note 2 and Note 6 to the financial statements***Critical Audit Matter Description***

The Company estimates fair value for certain financial assets and liabilities utilizing models and unobservable inputs. Unlike the fair value of other assets and liabilities which are readily observable and therefore more easily independently corroborated, these financial assets and liabilities are not actively traded or quoted prices are available but traded less frequently, and fair value is determined based on significant judgments such as models, inputs and valuation methodologies.

We identified the valuation of financial assets and liabilities measured at fair value on a recurring basis that incorporate significant unobservable inputs or complex models/methodologies as a critical audit matter because of the pricing inputs, complexity of models and/or methodologies used by management and third-party specialists to estimate fair value. The valuations involve a high degree of auditor judgment and an increased extent of effort, including the need to involve our fair value specialists who possess significant quantitative and modeling experience, to audit and evaluate the appropriateness of the models and inputs.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures for financial assets and liabilities that incorporate significant unobservable inputs or complex models/methodologies included the following procedures, among others:

- We tested the design and operating effectiveness of the Company's valuation controls, including the:
- Independent price verification controls.
- Pricing model controls which are designed to review a model's theoretical soundness and its appropriateness.
- With the assistance of our fair value specialists, we evaluated the reasonableness of management's valuation methodology and estimates by:
- Developing independent valuation estimates and comparing such estimates to management's recorded values.
- Comparing management's assumptions and both observable and unobservable inputs to relevant audit evidence, including external sources, where available.

- We evaluated management's ability to estimate fair value by comparing management's valuation estimates to transactions or events occurring after the valuation date, when available.

/s/

Deloitte & Touche LLP

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of Jefferies Financial Group, Inc.

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Jefferies Financial Group Inc. and subsidiaries (the "Company") as of November 30, 2024, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of November 30, 2024, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended November 30, 2024, of the Company and our report dated January 28, 2025, expressed an unqualified opinion on those financial statements.

Basis for Opinion

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

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of

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

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

/s/ Deloitte & Touche LLP

New York, New York

January 28, 2025

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Jefferies Financial Group Inc.

Consolidated Statements of Financial Condition

	November 30,	
\$ in thousands, except share and per share amounts	2024	2023
Assets		
Cash and cash equivalents	\$ 3,414	\$ 8,526, 363
Cash and securities segregated and on deposit for regulatory purposes or deposited with clearing and depository organizations (includes \$ 120,414 and \$ 110,198 of securities at fair value)	612	1,414, 593
Financial instruments owned, at fair value (includes securities pledged of \$ 18,441,751 and \$ 17,158,747)	8,274	21,744, 7,473
Investments in and loans to related parties	658	1,239, 345
Securities borrowed	421	7,192, 091
Securities purchased under agreements to resell	653	5,950, 549
Securities received as collateral, at fair value	88	8,800
Receivables:		
Brokers, dealers and clearing organizations		

	591	2,666, 732	2,380,
Customers			
	717	2,494, 425	1,705,
Fees, interest and other			
	36	663,5 42	630,1
Premises and equipment			
	720	1,194, 680	1,065,
Goodwill			
	938	1,827, 856	1,847,

Assets held for sale (includes pledged assets of \$

181,900 51,88 1,545,

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Consolidated Statements of Earnings

	Year Ended November 30,		
\$ in thousands, except per share amounts	2024	2023	2022
Revenues			
Investment banking	\$ 060	\$ 3,309, 366	\$ 2,169, ,822
Principal transactions	963	1,816, 283	1,413, 57
Commissions and other fees	349	1,085, 65	905,6 94
Asset management fees and revenues	6	86,10 4	82,57 4
Interest	497	3,543, 674	2,868, 638
Other	94	674,0	1,837 288
Total revenues	5,069	10,51 399	7,441, 263
Interest expense			
	266	3,480, 982	2,740, 425
Net revenues	803	7,034, 417	4,700, 838
Non-interest expenses			
Compensation and benefits			
	588	3,659, 272	2,535, 044
Brokerage and clearing fees			
	21	432,7 02	366,7 05
			347,8

Underwriting costs	68,49	61,08	42,06
	2	2	7
Technology and communications	546,6	477,0	444,0
	55	28	11

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Jefferies Financial Group Inc.**Consolidated Statements of Comprehensive Income**

	Year Ended November 30,		
\$ in thousands	2024	2023	2022
Net earnings	\$ 716,0	\$ 262,3	\$ 781,7
	19	88	10
Other comprehensive loss, net of tax:	(((
Currency translation adjustments and other (1)	11,30	57,53	53,57
	0	0	2
Changes in fair value related to instrument-specific credit risk (2)	(()
	24,71	77,42	49,14
	8	0	6
Minimum pension liability adjustments (3)	6,243	2,467	3,311
Unrealized gains (losses) on available-for-sale securities	2,189	1,297	6,161
)
Total other comprehensive loss, net of tax (4)	(27,58	(16,12	(7,276
	6	6)
Comprehensive income	688,4	246,2	774,4
	33	62	34
Net losses attributable to noncontrolling interests	(((
	27,36	14,84	2,397
	4	6)
Net losses attributable to redeemable noncontrolling interests)	((
	—	454	1,342
Preferred stock dividends	74,11	14,61	8,281
	0	6)
Comprehensive income attributable to common shareholders	\$ 641,6	\$ 246,9	\$ 769,8
	87	46	92

(1) Includes income tax (expenses) benefits of \$(

1.6
) million , \$(3.1
) million and \$15.6
million for the years ended November 30, 2024, 2023 and 2022,
respectively.

(2) Includes income tax benefits (expenses) of \$

9.0
million , \$

~ ~ ~

Consolidated Statements of Changes in Equity
\$ in thousands, except share amounts

	Year Ended November 30,		
	2024	2023	2022
Preferred shares \$1 par value	~	~	~

Balance, beginning of period	\$	\$	\$
	42	—	—
Conversion of common shares to preferred shares			
	13	42	—
Balance, end of period	\$	\$	\$
	55	42	—
Common shares \$1 par value			
Balance, beginning of period	\$	\$	\$
	210,6	226,1	243,5
	27	30	41
Purchase of common shares for treasury	(((
	1,089	4,887	25,59
)))
Conversion of 125,000 preferred shares to common shares	—	4,654	—
Conversion of common shares to preferred shares	((
	6,562	21,00	—
)	0)
Other			
	2,528	5,730	8,184
Balance, end of period	\$	\$	\$
	205,5	210,6	226,1
	04	27	30
Additional paid-in capital			
Balance, beginning of period	\$	\$	\$
	2,044,	1,967,	2,742,
	859	781	244
Share-based compensation expense			
	63,11	45,36	43,91
	9	0	9
Change in fair value of redeemable noncontrolling interests		((
	—	390	1,147
Purchase of common shares for treasury	(((
	43,22	164,5	833,9
	3	15	98
)))
Conversion of 125,000 preferred shares to common shares	—	120,3	—
Dividend equivalents			
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Consolidated Statements of Cash Flows

\$ in thousands	Year Ended November 30,		
	2024	2023	2022
Cash flows from operating activities:			
Net earnings	\$	\$	\$
	716,0	262,3	781,7
	19	88	10
Adjustments to reconcile net earnings to net cash (used in) provided by operating activities:			
Depreciation and amortization			
	197,8	113,4	189,3
	50	73	43
Deferred income taxes	((
	4,131	10,46	70,39
)	2)

Share-based compensation	9	63,11	0	45,36	9	43,91
Net bad debt expense	1	52,45	9	67,00	6	46,84
(Income) losses on investments in and loans to related parties	6	86,46	97	192,1	7	36,28
Distributions received on investments in related parties	9	60,03	6	58,33	1	82,16
Gain on sale of subsidiaries and investments in related parties	5	59,10	—	41	—	319,0
Other adjustments	80	264,6	4	99,78	03	601,3
Net change in assets and liabilities:						
Securities deposited with clearing and depository organizations		(
Receivables:		—	98	110,1	—	
Brokers, dealers and clearing organizations	20	287,8	29	436,0	72	631,6
Customers	92	790,2	87	480,4	97	384,0
Fees, interest and other		((
		69,28		103,8		200,6

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Consolidated Statements of Cash Flows

	Year Ended November 30,			
\$ in thousands	2024	2023	2022	
Cash flows from financing activities:				
Proceeds from short-term borrowings	\$ 084	\$ 6,219, 000	\$ 5,413, 098	\$ 3,659, —
Payments on short-term borrowings	(153	(6,743, 868	(5,010, 000	(3,338, —
Proceeds from issuance of long-term debt, net of issuance costs	286	5,952, 672	2,209, 565	1,198, —
Repayment of long-term debt	(653	(2,427, 369	(1,282, 94	(824,8 —
Proceeds from conversion of common to preferred shares		9,844 0	31,50	—
Purchase of common shares for treasury	(2	(44,31 02	(169,4 93	(859,5 —
Dividends paid to common and preferred shareholders	(64	(302,9 95	(278,5 04	(280,1 —

Net proceeds from (payments on) other secured financings.....)))
	62	877,9	89,07	2,448,
		3	731)
Net change in bank overdrafts	(()
	3	23,93	52,05	14,56
		4	9)
Proceeds from contributions of noncontrolling interests.....)		()
	9	10,03	—	64,88
Payments on distributions to noncontrolling interests	(()
	7	13,40	—	2,629
)))
Other.....				
		6,104	6,059	2,752
Net cash provided by (used in) financing activities from continuing operations			()
	897	3,519,	1,060,	2,843,
		124	225)
Net cash (used in) provided by financing activities from discontinued operations			()
		170,6	—	—

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Consolidated Statements of Cash Flows
Notes to Consolidated Financial Statements

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Notes to Consolidated Financial Statements

Note 1. Organization and Basis of Presentation

Organization

Jefferies Financial Group Inc. is a U.S.-headquartered global full service, integrated investment banking and capital markets firm. The accompanying Consolidated Financial Statements represent the accounts of Jefferies Financial Group Inc. and subsidiaries (together, the "Company," "we" or "us"). We, collectively with our consolidated subsidiaries and through our affiliates, deliver a broad range of financial services across investment banking, capital markets and asset management.

We operate in

two reportable business segments: (1) Investment Banking and Capital Markets and (2) Asset Management. The Investment Banking and Capital Markets reportable business segment includes our capital markets activities and our investment banking business, which provides underwriting and financial advisory services to our clients. We operate in the Americas; Europe and the Middle East; and Asia-Pacific. Investment Banking and Capital Markets also includes our corporate lending joint venture ("Jefferies Finance LLC" or "Jefferies Finance"), our commercial real estate joint venture ("Berkadia Commercial Holding LLC" or "Berkadia") and historically our automobile lending and servicing activities. The Asset Management reportable business segment provides alternative investment management services to investors in the U.S. and overseas and generates investment income from capital invested in and managed by us or our affiliated asset managers, and includes certain remaining businesses and assets of our legacy merchant banking portfolio.

On January 13, 2023, our consolidated subsidiary, Vitesse Energy, Inc. ("Vitesse Energy"), issued shares measured at a total consideration of \$

30.6 million in exchange for acquiring all of the outstanding capital interests of Vitesse Oil, LLC ("Vitesse Oil"). Prior to the acquisition, Vitesse Oil was controlled by Jefferies Capital Partners V L.P. and Jefferies SBI USA Fund L.P. (together, "JCP Fund V"), which are private equity funds managed by a team led by our President. Simultaneously, we distributed all of our ownership interests in Vitesse Energy on a tax-free pro rata basis to all of our shareholders, resulting in a distribution of capital of \$

527.0 million. The distribution of Vitesse Energy resulted in a reduction at the time of spin-off of Total assets of \$

699.5 million,
Total liabilities of \$

141.1 million and Total equity of
\$

558.4 million inclusive of the distribution of capital to noncontrolling interest holders.

During the year ended November 30, 2022, we sold all of our interests in Idaho Timber and Oak Hill investment management company, a registered investment adviser and general partner entity.

During the fourth quarter of 2023, we acquired Stratos Group International ("Stratos") (formerly FXCM Group, LLC, or "FXCM") and OpNet S.p.A. ("OpNet," formerly known as "Linkem"), investments in our legacy merchant banking portfolio which became consolidated subsidiaries. In April 2024, we finalized the sale of Foursight Capital LLC ("Foursight"). In February 2024, OpNet agreed to sell substantially all of its wholesale operating

Notes to Consolidated Financial Statements**Note 2. Summary of Significant Accounting Policies***Revenue Recognition Policies*

Commissions and Other Fees. All customer securities transactions are reported in our Consolidated Statements of Financial Condition on a settlement date basis with related income reported on a trade-date basis. We permit institutional customers to allocate a portion of their gross commissions to pay for research products and other services provided by third parties. The amounts allocated for those purposes are commonly referred to as soft dollar arrangements. These arrangements are accounted for on an accrual basis and, as we are acting as an agent in these arrangements, netted against commission revenues. In addition, we earn asset-based fees associated with the management and supervision of assets, account services and administration related to customer accounts. We also earn commissions on execution services provided to customers in facilitating foreign currency spot trades and prime brokerage services.

Principal Transactions. Financial instruments owned and Financial instruments sold, not yet purchased are carried at fair value with gains and losses reflected in Principal transactions revenues, except for derivatives accounted for as hedges (refer to "Hedge Accounting" section herein and Note 7, Derivative Financial Instruments). Fees received on loans carried at fair value are also recorded in Principal transactions revenues.

Investment Banking. Advisory fees from mergers and acquisitions engagements are recognized at a point in time when the related transaction is completed. Advisory retainer fees from restructuring engagements are recognized over time using a time elapsed measure of progress. Expenses associated with investment banking advisory engagements are deferred only to the extent they are explicitly reimbursable by the client and the related revenue is recognized at a point in time. All other investment banking advisory related expenses, including expenses incurred related to restructuring advisory engagements, are expensed as incurred. All investment banking advisory expenses are recognized within their respective expense category on the Consolidated Statements of Earnings and any expenses reimbursed by clients are recognized as Investment banking revenues.

Underwriting and placement agent revenues are recognized at a point in time on trade-date. Costs associated with underwriting activities are deferred until the related revenue is recognized or the engagement is otherwise concluded and are recorded on a gross basis within Underwriting costs.

Asset Management Fees and Revenues. Asset management fees and revenues consist of asset management fees, as well as revenues from strategic affiliates pursuant to arrangements, which entitle us to portions of the revenues and/or profits of the affiliated managers and perpetual rights to certain defined revenues for a given revenue share period. Revenue from strategic affiliates pursuant to such arrangements is recognized at the end of the defined revenue or profit share period when the revenues have been realized and all contingencies have been resolved.

Management and administrative fees are generally recognized over the period that the related service is provided. Performance fee revenue is generally recognized only at the end of the performance period to the extent that the benchmark return has been met.

Interest Revenue and Expense. We recognize contractual interest on Financial instruments owned and Financial instruments sold, not yet purchased, on an accrual basis as a component of interest revenue and expense. Interest flows on derivative trading transactions and dividends are included as part of the fair valuation of these contracts and recognized in Principal transactions revenues rather than as a component of interest revenue or expense. We account for our short- and long-term borrowings at amortized cost, except for those for which we have elected the fair value option, with related interest recorded on an accrual basis as Interest expense. Discounts/premiums arising on our long-term debt are accreted/amortized to Interest expense using the effective yield method over the remaining lives of the

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Notes to Consolidated Financial Statements

Amounts may also include cash and cash equivalents that are restricted for other business purposes.

Financial Instruments and Fair Value

Financial instruments owned and Financial instruments sold, not yet purchased are recorded at fair value, either as required by accounting pronouncements or through the fair value option election. These instruments primarily represent our trading activities and include both cash and derivative products. Our derivative products are acquired or originated for trading purposes and are included within operating activities on our Consolidated Statements of Cash Flows. Gains and losses are recognized in Principal transactions revenues. The fair value of a financial instrument is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction

between market participants at the measurement date (the exit price).

In determining fair value, we maximize the use of observable inputs and minimize the use of unobservable inputs by requiring that observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability based on market data obtained from independent sources. Unobservable inputs reflect our assumptions that market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. We apply a hierarchy to categorize our fair value measurements broken down into three levels based on the transparency of inputs as follows:

- Level 1: Quoted prices are available in active markets for identical assets or liabilities at the reported date. Valuation adjustments and block discounts are not applied to Level 1 instruments.
- Level 2: Pricing inputs other than quoted prices in active markets, which are either directly or indirectly observable at the reported date. The nature of these financial instruments include cash instruments for which quoted prices are available but traded less frequently, derivative instruments for which fair values have been derived using model inputs that are directly observable in the market, or can be derived principally from, or corroborated by, observable market data, and financial instruments that are fair valued by reference to other similar financial instruments, the parameters of which can be directly observed.
- Level 3: Instruments that have little to no pricing observability at the reported date. These financial instruments are measured using management's best estimate of fair value, where the inputs into the determination of fair value require significant management judgment or estimation.

Certain financial instruments have bid and ask prices that can be observed in the marketplace. For financial instruments whose inputs are based on bid-ask prices, the financial instrument is valued at the point within the bid-ask range that meets our best estimate of fair value. We use prices and inputs that are current at the measurement date. For financial instruments that do not have readily determinable fair values using quoted market prices, the determination of fair value is based on the best available information, taking into account the types of financial instruments, current financial information, restrictions (if any) on dispositions, fair values of underlying financial instruments and quotations for similar instruments.

The valuation of financial instruments may include the use of valuation models and other techniques. Adjustments to valuations derived from valuation models are permitted based on management's judgment, which takes into consideration the features of the financial instrument such as its complexity, the market in which the financial instrument is traded and underlying risk uncertainties about market conditions. Adjustments from the

Notes to Consolidated Financial Statements

underlying securities daily versus the related receivable or payable balances. Should the fair value of the underlying securities decline or increase, additional collateral is requested or excess collateral is returned, as appropriate.

Offsetting of Derivative Financial Instruments and Securities Financing Agreements

To manage our exposure to credit risk associated with our derivative activities and securities financing transactions, we may enter into International Swaps and Derivative Association, Inc. ("ISDA") master netting agreements, master securities lending agreements, master repurchase agreements or similar agreements and collateral arrangements with counterparties. A master agreement creates a single contract under which all transactions between two counterparties are executed allowing for trade aggregation and a single net payment obligation. Master agreements provide protection in bankruptcy in certain circumstances and, where legally enforceable, enable receivables and payables with the same counterparty to be settled or otherwise eliminated by applying amounts due against all or a portion of an amount due from the counterparty or a third-party. Under our ISDA master netting agreements, we typically also execute credit support annexes, which provide for collateral, either in the form of cash or securities, to be posted by or paid to a counterparty based on the fair value of the derivative receivable or payable based on the rates and parameters established in the credit support annex.

In the event of the counterparty's default, provisions of the master agreement permit acceleration and termination of all outstanding transactions covered by the agreement such that a single amount is owed by, or to, the non-defaulting party. In addition, any collateral posted can be applied to the net

obligations, with any excess returned; and the collateralized party has a right to liquidate the collateral. Any residual claim after netting is treated along with other unsecured claims in bankruptcy court.

The conditions supporting the legal right of offset may vary from one legal jurisdiction to another and the enforceability of master netting agreements and bankruptcy laws in certain countries or in certain industries is not free from doubt. The right of offset is dependent both on contract law under the governing arrangement and consistency with the bankruptcy laws of the jurisdiction where the counterparty is located. Industry legal opinions with respect to the enforceability of certain standard provisions in respective jurisdictions are relied upon as a part of managing credit risk. In cases where we have not determined an agreement to be enforceable, the related amounts are not offset. Master netting agreements are a critical component of our risk management processes as part of reducing counterparty credit risk and managing liquidity risk.

We are also a party to clearing agreements with various central clearing parties. Under these arrangements, the central clearing counterparty facilitates settlement between counterparties based on the net payable owed or receivable due and, with respect to daily settlement, cash is generally only required to be deposited to the extent of the net amount. In the event of default, a net termination amount is determined based on the market values of all outstanding positions and the clearing organization or clearing member provides for the liquidation and settlement of the net termination amount among all counterparties to the open contracts or transactions.

Refer to Note 7, Derivative Financial Instruments, and Note 8, Collateralized Transactions for further information.

Securitization Activities

We engage in securitization activities related to corporate loans, consumer loans, mortgage loans and mortgage-backed and other asset-backed securities. Transfers of financial assets to secured funding vehicles are accounted for as sales when we have relinquished control over the transferred assets. The gain or loss on sale of such financial assets depends, in part, on the previous carrying amount of the assets involved in the transfer allocated between the assets sold and the retained interests, if any, based upon their respective fair values at the date of sale. We may

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Notes to Consolidated Financial Statements

The fair value of reporting units is based on widely accepted valuation techniques that we believe market participants would use, although the valuation process requires significant judgment and often involves the use of significant estimates and assumptions. The methodologies we utilize in estimating the fair value of reporting units include market valuation methods that incorporate price-to-earnings and price-to-book multiples of comparable exchange-traded companies and multiples of merger and acquisitions of similar businesses and/or projected cash flows. The estimates and assumptions used in determining fair value could have a significant effect on whether or not an impairment charge is recorded and the magnitude of such a charge. Adverse market or economic events could result in impairment charges in future periods.

Intangible Assets. Intangible assets deemed to have finite lives are amortized on a straight-line basis over their estimated useful lives, where the useful life is the period over which the asset is expected to contribute directly, or indirectly, to our future cash flows. Intangible assets are reviewed for impairment on an interim basis when certain events or circumstances exist. For intangible assets deemed to be impaired, an impairment loss is recognized for the amount by which the intangible asset's carrying value exceeds its fair value. At least annually, the remaining useful life is evaluated.

An intangible asset with an indefinite useful life is not amortized but assessed for impairment annually, or more frequently, when events or changes in circumstances occur indicating that it is more likely than not that the indefinite-lived asset is impaired. Impairment exists when the carrying amount exceeds its fair value. In testing for impairment, we have the option to first perform a qualitative assessment to determine whether it is more likely than not that an impairment exists. If it is determined that it is not more likely than not that an impairment exists, a quantitative impairment test is not necessary. If we conclude otherwise, we are required to perform a quantitative impairment test.

Intangible assets are included in Other assets. Our annual indefinite-lived intangible asset impairment testing date is August 1. To the extent an impairment loss is recognized, the loss establishes the new cost basis of the asset that is amortized over the remaining useful life of that asset, if any. Subsequent reversal of impairment losses is not permitted.

Refer to Note 13, Goodwill and Intangible Assets for further information.

Premises and Equipment

Premises and equipment consist of leasehold improvements, furniture, fixtures, computer and communications equipment, capitalized software (externally purchased and developed for internal use) and owned aircraft. Furniture, fixtures, computer and

communications equipment, capitalized software are depreciated using the straight-line method over the estimated useful lives of the related assets (generally three to

ten years
).

Leasehold improvements are amortized using the straight-line method over the term of the related leases or the estimated useful lives of the assets, whichever is shorter. The carrying values of internally developed software ready for its intended use are depreciated over the remaining useful life of each capitalized software.

At November 30, 2024 and 2023, premises and equipment (not including right-of-use assets) amounted to \$

1.51
billion and
\$

1.16
billion, respectively. Accumulated depreciation and amortization was \$

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Jefferies Financial Group Inc.

Notes to Consolidated Financial Statements

Impairment of Long-Lived Assets

We evaluate our long-lived assets for impairment whenever events or changes in circumstances indicate, in management's judgment, that the carrying value of such assets may not be recoverable. When testing for impairment, we group our long-lived assets with other assets and liabilities at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities (or asset group). The determination of whether an asset group is recoverable is based on management's estimate of undiscounted future cash flows directly attributable to the asset group as compared to its carrying value. If the carrying amount of the asset group is greater than the undiscounted cash flows, an impairment loss would be recognized for the amount by which the carrying amount of the asset group exceeds its estimated fair value.

Assets Held for Sale

We classify assets and related liabilities as held for sale when: (i) management has committed to a plan to sell the assets, (ii) the net assets are available for immediate sale, (iii) there is an active program to locate a buyer and (iv) the sale and transfer of the net assets is probable within one year. Assets and liabilities held for sale generally are presented separately on our Consolidated Statements of Financial Condition with a valuation allowance, if necessary, to recognize the net carrying amount at the lower of cost or fair value, less costs to sell. Depreciation of property, plant and equipment and amortization of finite-lived intangible assets and right-of-use assets are not recorded while these assets are classified as held for sale. For each period that assets are classified as being held for sale, they are tested for recoverability. Refer to Note 5, Assets Held for Sale and Discontinued Operations for additional information.

Share-based Compensation

Share-based awards are measured based on the fair value of the award and recognized over the required service or vesting period. Certain executive and employee share-based awards contain market, performance and/or service conditions. Market conditions are incorporated into the grant-date fair value using a Monte Carlo valuation model. Compensation expense for awards with market conditions is recognized over the service period and is not reversed if the market condition is not met. Awards with performance conditions are amortized over the service period if it is determined that it is probable that the performance condition will be achieved. The fair value of options is estimated at the date of grant using the Black-Scholes option pricing model. We account for forfeitures as they occur, which results in dividends and dividend equivalents originally charged against retained earnings for forfeited shares to be reclassified to compensation expense in the period in which the forfeiture occurs.

Income Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and for tax loss carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date. The realization of deferred tax assets is assessed and a valuation allowance is recorded to the extent that it is more likely than not that any portion of the deferred tax asset will not be realized on the basis of its projected tax return results.

We record uncertain tax positions using a two-step process:

(i) we determine whether it is more likely than not that each tax position will be sustained on the basis of the technical merits of

the position; and (ii) for those tax positions that meet the more-likely-than-not recognition threshold, we recognize the largest amount of tax benefit that is more than 50 percent likely to be realized upon ultimate settlement with the related tax authority. We use the portfolio approach relating to the release of stranded tax effects recorded in accumulated other comprehensive

Notes to Consolidated Financial Statements

Legal Reserves

In the normal course of business, we have been named, from time to time, as a defendant in legal and regulatory proceedings. We are also involved, from time to time, in other exams, investigations and similar reviews (both formal and informal) by governmental and self-regulatory agencies regarding our businesses, certain of which may result in judgments, settlements, fines, penalties or other injunctions.

We recognize a liability for a contingency in Accrued expenses and other liabilities when it is probable that a liability has been incurred and the amount of loss can be reasonably estimated. If the reasonable estimate of a probable loss is a range, we accrue the most likely amount of such loss, and if such amount is not determinable, then we accrue the minimum in the range as the loss accrual. The determination of the outcome and loss estimates requires significant judgment on the part of management. We believe that any other matters for which we have determined a loss to be probable and reasonably estimable are not material to our consolidated financial statements.

In many instances, it is not possible to determine whether any loss is probable or even possible or to estimate the amount of any loss or the size of any range of loss. We believe that, in the aggregate, the pending legal actions or regulatory proceedings and any other exams, investigations or similar reviews (both formal and informal) should not have a material adverse effect on our consolidated results of operations, cash flows or financial condition. In addition, we believe that any amount of potential loss or range of potential loss in excess of what has been provided in our consolidated financial statements that could be reasonably estimated is not material.

Hedge Accounting

Hedge accounting is applied using interest rate swaps designated as fair value hedges of changes in the benchmark interest rate of fixed rate senior long-term debt. The interest rate swaps are included as derivative contracts in Financial instruments owned and Financial instruments sold, not yet purchased. We use regression analysis to perform ongoing prospective and retrospective assessments of the effectiveness of these hedging relationships. A hedging relationship is deemed effective if the change in fair value of the interest rate swap and the change in the fair value of the long-term debt due to changes in the benchmark interest rate offset within a range of

80

% -

125

%. The impact of valuation adjustments related to our own credit spreads and counterparty credit spreads are included in the assessment of effectiveness.

For qualifying fair value hedges of benchmark interest rates, the change in the fair value of the derivative and the change in fair value of the long-term debt provide offset of one another and, together with any resulting ineffectiveness, are recorded in Interest expense.

We seek to reduce the impact of fluctuations in foreign exchange rates on our net investments in certain non-U.S. operations through the use of foreign exchange contracts. The foreign exchange contracts are included as derivative contracts in Financial instruments owned and Financial instruments sold, not yet purchased. For foreign exchange contracts designated as hedges, the effectiveness of the hedge is assessed based on the overall changes in the fair value of the forward contracts (*i.e.*, based on changes in forward rates). For qualifying net investment hedges, all gains or losses on the hedging instruments are included in Currency translation adjustments and other in our Consolidated Statements of Comprehensive Income. Refer to Note 7, Derivative Financial Instruments for further information.

Foreign Currency Translation

Assets and liabilities of foreign subsidiaries having non-U.S. dollar functional currencies are translated at exchange rates at

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Jefferies Financial Group Inc.

Notes to Consolidated Financial Statements

Financial Instruments—Credit Losses. In June 2016, the FASB issued ASU No. 2016-13, Measurement of Credit Losses on Financial Instruments. The guidance provides for estimating credit losses on financial assets measured at amortized cost by introducing an approach based on expected losses over the financial asset's entire life, recorded at inception or purchase. On January 1, 2023, Berkadia, our equity method investee, adopted

this guidance and applied a modified retrospective approach through a cumulative-effect adjustment to retained earnings upon adoption, which resulted in a decrease in retained earnings of \$

14.8

million, net of tax attributable to an increase in the allowance for credit losses. Our equity method investee, Jefferies Finance, adopted the guidance on December 1, 2023, and the impact on our consolidated financial statements was not material.

Note 4. Business Acquisitions

We acquired Stratos and OpNet during the fourth quarter of 2023. Stratos is a global provider of online foreign exchange services. OpNet is a fixed wireless broadband service provider in Italy and also owns a majority of the common shares of Tessellis S.p.A. ("Tessellis"), a telecommunications company publicly listed on the Italian stock exchange. These companies were investments in our legacy merchant banking portfolio, and these transactions have been accounted for under the acquisition method of accounting which requires that the assets acquired, including identifiable intangible assets, and liabilities assumed to be recognized at their respective fair values as of the acquisition date.

Fair value of assets acquired and liabilities assumed on the acquisition dates:

\$ in thousands	Stratos	OpNet	Total
Cash and cash equivalents	\$ 83	7,	90
,006	875	,881	
Cash and securities segregated and on deposit for regulatory purposes or deposited with clearing and depository organizations	12	—	12
4,306	4,306		
Financial instruments owned, at fair value	53	—	53
,028	,028		
Investments in and loans to related parties	—	6,	6,
644	644		
Receivables:			
Brokers, dealers and clearing organizations	11	—	11
3,750	3,750		
Fees, interest and other	4,	14	19
745	,728	,473	
Property and equipment, net	31	11	14
,830	1,458	3,288	
Goodwill (1)	5,	12	13
462	7,051	2,514	

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Notes to Consolidated Financial Statements

Stratos

We historically held a

49.9

% voting interest in Stratos. In March 2023, certain noteholders of Global Brokerage Inc. ("GLBR") filed an involuntary bankruptcy petition against GLBR and its subsidiary, Global Brokerage Holdings LLC ("Holdings"), which holds a

50.1

% voting equity interest in Stratos. On September 14, 2023, we completed a foreclosure on the collateral that GLBR had pledged to secure its obligations under a credit facility, which consisted of GLBR's equity interest in Stratos. As a result of the foreclosure, we own

100

% of the outstanding interests of Stratos; and Stratos has become a consolidated subsidiary. In connection with the acquisition of the additional

50.1

%

interests in Stratos, we extinguished our senior secured term loan to Stratos of \$

39.2
million and recognized a gain of \$

5.6
million,
which is reflected in Principal transactions revenues. Upon the acquisition, we remeasured our previously existing

49.9
% interest
at fair value and recognized a loss of \$

4.7
million, in Other
revenues, representing the excess of the carrying value of the

49.9
% interest of our \$

47.9
million equity method investment
over its fair value at the date of acquisition. The fair value of the previously existing equity interest was measured using an income approach based on estimates of future expected cash flows applying a risk-adjusted discount rate of

24.5
%. Critical
estimates to derive future expected cash flows includes the use of projected revenues and expenses, applicable tax rates and depreciation factors with the risk-adjusted discount rate based upon an estimated weighted average cost of capital for the acquired business.

No
consideration, other than the nonmonetary exchange of our senior secured term loan, was transferred in connection with the foreclosure, which resulted in us obtaining

100
% ownership of
the outstanding interests of Stratos. In applying acquisition accounting, we estimated the overall enterprise fair value of

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Notes to Consolidated Financial Statements

Note 5. Assets Held for Sale and Discontinued Operations

Foursight

On November 20, 2023, we entered into an agreement to sell Foursight. Assets held for sale are recorded initially at the lower of their carrying value or estimated fair value, less estimated costs to sell. Upon designation as an asset held for sale, we discontinue recording depreciation expense on such asset. Foursight's major classes of assets and liabilities:

\$ in thousands	November 30, 2023
Assets held for sale:	
Cash and cash equivalents	\$ 3,55
5	5
Other receivables	1,47
8	8
Premises and equipment, net	1,17
5	5
Operating lease assets	7,63
5	5
Goodwill (1)	24,0
00	00
Other assets (2)	928,
808	808

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Notes to Consolidated Financial Statements

Note 6. Fair Value Disclosures

\$ in thousands	November 30, 2024 (1)			
	Level 1	Level 2	Level 3	Counterparty and Cash Collateral Netting (2)
Assets:				
Financial instruments owned:				
Corporate equity securities	\$ 38,058	5,2	30	\$ 2,051
.....				
	9,364	23		
				79,473
				5,7
Corporate debt securities	—	10,815	5,3	
.....				
	931	24,		
				35,746
				5,3
Collateralized debt obligations and collateralized loan obligations	—	29,662	1,0	
.....				
	976	63,		
				93,638
				1,0
U.S. government and federal agency securities	83,139	3,5	16	
.....				
	0,227	—		
				43,366
				3,7
Municipal securities	—	0,507	32	
.....				
	0,507	—		
				0,507
				32
Sovereign obligations	9,912	74	63	
.....				
	0,681	2	17	
				80,765
				1,3
Residential mortgage-backed securities	—	48,862	2,3	
.....				
	14	14	7,7	
				56,576
				2,3
Commercial mortgage-backed securities	—	6,752	14	
.....				
	7	47		
				7,229
				14
Other asset-backed securities	—	0,687	11	
.....				
	3,214	10		
				3,901
				21
Loans and other receivables	—	06,152	1,7	
.....				
	2,586	15		
				58,738
				1,8

Derivatives	6	14	3,1	3,9	2,667	51
.....		81,454	26	,751	7,775)
Investments at fair value	—	6	13		7,871	13
.....		7,865				

Total financial instruments owned, excluding Investments at fair value **\$** **\$** **\$** **(** **\$** **\$**

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Notes to Consolidated Financial Statements

		November 30, 2023 (1)				
	\$ in thousands	Level 1	Level 2	Level 3	Counterparty and Cash Collateral Netting (1)	Total
Assets:						
Financial instruments owned:						
Corporate equity securities	\$	\$	\$	\$	—	\$
.....	31,698	3,8	1,182	21	1,294	18
.....						24,174
Corporate debt securities	—	—	4,9	112	26,	4,9
.....	21,222					47,334
Collateralized debt obligations and collateralized loan obligations	—	—	—	—	—	—
.....	9,246		86	862	64,	93
U.S. government and federal agency securities	—	—	—	—	—	—
.....	63,164	3,5	566	65,	—	28,730
Municipal securities	—	—	22	—	—	22
.....	3,502					3,502
Sovereign obligations	—	—	—	—	—	—
.....	51,494	1,0	9,452	60	—	60,946
Residential mortgage-backed securities	—	—	2,0	871	20,	2,0
.....	48,309					69,180
Commercial mortgage-backed securities	—	—	34	8	50	34
.....	4,902					5,410
Other asset-backed securities	—	—	25	7,661	11	37
.....	5,048					2,709
Loans and other receivables	—	—	1,3	0,101	13	1,4
.....	20,217					50,318
Derivatives	4	31	49,814	3,6	8,3	(
.....				36	,620	3,107
.....						0,844
.....						55
Investments at fair value	—	—	—	0,835	13	13
.....						0,835
Total financial instruments owned, excluding Investments at fair value \$ \$ \$ (\$ \$	8,4	14,	68	3,107	20,	
based on NAV						

capital issuance by the company. When using pricing data of comparable companies, judgment must be applied to adjust the pricing data to account for differences between the measured security and the comparable security (e.g., issuer market capitalization, yield, dividend rate, geographical concentration).

•**Equity Warrants:** Non-exchange-traded equity warrants are measured primarily from observed prices on recently executed market transactions and broker quotations and are categorized within Level 2 of the fair value hierarchy. Where such information is not available, non-exchange-traded equity warrants are generally categorized within Level 3 of the fair value hierarchy and can be measured using third-party valuation services or the Black-Scholes model with key inputs impacting the valuation including the underlying security price, implied volatility, dividend yield, interest rate curve, strike price and maturity date.

Corporate Debt Securities

•**Investment Grade Corporate Bonds:** Investment grade corporate bonds are measured primarily using pricing data from external pricing services and broker quotations, where available, prices observed from recently executed market transactions and bond spreads. Investment grade corporate bonds measured using these valuation methods are categorized within Level 2 of the fair value hierarchy. If broker quotes, pricing data or spread data is not available, alternative valuation techniques may be used. Investment grade corporate bonds measured using alternative valuation techniques are categorized within Level 2 or Level 3 of the fair value hierarchy.

•**High Yield Corporate and Convertible Bonds:** A significant portion of our high yield corporate and convertible bonds are categorized within Level 2 of the fair value hierarchy and are measured primarily using broker quotations and pricing data from external pricing services, where available, and prices observed from recently executed market transactions of institutional size. Where pricing data is less observable, valuations are categorized within Level 3 of the fair value hierarchy and are based on pending transactions involving the issuer or comparable issuers, prices implied from an issuer's subsequent financing or recapitalization, models incorporating financial ratios and projected cash flows of the issuer and market prices for comparable issuers.

Collateralized Debt Obligations and Collateralized Loan Obligations

Collateralized debt obligations ("CDOs") and collateralized loan obligations ("CLOs") are measured based on prices observed from recently executed market transactions of the same or similar security or based on valuations received from third-party brokers or data providers and are categorized within Level 2 or Level 3 of the fair value hierarchy depending on the observability and significance of the pricing inputs. Valuation that is based on recently executed market transactions of similar securities incorporates additional review and analysis of pricing inputs and comparability criteria, including, but not limited to, collateral type, tranche type, rating, origination year, prepayment rates, default rates and loss severity.

U.S. Government and Federal Agency Securities

•**U.S. Treasury Securities:** U.S. Treasury securities are measured based on quoted market prices obtained from external pricing services and categorized within Level 1 of the fair value hierarchy.

•**U.S. Agency Debt Securities:** Callable and non-callable U.S. agency debt securities are measured primarily based on quoted market prices obtained from external pricing services and are generally categorized within Level 1 or Level 2 of the fair value hierarchy.

Municipal Securities

Municipal securities are measured based on quoted prices obtained from external pricing services, where available, or recently executed independent transactions of comparable size and are generally categorized within Level 2 of the fair value hierarchy.

Notes to Consolidated Financial Statements

Commercial Mortgage-Backed Securities

•**Agency Commercial Mortgage-Backed Securities ("CMBS"):** Government National Mortgage Association ("Ginnie Mae") project loan bonds are measured based on inputs corroborated from and benchmarked to observed prices of recent securitization transactions of similar securities with adjustments incorporating an evaluation of various factors, including prepayment speeds, default rates and cash flow structures. Federal National Mortgage Association ("Fannie Mae") Delegated Underwriting and Servicing ("DUS") mortgage-backed securities are generally measured by using prices observed from recently executed market transactions to estimate market-clearing spread levels for purposes of estimating fair value. Ginnie Mae project loan bonds and Fannie Mae DUS mortgage-backed securities are categorized within Level 2 of the fair value hierarchy.

•**Non-Agency CMBS:** Non-agency CMBS are measured using

pricing data obtained from external pricing services, prices observed from recently executed market transactions or based on expected cash flow models that incorporate underlying loan collateral characteristics and performance. Non-Agency CMBS are categorized within Level 2 or Level 3 of the fair value hierarchy depending on the observability of the underlying inputs.

Other Asset-Backed Securities

Other asset-backed securities ("ABS") include, but are not limited to, securities backed by auto loans, credit card receivables, student loans and other consumer loans and are categorized within Level 2 or Level 3 of the fair value hierarchy. Valuations are primarily determined using pricing data obtained from external pricing services, broker quotes and prices observed from recently executed market transactions. In addition, recent transaction data from comparable deals is deployed to develop market clearing yields and cumulative loss assumptions. The cumulative loss assumptions are based on the analysis of the underlying collateral and comparisons to earlier deals with similar collateral to gauge the relative performance of the deal.

Loans and Other Receivables

•**Corporate Loans:** Corporate loans categorized within Level 2 of the fair value hierarchy are measured based on market consensus pricing service quotations. Where available, market price quotations from external pricing services are reviewed to ensure they are supported by transaction data. Corporate loans categorized within Level 3 of the fair value hierarchy are measured based on price quotations that are considered to be less transparent. Price quotations are derived using market prices for debt securities of the same creditor and estimates of future cash flows. Future cash flows use assumptions regarding creditor default and recovery rates, credit rating, effective yield and consideration of the issuer's capital structure.

•**Participation Certificates in Agency Residential Loans:**

Valuations of participation certificates in agency residential loans are based on observed market prices of recently executed purchases and sales of similar loans and data provider pricing. The loan participation certificates are categorized within Level 2 of the fair value hierarchy given the observability and volume of recently executed transactions and availability of data provider pricing.

•**Project Loans and Participation Certificates in Ginnie Mae**

Project and Construction Loans: Valuations of participation certificates in Ginnie Mae project and construction loans are based on inputs corroborated from and benchmarked to observed prices of recent securitizations with similar underlying loan collateral to derive an implied spread. Securitization prices are adjusted to estimate the fair value of the loans to account for the arbitrage that is realized at the time of securitization. The measurements are categorized within Level 2 of the fair value hierarchy given the observability and volume of recently executed transactions.

•**Consumer Loans and Funding Facilities:** Consumer and small business whole loans and related funding facilities are valued

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OTC options include OTC equity, foreign exchange, interest rate and commodity options measured using various valuation models, such as Black-Scholes, with key inputs including the underlying security price, foreign exchange spot rate, commodity price, implied volatility, dividend yield, interest rate curve, strike price and maturity date. Discounted cash flow models are utilized to measure certain OTC derivative contracts including the valuations of our interest rate swaps, which incorporate observable inputs related to interest rate curves, valuations of our foreign exchange forwards and swaps, which incorporate observable inputs related to foreign currency spot rates and forward curves and valuations of our commodity swaps and forwards, which incorporate observable inputs related to commodity spot prices and forward curves. Credit default swaps include both index and single-name credit default swaps. Where available, external data is used in measuring index credit default swaps and single-name credit default swaps. For commodity and equity total return swaps, market prices are generally observable for the underlying asset and used as the basis for measuring the fair value of the derivative contracts. Total return swaps executed on other underlyings are measured based on valuations received from external pricing services.

Securities Received as Collateral / Obligations to Return Securities Received as Collateral

In connection with securities-for-securities transactions in which we are the lender of securities and are permitted to sell or repledge the securities received as collateral, we report the fair value of the collateral received and the related obligation to return the collateral. Valuation is based on the price of the underlying security and is categorized within the corresponding leveling guidance above. These financial instruments are typically categorized within Level 1 of the fair value hierarchy.

Other Secured Financings

Other secured financings that are accounted for at fair value are

classified within Level 2 or Level 3 of the fair value hierarchy. Fair value is based on estimates of future cash flows incorporating assumptions regarding recovery rates.

Long-term Debt

Long-term debt includes variable rate, fixed-to-floating rate, equity-linked notes, constant maturity swap, digital, callable, collared floating rate and Bermudan structured notes. These are valued using various valuation models that incorporate our own credit spread, market price quotations from external pricing sources referencing the appropriate interest rate curves, volatilities and other inputs as well as prices for transactions in a given note during the period. Long-term debt notes are generally categorized within Level 2 of the fair value hierarchy where market trades have been observed during the period or model pricing is available, otherwise the notes are categorized within Level 3.

Investments at Fair Value

Investments at fair value includes investments in hedge funds and private equity funds, which are measured at the NAV of the funds, provided by the fund managers and are excluded from the fair value hierarchy. Investments at fair value also include direct equity investments in private companies, which are measured at fair value using valuation techniques involving quoted prices of or market data for comparable companies, similar company ratios and multiples (e.g., price/EBITDA, price/book value), discounted cash flow analyses and transaction prices observed for subsequent financing or capital issuance by the company. Direct equity investments in private companies are categorized within Level 2 or Level 3 of the fair value hierarchy.

Information about our investments in entities that have the characteristics of an investment company:

November 30, 2024

\$ in thousands	Fair Value (1)	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Equity Long/ Short Hedge	\$	\$	Quarterly (
Funds (2)	28	—	100 %)	45

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Jefferies Financial Group Inc.

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Level 3 Rollforwards

Changes in fair value of our financial assets and liabilities that have been categorized within Level 3 of the fair value hierarchy for the year ended November 30, 2024:

\$ in thousands	Balance at November 30, 2023	Total gains/losses (realized and unrealized) (1)	Purchases	Sales	Settlements	Issuances	Net transfers into/ (out of) Level 3	Balance at November 30, 2024	For instruments still held at November 30, 2024, changes in unrealized gains/(losses) included in:									
									Earnings (1)	Other comprehensive income (1)								
Assets:																		
Financial instruments owned:																		
Corporate equity securities	\$ 294	\$ (181,616)	\$ 4,0297	\$ 5,524	\$ —	\$ —	\$ 2,913	\$ 1,364	\$ 239,748	\$ 11, ()								
Corporate debt securities																		
		26,1	4,	1		40		5	24,9	19, —								
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Notes to Consolidated Financial Statements																		
Changes in fair value of our financial assets and liabilities that have been categorized within Level 3 of the fair value hierarchy for the year ended November 30, 2023:																		
\$ in thousands	Balance at November 30, 2022	Total gains/losses (realized and unrealized) (1)	Purchases	Sales	Settlements	Issuances	Net transfers into/ (out of) Level 3	Balance at November 30, 2023	For instruments still held at November 30, 2023, changes in unrealized gains/(losses) included in:									
									Earnings (1)	Other comprehensive income (1)								
Assets:																		
Financial instruments owned:																		
Corporate equity securities	\$ 347	\$ (240,037)	\$ 65,865	\$ 7,1,228	\$ —	\$ —	\$ 53	\$ 6,294	\$ 181,007	\$ 11, ()								
Corporate debt securities																		
		32	30,249	1,7132	4,18,325	0	20	,524	8,12	26,13								
CDOs and CLOs																		
		24	55,8218	31,,632	51,3,199	624	56, —	3,989	1,62	64,8774								
RMBS																		
		17	27,609	5,7	10, —	7	24	00	8,71	20,875								
CMBS																		
Other ABS																		
Loans and other receivables																		
Investments at fair value																		
Liabilities:																		
Financial instruments sold, not yet purchased:																		
Corporate equity securities	\$ 750	\$ 34,8	\$ 1,477	\$ 1,1,055	\$ —	\$ —	\$ —	\$ 676,4	\$ 28, —									

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Corporate debt securities	(((—	1	124	29	—
	500	35	18					

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Jefferies Financial Group Inc.

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Changes in fair value of our financial assets and liabilities that have been categorized within Level 3 of the fair value hierarchy for the year ended November 30, 2022:

\$ in thousands	Balance at November 30, 2021	Total gains/losses (realized and unrealized) (1)	Purchases	Sales	Settlements	Issuances	Net transfers into/out of Level 3	Balance at November 30, 2022	For instruments still held at November 30, 2022, changes in unrealized gains/(losses) included in:									
									Earnings (1)	Other comprehensive income (1)								
Assets:																		
Financial instruments owned:																		
Corporate equity securities	\$ 489	\$ 118,5	\$ 64	\$ (71,700)	\$ 1	\$ 62,474	\$ 8	\$ 29	\$ 575	\$ 13,347								
Corporate debt securities	03	11,86	94	8,686	1	23,964		9	770	22,32								
CDOs and CLOs	46	31,999	7,0	4,995	4	22,600	,634	16	018	11,24								
RMBS	7	1,47210	13,	5,774	3	372	0	24	88	4,117								
CMBS	3	2,333	73	—		749		—		12								
Other ABS	24	93,567	6,4	4,353	7	20,362	,647	39	24	6,777								
Loans and other receivables	417	178,12	1,9	5,536	4	33,692	,218	48	744	28,875								
Investments, at fair value	373	154,735	46,	4,984	7	74,742	,951	15	407	23,992								
Liabilities:																		
Financial instruments sold, not yet purchased:																		
Corporate equity securities	\$ 5	\$ 4,6311	\$ 3,615	\$ 8		\$ 4,858		—	\$ 17	\$ 4,3								
Corporate debt securities																		
	482	88	7					—	500	88								

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Notes to Consolidated Financial Statements

one financial instrument (i.e., the input used for valuing one financial instrument within a particular class of financial instruments may not be appropriate for valuing other financial instruments within that given class). Additionally, the ranges of inputs presented below should not be construed to represent uncertainty regarding the fair values of our financial instruments; rather, the range of inputs is reflective of the differences in the underlying characteristics of the financial instruments in each category.

For certain categories, we have provided a weighted average of

the inputs allocated based on the fair values of the financial instruments comprising the category. We do not believe that the range or weighted average of the inputs is indicative of the reasonableness of uncertainty of our Level 3 fair values. The range and weighted average are driven by the individual financial instruments within each category and their relative distribution in the population. The disclosed inputs when compared to the inputs as disclosed in other periods should not be expected to necessarily be indicative of changes in our estimates of unobservable inputs for a particular financial instrument as the population of financial instruments comprising the category will vary from period to period based on purchases and sales of financial instruments during the period as well as transfers into and out of Level 3 each period.

November 30, 2024

Financial Instruments Owned	Fair Value (in thousands)	Valuation Technique	Significant Unobservable Input(s))	Input / Range	Weighted Average
Corporate equity securities					
Non-exchange-traded securities	2 39,364	Market approach	Price	\$ - \$	\$
				0 486	68
Corporate debt securities					
CDOs and CLOs	2 4,931	Discounted cash flows	Constant prepayment rate	\$ - \$	\$
	5 3,388			20 %	—
		Constant default rate			—
			Loss severity	2 %	—
				30 %	—
		Discount rate/yield			—
				14 32	26
				% % %	—
		Market approach	Price	\$ - \$	\$
				70 106	94
RMBS					

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Notes to Consolidated Financial Statements

November 30, 2023

Financial Instruments Owned	Fair Value (in thousands)	Valuation Technique	Significant Unobservable Input(s))	Input / Range	Weighted Average
Corporate equity securities					
Non-exchange-traded securities	1 81,294	Market approach	Price	\$ - \$	\$
				0 325	59
Corporate debt securities					
CDOs and CLOs	2 6,112	Market approach	Price	\$ - \$	\$
	5 4,931	Discounted cash flows	Discount rate/yield	—	—
				40 94	50
		Scenario analysis	Estimated recovery percentage	11 %	—
				4 %	—

CDOs and CLOs	\$	Discounted cash flows	Constant prepayment rate	-		
.....		6				
4,862			15	20	19	
			%	%		
		Constant default rate				—
			2			%
		Loss severity				
			35	40	36	
			%	%	%	
		Discount rate/yield			-	
			21	26	24	
			%	%	%	
	Market approach	Price	\$	- \$	\$	
			48	100	88	
CMBS	\$	Scenario analysis	Estimated recovery percentage			
.....		5				
08			28			%
Other ABS	\$	Discounted cash flows	Discount rate/yield	-		
.....		1				
02,423			10	21	18	
			%	%	%	
		Cumulative loss rate			-	
			9	32	25	
			~	~	~	

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and other receivables, other secured financings or structured notes would result in a significantly higher (lower) fair value measurement. A significant increase (decrease) in the revenue multiple related to private equity securities would result in a significantly higher (lower) fair value measurement. A significant increase (decrease) in the discount rate/security yield related to private equity securities would result in a significantly lower (higher) fair value measurement. Depending on whether we are a receiver or (payer) of basis points upfront, a significant increase in basis points would result in a significant increase (decrease) in the fair value measurement of options.

- Loans and other receivables, corporate debt securities, CMBS, other ABS and other secured financings using scenario analysis. A significant increase (decrease) in the possible recovery rates of the cash flow outcomes underlying the financial instrument would result in a significantly higher (lower) fair value measurement for the financial instrument.
- CDOs and CLOs, corporate debt securities, RMBS and other ABS using a discounted cash flow valuation technique. A significant increase (decrease) in isolation in the constant default rate, loss severity or cumulative loss rate would result in a significantly lower (higher) fair value measurement. The impact of changes in the constant prepayment rate and duration would have differing impacts depending on the capital structure and type of security. A significant increase (decrease) in the discount rate/security yield would result in a significantly lower (higher) fair value measurement.
- Derivative equity options using volatility benchmarking. A significant increase (decrease) in volatility would result in a significantly higher (lower) fair value measurement.

Fair Value Option Election

We have elected the fair value option for all loans and loan commitments made by our investment banking and capital markets businesses. These loans and loan commitments include loans entered into by our investment banking division in connection with client bridge financing and loan syndications, loans purchased by our leveraged credit trading desk as part of its bank loan trading activities and mortgage and consumer loan commitments, purchases and fundings in connection with mortgage-backed and other asset-backed securitization activities. Loans and loan commitments originated or purchased by our leveraged credit and mortgage-backed businesses are managed on a fair value basis. Loans are included in Financial instruments owned and loan commitments are included in

Financial instruments owned and Financial instruments sold, not yet purchased. The fair value option election is not applied to loans made to affiliate entities as such loans are entered into as part of ongoing, strategic business ventures. Loans to affiliate entities are included in Investments in and loans to related parties and are accounted for on an amortized cost basis. We have also elected the fair value option for certain of our structured notes which are managed by our investment banking and capital markets businesses and are included in Long-term debt. We have elected the fair value option for certain financial instruments held by subsidiaries as the investments are risk managed by us on a fair value basis. The fair value option has been elected for certain other secured financings that arise in connection with our securitization activities and other structured financings. Other secured financings, Receivables – Brokers, dealers and clearing organizations, Receivables – Customers, Receivables – Fees, interest and other, Payables – Brokers, dealers and clearing organizations and Payables – Customers, are accounted for at cost plus accrued interest rather than at fair value; however, the recorded amounts approximate fair value due to their liquid or short-term nature.

Gains (losses) due to changes in fair value related to instrument-specific credit risk on loans, other receivables and debt instruments and gains (losses) due to other changes in fair value on Long-term debt measured at fair value under the fair value option:

Year Ended November 30,

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Jefferies Financial Group Inc.

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November 30, 2023	Level 3	Gains (Losses)
Exchange ownership interests and registrations (2)	\$	\$ (
	—	78
)
Investments in and loans to related parties (4)	—	57,
	248)
Other assets (5)	(
	1,7	2,1
	55	01
)
November 30, 2022	Level 3	Gains (Losses)
Exchange ownership interests and registrations (2)	\$	\$ (
	—	39
)
Investments in and loans to related parties (6)	(
	106	27,
	,172	119
)
Other assets (7)	(
	1,7	6,7
	09	01
)

(1)Premises and equipment losses represent impairments of leasehold improvements, furniture, fixtures, computer and communications equipment and capitalized software and were recognized in Technology and Communications and Occupancy and equipment rental in our Consolidated Statements of Earnings.

(2)These impairment losses, which represent ownership interests in market exchanges on which trading business is conducted, and registrations, were recognized in Other expenses and the assets were in the Investment Banking and Capital Markets reportable business segment. The fair value is based on observed quoted sales prices for each individual membership. Refer to Note 13, Goodwill and Intangible Assets.

(3)Our shares in Monashee, an equity method investment, were converted to a newly created class of nonmarketable preferred shares. Our equity method investment was remeasured in connection with its nonmonetary exchange into the preferred shares, which are accounted for at cost pursuant to the measurement alternative subsequent to the nonmonetary exchange. The gain was recognized in Other revenues and the asset was in the Asset Management reportable business segment.

(4)These impairment losses, which are related to an equity method investments, were recognized in Other revenues and the asset was in the Asset Management reportable business segment. Fair value was based on our best estimate of what could be recognized in a sale transaction for the investment.

(5)These impairment losses, which are related to real estate held for development, were recognized in Other revenues and are held in the Asset Management reportable business segment. Fair value was based on estimated future cash flows using discount rates ranging from

10.0
% to

14.0
%

(6)These impairment losses, which are related to certain equity method investments, were recognized in Other revenues and the assets were in the Asset Management reportable business segment. The fair values were based on estimated future cash flows using discount rates ranging from

10.0
% to

23.0

%. Refer to Note 11, Investments.

(7) These impairment losses, which relate to a real estate property, were recognized in Other expenses and the assets were in the Asset Management reportable business segment. The fair values were based on estimated future cash flows discounted at

12.0

%

Financial Instruments Not Measured at Fair Value

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November 30, 2024 (1)

	Assets	Liabilities	
\$ in thousands	Fair Value	Number of Contracts (2)	Fair Value
			Number of Contracts (2)
Derivatives designated as accounting hedges:			
Interest rate contracts:			
Cleared OTC	\$ 6	3,39	3
		—	—
Foreign exchange contracts:			
Bilateral OTC	03	41,9	3
		—	—
Total derivatives designated as accounting hedges	99	45,2	—
Derivatives not designated as accounting hedges:			
Interest rate contracts:			
Exchange-traded		273	16,5
		48	13
		84	84
Cleared OTC	0,842	1,03	6,66
		3	0,671
		1,03	1
		6,89	
Bilateral OTC	678	365,	1,09
		6	255
		717,	6
		1,25	
Foreign exchange contracts:			
Bilateral OTC	240	132,	57,7
		86	608
		138,	45
		35,5	
Equity contracts:			
Exchange-traded	327	682,	1,77
		7,822	889
		521,	4,498
		1,57	
Bilateral OTC	169	855,	33,5
		16	4,129
		1,02	87
		20,5	
Commodity contracts:			
Exchange-traded		22	806
		17	17
		697	
Bilateral OTC	0	4,57	11,6
		91	1
		1,38	0
		5,18	
Credit contracts:			
Cleared OTC	88	31,4	66
		11	38,7
		32	
Bilateral OTC	18	37,6	16
		53	31,3
		32	
Total derivatives not designated as accounting hedges	0,227	3,14	3,50
Total gross derivative assets/liabilities:			

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Jefferies Financial Group Inc.

Notes to Consolidated Financial Statements

Gains (losses) recognized in Interest expense related to fair value hedges:

\$ in thousands	Year Ended November 30,		
Gains (Losses)	2024	2023	2022
Interest rate swaps (1)	\$ (\$ (\$ (
35	12,7	78,7	212,
	66	280	
))))
Long-term debt	(
07	50,4	21,6	219,
	38	143	
))))
Total	\$ (\$ (\$
42	63,1	57,1	6,86
	28	3	
))))

(1)Includes net settlements of \$(

62,3
) million, \$(

55,6
) million and \$

1,4
million for

the years ended November 30, 2024, 2023 and 2022, respectively.

**Gains (losses) on our net investment hedges recognized in
Currency translation and other adjustments, a component of
Other comprehensive income (loss), in our Consolidated
Statements of Comprehensive Income:**

\$ in thousands	Year Ended November 30,		
Gains (Losses)	2024	2023	2022
Foreign exchange contracts	\$ (\$ (\$
2	9,65	49,0	116,
	60	876	
))))
Total	\$ (\$ (\$
2	9,65	49,0	116,
	60	876	
))))

Unrealized and realized gains (losses) on derivative contracts recognized primarily in Principal transactions revenues, which are utilized in connection with our client activities and our economic risk management activities:

\$ in thousands	Year Ended November 30,		
Gains (Losses)	2024	2023	2022
Interest rate contracts	\$	\$	\$ (
192	108,	215,	154,
	856	378)
Foreign exchange contracts	(
43	68,9	46,7	164,
	44	729)
Equity contracts	(((
662	295,	99,9	29,7
	68	40)
Commodity contracts	(
84	33,3	4,08	43,1
	9	06)
Credit contracts	((

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Notes to Consolidated Financial Statements

Contingent Features

Certain of our derivative instruments contain provisions that require our debt to maintain an investment grade credit rating from each of the major credit rating agencies. If our debt were to fall below investment grade, it would be in violation of these provisions and the counterparties to the derivative instruments could request immediate payment or demand immediate and ongoing full overnight collateralization on our derivative instruments in liability positions. The following table presents the aggregate fair value of all derivative instruments with such credit-risk-related contingent features that are in a liability position, the collateral amounts we have posted or received in the normal course of business and the potential collateral we would have been required to return and/or post additionally to our counterparties if the credit-risk-related contingent features underlying these agreements were triggered:

	November 30,	
\$ in millions	2024	2023
Derivative instrument liabilities with credit-risk-related contingent features	\$ 3	\$ 5
102.	139.	
Collateral posted	((
50.6	97.6	
))	
Collateral received		
296.	71.0	
1		
Return of and additional collateral required in the event of a credit rating downgrade below investment grade (1)	347.	112.
8	9	

(1)These potential outflows include initial margin received from counterparties at the execution of the derivative contract. The initial margin will be returned if counterparties elect to terminate the contract after a downgrade.

Note 8. Collateralized Transactions

Our repurchase agreements and securities borrowing and lending arrangements are generally recorded at cost in our Consolidated Statements of Financial Condition, which is a reasonable approximation of their fair values due to their short-term nature. We enter into secured borrowing and lending arrangements to obtain collateral necessary to effect settlement, finance inventory positions, meet customer needs or re-lend as part of our dealer operations. We monitor the fair value of the securities loaned and borrowed on a daily basis as compared to the related payable or receivable, and request additional collateral or return excess collateral, as appropriate. We pledge financial instruments as collateral under repurchase agreements, securities lending agreements and other secured arrangements, including clearing arrangements. Our agreements with counterparties generally contain contractual provisions allowing the counterparty the right to sell or repledge the collateral. Pledged securities owned that can be sold or repledged by the counterparty are included in Financial instruments owned, at fair value and noted parenthetically as Securities pledged in our Consolidated Statements of Financial Condition.

In instances where we receive securities as collateral in connection with securities-for-securities transactions in which we are the lender of securities and are permitted to sell or repledge the securities received as collateral, we report the fair value of the collateral received and the related obligation to return the collateral in our Consolidated Statements of Financial Condition.

November 30, 2024

\$ in millions	Securities	Repurchase	Obligation to	Total
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Jefferies Financial Group Inc.

Notes to Consolidated Financial Statements

We receive securities as collateral under resale agreements, securities borrowing transactions, customer margin loans, and in connection with securities-for-securities transactions in which we are the lender of securities. We also receive securities as initial margin on certain derivative transactions. In many instances, we are permitted by contract to rehypothecate the securities received as collateral. These securities may be used to secure repurchase agreements, enter into securities lending transactions, satisfy margin requirements on derivative transactions or cover short positions. At November 30, 2024 and 2023, the approximate fair value of securities received as collateral by us that may be sold or repledged was \$

37.63
billion and \$

33.99
billion, respectively. At November 30, 2024 and 2023, a substantial portion of the securities received by us had been sold or repledged.

Securities Financing Agreements

To manage our exposure to credit risk associated with securities financing transactions, we may enter into master netting agreements and collateral arrangements with counterparties. Generally, transactions are executed under standard industry agreements, including, but not limited to, master securities lending agreements (securities lending transactions) and master repurchase agreements (repurchase transactions).

The following tables provide information regarding repurchase agreements, securities borrowing and lending arrangements and securities received as collateral, at fair value, and obligation to return securities received as collateral, at fair value, that are recognized in our Consolidated Statements of Financial Condition and (1) the extent to which, under enforceable master netting arrangements, such balances are presented net in our Consolidated Statements of Financial Condition as appropriate under U.S.GAAP and (2) the extent to which other rights of setoff associated with these arrangements exist and could have an effect on our financial position.

November 30, 2024

\$ in millions	Gross Amounts	Netting in Consolidated Statements of Financial Condition	Net Amounts in Consolidated Statements of Financial Condition	Additional Amounts Available for Setoff (1)	Available Collateral (2)	Net Amount (3)	
						(\$)	(\$)
Assets:							
Securities borrowing arrangements	\$ 213.4	\$ 7,4	\$ 7,213.54	\$ 32	\$ 1,537.3	\$ 1,350.7	\$ 5,
Reverse repurchase agreements	\$ 930.7	\$ 11,751.0	\$ 5,7	\$ 6,179.475.9	\$ 1,574.0	\$ 4,9.8	\$ 12
Securities received as collateral, at fair value	\$ 5.6	\$ 18	\$ —	\$ 185.6	\$ —	\$ 18	\$ —
Liabilities:							
Securities lending arrangements	\$ 540.9	\$ 2,9	\$ 2,540.54	\$ 32	\$ 2,091.4	\$ 2,4.1	\$ 12
Repurchase agreements	\$ 088.9	\$ 18,751.0	\$ 5,7.9	\$ 12,33	\$ 1,475.9	\$ 1,274.6	\$ 10,7.4

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Notes to Consolidated Financial Statements

Cash and Securities Segregated and on Deposit for Regulatory Purposes or Deposited with Clearing and Depository Organizations

Cash and securities segregated in accordance with regulatory regulations and deposited with clearing and depository organizations primarily consist of deposits in accordance with Rule 15c3-3 of the Securities Exchange Act of 1934, which subjects Jefferies LLC as a broker-dealer carrying customer accounts to requirements related to maintaining cash or qualified securities in segregated special reserve bank accounts for the exclusive benefit of its customers.

November 30,		
\$ in thousands	2024	2023
Cash and securities segregated and on deposit for regulatory purposes or deposited with clearing and depository organizations	\$ 1,132,612	\$ 1,414,593

Note 9. Securitization Activities

We engage in securitization activities related to corporate loans, mortgage loans, consumer loans and mortgage-backed and other asset-backed securities. In our securitization transactions, we transfer these assets to special purpose entities ("SPEs") and act as the placement or structuring agent for the beneficial interests sold to investors by the SPE. A portion of our securitization transactions are the securitization of assets issued or guaranteed by U.S. government agencies. These SPEs generally meet the criteria of VIEs; however, we generally do not consolidate the SPEs as we are not considered the primary beneficiary for these SPEs. Refer to Note 10, Variable Interest Entities for further discussion on VIEs and our determination of the primary beneficiary.

We account for our securitization transactions as sales, provided we have relinquished control over the transferred assets.

Transferred assets are carried at fair value with unrealized gains and losses reflected in Principal transactions revenues prior to the identification and isolation for securitization. Subsequently, revenues recognized upon securitization are reflected as net underwriting revenues. We generally receive cash proceeds in connection with the transfer of assets to an SPE. We may, however, have continuing involvement with the transferred assets, which is limited to retaining one or more tranches of the securitization (primarily senior and subordinated debt securities in the form of mortgage-backed and other-asset backed securities or CLOs). These securities are included in Financial instruments owned, at fair value and are generally initially categorized as Level 2 within the fair value hierarchy.

Securitizations that were accounted for as sales in which we had continuing involvement:

	Year Ended November 30,		
\$ in millions	2024	2023	2022
Transferred assets	\$ 0.7	\$ 5.23	\$ 8.66
		4.5	1.2
			6.35
Proceeds on new securitizations ..			
	0.7	5.23	8.63
		9.6	2.6
			6.40
Cash flows received on retained interests ..	33.4	22.8	31.7

We have no explicit or implicit arrangements to provide additional

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Jefferies Financial Group Inc.

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participation agreements, forward sale agreements, reverse repurchase agreements, and revolving loan and note commitments; and

•Loans to, investments in and fees from various investment vehicles.

We determine whether we are the primary beneficiary of a VIE upon our initial involvement with the VIE and we reassess whether we are the primary beneficiary of a VIE on an ongoing basis. Our determination of whether we are the primary beneficiary of a VIE is based upon the facts and circumstances for each VIE and requires judgment. Our considerations in determining the VIE's most significant activities and whether we have power to direct those activities include, but are not limited to, the VIE's purpose and design and the risks passed through to investors, the voting interests of the VIE, management, service and/or other agreements of the VIE, involvement in the VIE's initial design and the existence of explicit or implicit financial guarantees. In situations where we have determined that the power over the VIE's significant activities is shared, we assess whether we are the party with the power over the most significant activities. If we are the party with the power over the most significant activities, we meet the "power" criteria of the primary beneficiary. If we do not have the power over the most significant activities or we determine that decisions require consent of each sharing party, we do not meet the "power" criteria of the primary beneficiary.

We assess our variable interests in a VIE both individually and in aggregate to determine whether we have an obligation to absorb losses of or a right to receive benefits from the VIE that could potentially be significant to the VIE. The determination of whether our variable interest is significant to the VIE requires judgment. In determining the significance of our variable interest, we consider the terms, characteristics and size of the variable interests, the design and characteristics of the VIE, our involvement in the VIE and our market-making activities related to the variable interests.

Consolidated VIEs:

Notes to Consolidated Financial Statements

Secured Funding Vehicles. We are the primary beneficiary of asset-backed financing vehicles to which we sell agency and non-agency residential and commercial mortgage loans, and asset-backed securities pursuant to the terms of a master repurchase agreement. Our variable interests in these vehicles consist of our collateral margin maintenance obligations under the master repurchase agreement, which we manage, and retained interests in securities issued. The assets of these VIEs consist of reverse repurchase agreements, which are available for the benefit of the vehicle's debt holders. In addition, we also from time to time securitize other financial instruments and own variable interests in the securitization vehicles to the extent that we consolidate such vehicles.

Prior to the sale of Foursight in April 2024, we were the primary beneficiary of automobile loan financing vehicles to which we transferred automobile loans, acted as servicer of the automobile loans for a fee and retained equity interests in the vehicles. The assets of these VIEs primarily consisted of automobile loans, which were accounted for as loans held for investment at amortized cost included within Other assets. The liabilities of these VIEs consisted of notes issued by the VIEs, which were accounted for at amortized cost and included within Other secured financings and did not have recourse to our general credit. The automobile loans were pledged as collateral for the related notes and available only for the benefit of the note holders.

Other. We are the primary beneficiary of certain investment vehicles that we manage for external investors and certain investment vehicles set up for the benefit of our employees as well as investment vehicles managed by third parties where we have a controlling financial interest. The assets of these VIEs consist primarily of equity securities and broker receivables. Our variable interests in these vehicles consist of equity securities, management and performance fees and revenue share. The creditors of these VIEs do not have recourse to our general credit and each such VIE's assets are not available to satisfy any other debt.

We are the primary beneficiary of a real estate syndication entity that develops multi-family residential property and manages the property. The assets of the VIE consist primarily of real estate and its liabilities primarily consist of accrued expenses and long-term debt secured by the real estate property. Our variable interest in the VIE primarily consists of our limited liability company interest, a sponsor promote and development and asset management fees for managing the project.

We are the primary beneficiary of special purpose vehicles that hold risk retention notes issued as part of unsecured loan asset-backed transactions. Our variable interest in the VIEs primarily consists of our ownership of certificates issued by the VIEs.

During the fourth quarter of 2023, we became the primary beneficiary of OpNet's wholesale wireless broadband business, which was classified as held for sale during the fourth quarter of 2023 and subsequently sold during the third quarter of 2024.

Refer to Note 4, Business Acquisitions and Note 5, Assets Held for Sale and Discontinued Operations for further information.

Nonconsolidated VIEs

November 30, 2024

\$ in millions	Carrying Amount		Maximum Exposure to Loss	VIE Assets
	Assets	Liabilities		
CLOs	\$	\$	\$	\$
	9	2	6,	1
51.8	6.5	511.1	4,872.4	
Asset-backed vehicles				
	8	—	9	4,
27.4	46.3		266.7	
Related party private equity vehicles				
	3.	—	1	3
—	—	—	—	—

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Notes to Consolidated Financial Statements

Asset-Backed Vehicles. We provide financing and lending related services to certain client-sponsored VIEs in the form of revolving funding note agreements, revolving credit facilities, forward purchase agreements and reverse repurchase agreements. We also may transfer originated corporate loans to certain VIEs and hold subordinated interests issued by the vehicle. The underlying assets, which are collateralizing the vehicles, are primarily composed of unsecured consumer loans, mortgage loans and corporate loans. In addition, we may provide structuring and advisory services and act as an underwriter or placement agent for securities issued by the vehicles. We do not control the activities of these entities.

Related Party Private Equity Vehicles. We have committed to invest in private equity funds, (the "JCP Funds", including JCP

Jefferies Financial Group Inc.

Fund V (refer to Note 11, Investments for further information)) managed by Jefferies Capital Partners, LLC (the "JCP Manager"). Additionally, we have committed to invest in the general partners of the JCP Funds (the "JCP General Partners") and the JCP Manager. Our variable interests in the JCP Funds, JCP General Partners and JCP Manager (collectively, the "JCP Entities") consist of equity interests that, in total, provide us with limited and general partner investment returns of the JCP Funds, a portion of the carried interest earned by the JCP General Partners and a portion of the management fees earned by the JCP Manager. At November 30, 2024 and 2023, our total equity commitment in the JCP Entities was \$

133.0

million, of which

\$

123.2

million and \$

122.6

million had been funded, respectively.

The carrying value of our equity investments in the JCP Entities was \$

3.2

million and \$

3.1

million at November 30, 2024 and

2023, respectively. Our exposure to loss is limited to the total of our carrying value and unfunded equity commitment. The assets of the JCP Entities primarily consist of private equity and equity related investments. We have also committed to invest \$

1.0

million, of which \$

0.5

million was funded, in a private equity fund

managed by us for the benefit of our employees. The carrying value of our equity was \$

0.5

million.

Other Investment Vehicles. At November 30, 2024 and 2023, we had equity commitments to invest \$

1.43

billion and \$

1.26

billion,

respectively, in various other investment vehicles, of which \$

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Jefferies Finance

Jefferies Finance, our

50

/50 joint venture with Massachusetts

Mutual Life Insurance Company ("MassMutual") structures, underwrites and syndicates primarily senior secured loans to corporate borrowers; and manages proprietary and third-party investments in both broadly syndicated and direct lending loans. In connection with its Leveraged Finance business, loans are originated primarily through our investment banking efforts and Jefferies Finance typically syndicates to third-party investors substantially all of its arranged volume through us. The Asset Management business is a multi-strategy private credit platform that manages proprietary and third-party capital across commingled funds, funds-of-one, separately managed accounts, business development companies, CLOs and levered balance sheet funds. Broadly syndicated loan investments are sourced through transactions arranged by Jefferies Finance and third-party arrangers and managed through its subsidiary, Apex Credit Partners LLC. Direct lending investments are primarily sourced through us. Jefferies Finance and its subsidiaries that are involved in investment management are registered investment advisers with the SEC.

At November 30, 2024, we and MassMutual each had equity commitments to Jefferies Finance of \$

750.0

million, for a

combined total commitment of \$

1.5 billion. The equity commitment is reduced quarterly based on our share of any undistributed earnings from Jefferies Finance and the commitment is increased only to the extent the share of such earnings are distributed. At November 30, 2024, our remaining commitment to Jefferies Finance was \$

15.4 million. The investment commitment is scheduled to expire on March 1, 2025 with automatic

one year extensions absent a

60 days termination notice by either party.

Jefferies Finance has executed a Secured Revolving Credit Facility with us and MassMutual, to be funded equally, to support loan underwritings by Jefferies Finance, which bears interest based on the interest rates of the related Jefferies Finance underwritten loans and is secured by the underlying loans funded by the proceeds of the facility. The total Secured Revolving Credit Facility is a committed amount of \$

500.0 million at November 30, 2024. Advances are shared equally between us and MassMutual. The facility is scheduled to mature on March 1, 2025 with automatic

one year extensions absent a

60 days termination notice by either party. At November 30, 2024, we had funded \$

0.0

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Jefferies Financial Group Inc.

Notes to Consolidated Financial Statements

Selected financial information for Berkadia:

	November 30,	
\$ in millions	2024	2023
Total assets	\$ 3.2	\$ 8.2
	4.96	5.31
Total liabilities	5.6	6.1
	3.51	3.81
Total noncontrolling interest	1	8
	502.	612.

	November 30,	
\$ in millions	2024	2023
Our total equity balance	\$ 7	\$ 9
	427.	400.

	Year Ended November 30,		
\$ in millions	2024	2023	2022
Gross revenues	\$ 0.0	\$ 0.2	\$ 1.2
	1,21	1,12	1,36

	Year Ended November 30,		
\$ in millions	2024	2023	2022
Net earnings	\$ 0	\$ 4	\$ 5
	186.	120.	276.

	Year Ended November 30,		
\$ in millions	2024	2023	2022
Distributions we received	\$ 58.5	\$ 58.1	\$ 69.8
	85.3	52.5	124.

At November 30, 2024 and 2023, we had commitments to

purchase \$

21.8
million and \$

77.5
million, respectively, of agency
CMBS from Berkadia.

Activity related to our other transactions with Berkadia:

	Year Ended November 30,		
\$ in millions	2024	2023	2022
Transaction referral fee revenue (1) ..	\$ 0.4	\$ —	\$ —
Loan origination fees paid (2)	0.8	—	—

(1)We refer Berkadia to our clients to act as a transaction servicer and receive fees, which are included in Commissions and other fees.

(2)We pay fees to Berkadia for loan originations and realty sales. Loan origination fees are capitalized as debt issuance costs and amortized over the life of the loan. Realty sales commissions are included in Cost of sales .

Real Estate Investments

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Selected financial information for

100.0
% of Hildene Insurance
Holdings, LLC, in which we own effectively

9.26
% of the
combined equity interests:

\$ in millions	September 30, 2024 (1)
Total assets	\$ 304.2
..	304.2
Total liabilities	0.2
Total members' equity	304.0
\$ in millions	Three Months Ended September 30, 2024 (1)
Net increase (decrease) in members' equity resulting from operations	\$ 34.1
..	34.1

(1)Financial information for Hildene Insurance Holdings, LLC included in our financial position at November 30, 2024 and included in our results of operations for the year ended November 30, 2024, is based on the period presented.

We had an equity method investment with a carrying amount of
\$

15.8
million at November 30, 2023, consisting of our shares in
Monashee, an investment management company, registered
investment advisor and general partner of various investment
management funds, which provided us with

50.0
% voting rights
interest and the rights to distributions of
47.5
% of the annual net
profits of Monashee's operations if certain thresholds were met.
A portion of the carrying amount of the investment in Monashee related to contract and customer relationship intangible assets and goodwill. The intangible assets were amortized over their useful life and the goodwill was not amortized.
During the three months ended February 29, 2024, our shares were converted to preferred shares, which provide us with rights to be paid dividends based on Monashee's performance and management fees, and we recognized a gain of \$

6.0
million upon
the nonmonetary exchange. In addition, we invested \$

5.2
million
in mandatorily redeemable preferred shares issued by Monashee.

The investment in the preferred shares is accounted for at cost, less impairment, if any. The investment in the mandatorily redeemable preferred shares is accounted for at fair value. We also have an investment management agreement whereby Monashee provides asset management services to us for certain separately managed accounts. Our net investment balance in the

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Jefferies Financial Group Inc.

Notes to Consolidated Financial Statements

Aircadia

In December 2023, Aircadia Leasing II LLC ("Aircadia"), a wholly owned subsidiary, purchased airplanes and simultaneously entered into a lease with the seller to lease the airplanes for a term of

42

months. The transaction was accounted for as a sale leaseback and the airplanes were recognized within Premises and equipment at \$

57.7

million. During the year ended November 30, 2024, we recognized \$

20.7

million of operating

lease income

During 2024, we classified the airplanes related to the sale leaseback transaction as held for sale. The airplanes are included within Assets held for sale on our Consolidated Statements of Financial Condition and have a carrying amount of \$

51.9

million

at November 30, 2024. We are actively pursuing avenues to dispose of the airplanes through a sale process. Effective with the designation of the airplanes as held for sale, we suspended recording depreciation on these assets.

In December 2023, we provided a loan to the seller for \$

30.0

million, which matures on February 3, 2025. The loan is accounted for at amortized cost and included within Investments in and loans to related parties. We recognized interest income of \$

3.1

million during the year ended 2024. We also hold preferred shares in the seller, which are accounted for at fair value in Financial instruments owned with a fair value of \$

37.1

million at

both November 30, 2024 and 2023, and are classified within Level 3 of the fair value hierarchy.

In September 2024, we provided a €

15.0

million loan, maturing in

May 2025, to an individual related to the seller, secured by a privately owned aircraft and guaranteed by the individual. We recognized interest income of \$

0.4

million during the year ended

November 30, 2024.

OpNet

On November 30, 2023, we provided notice of our intent to convert certain classes of our preferred shares into common shares. As a result, we obtained control of OpNet and consolidated its assets and liabilities in our consolidated financial statements as of November 30, 2023. Upon conversion on May 7, 2024, our ownership increased to

57.5

% of the

common shares and our voting rights increased to

Notes to Consolidated Financial Statements

such, generally, no allowance for credit losses is held against these receivables.

Other Financial Assets. For all other financial assets measured at amortized cost, we estimate expected credit losses over the financial assets' life as of the reporting date based on relevant information about past events, current conditions, and reasonable and supportable forecasts. During the year ended

November 30, 2024, we recognized bad debt expense of \$

26.2

million related to receivables associated with our asset management arrangements with Weiss Multi-Strategy Advisers. *Investment Banking Fee Receivables*. Our allowance for credit losses on our investment banking fee receivables uses a provisioning matrix based on the shared risk characteristics and historical loss experience for such receivables. In some instances, we may adjust the allowance calculated based on the provision matrix to incorporate a specific allowance based on the unique credit risk profile of a receivable. The provisioning matrix is periodically updated to reflect changes in the underlying portfolio's credit characteristics and most recent historical loss data.

Allowance for credit losses for investment banking receivables:

	Year Ended November 30,		
\$ in thousands	2024	2023	2022
Beginning balance	\$ 6	\$ 4	\$ 4,82
	6	4	4
Bad debt expense			
	4	8	4,14
Charge-offs	(0	(6	(910
	2,72	3,24)
Recoveries collected	(3	(0	(2,14
	4,62	2,93)
Ending balance (1)	\$ 7	\$ 6	\$ 5,91
	5,27	6,30	4

(1)Substantially all of the allowance for doubtful accounts relate to mergers and acquisitions and restructuring fee receivables, which include recoverable expense receivables.

Note 13. Goodwill and Intangible Assets

Goodwill

	Year Ended November 30, 2024		
\$ in thousands	Investment Banking and Capital Markets	Asset Management	Total
Balance, at beginning of period	\$ 32,172	\$ 5,684	\$ 47,856
	1,5	31	1,8
Currency translation and other adjustments	(84	(3,1	(2,2
	07	66)
Measurement period adjustments (1)	(—	(26,	(26,
	230	230)

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Jefferies Financial Group Inc.

Notes to Consolidated Financial Statements

Intangible Assets

Intangible assets are included in Other assets.

November 30, 2024						Weighted Average Remaining Lives (Years)
\$ in thousands	Gross Cost	Assets Acquired (1)	Impairment Losses	Accumulated Amortization	Net Carrying Amount	
Customer relationships	\$ 136,049	\$ 26,450	\$ —	\$ 104	\$ 57,960	5.
				,539)		
Trademarks and trade names			(
	146,032	8,533	—	45,412	109,153	.4
)		21
Exchange and clearing organization membership interests and registrations	8,715	—	(10)		8,705	
Other			(N/A
	50,930	26,316	—	26,693	50,553	9
Total	\$ 341,726	61,299	10)	176 ,644	226,371	

(1)Includes a \$

39.3 million measurement period adjustment recorded during the first quarter of 2024 related to the OpNet acquisition. Refer to Note 4, Business Acquisitions for further information.

November 30, 2023						Weighted Average Remaining Lives (Years)
\$ in thousands	Gross Cost	Assets Acquired	Impairment Losses	Accumulated Amortization	Net Carrying Amount	
Customer relationships	\$ 9,801	\$ —	\$ —	\$ 93,966	\$ 42,284	6.
)		
Trademarks and trade names			(
	127,899	18,513	—	39,340	107,072	3.5
)		2
Exchange and clearing organization membership interests and registrations	7,405	1,390	(78)		8,717	
Other			(

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Notes to Consolidated Financial Statements

The following provides detailed information on the recognition of our revenues from contracts with customers:

•**Investment Banking.** We provide our clients with a full range of financial advisory and underwriting services. Revenues from financial advisory services primarily consist of fees generated in connection with merger, acquisition and restructuring transactions. Advisory fees from mergers and acquisitions engagements are recognized at a point in time when the related transaction is completed, as the performance obligation is to successfully broker a specific transaction. Fees received prior to the completion of the transaction are deferred within Accrued expenses and other liabilities. Advisory fees from restructuring engagements are recognized over time using a time elapsed measure of progress as our clients simultaneously receive and consume the benefits of those services as they are provided. A significant portion of the fees we receive for our advisory services are considered variable as they are contingent upon a future event (e.g., completion of a transaction or third-party emergence from bankruptcy) and are excluded from the transaction price until the uncertainty associated with the variable consideration is subsequently resolved, which is expected to occur upon achievement of the specified milestone. Payment for advisory services is generally due promptly upon completion of a specified milestone or, for retainer fees, periodically over the course of the engagement. We recognize a receivable between the date of completion of the milestone and payment by the customer. Expenses associated with investment banking advisory engagements are deferred only to the extent they are explicitly reimbursable by the client and the related revenue is recognized at a point in time. All other investment banking advisory related expenses, including expenses incurred related to restructuring assignments, are expensed as incurred. All investment banking advisory expenses are recognized within their respective expense category in our Consolidated Statements of Earnings and any expenses reimbursed by our clients are recognized as Investment banking revenues. Underwriting services include underwriting and placement agent services in both the equity and debt capital markets, including private equity placements, initial public offerings, follow-on offerings and equity-linked securities transactions

and structuring, underwriting and distributing public and private debt, including investment grade debt, high yield bonds, leveraged loans, municipal bonds and mortgage-backed and asset-backed securities. Underwriting and placement agent revenues are recognized at a point in time on trade-date, as the client obtains the control and benefit of the underwriting offering at that point. Costs associated with underwriting transactions are deferred until the related revenue is recognized or the engagement is otherwise concluded and are recorded on a gross basis within Underwriting costs as we are acting as a principal in the arrangement. Any expenses reimbursed by our clients are recognized as Investment banking revenues.

•*Commissions and Other Fees.* We earn commission and other fee revenue by executing, settling and clearing transactions for clients primarily in equity, equity-related and futures products and facilitating foreign currency spot transactions. Trade execution and clearing services, when provided together, represent a single performance obligation as the services are not separately identifiable in the context of the contract. Commission revenues associated with combined trade execution and clearing services, as well as trade execution services on a standalone basis, are recognized at a point in time on trade-date. Commissions revenues are generally paid on settlement date, and we record a receivable between trade-date and payment on settlement date. We permit institutional customers to allocate a portion of their gross commissions to pay for research products and other services provided by third parties. The amounts allocated for those purposes are commonly referred to as soft dollar arrangements. We act as an agent in the soft dollar arrangements on the customer

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Jefferies Financial Group Inc.

Notes to Consolidated Financial Statements

•*Manufacturing Revenues.* We earn revenues from the sale of manufactured or remanufactured lumber. Agreements with customers for these sales specify the type, quantity and price of products to be delivered as well as the delivery date and payment terms. The transaction price is fixed at the time of sale and revenue is generally recognized when the customer takes control of the product.

•*Oil and Gas Revenues.* The sales of oil and natural gas are made under contracts negotiated with customers, which typically include variable consideration based on monthly pricing tied to local indices and volumes. Revenue is recorded at the point in time when control of the produced oil and gas transfers to the customer, which is when the performance obligation is satisfied. The amount of production delivered to the customer and the price that will be received for the sale of the product is estimated utilizing production reports, market indices and estimated differential. The variable consideration can be reasonably estimated at the end of the month when the performance obligation is satisfied.

•*Real Estate Revenues.* Revenues from the sales of real estate are recognized at a point in time when the related transaction is complete. The majority of our real estate sales of land, lots and homes transfer the goods and services to the customer at the close of escrow when the title transfers to the buyer and the buyer has the benefit and control of the goods and service. If the performance obligation under the contract with a customer related to a parcel of real estate is not yet complete when title transfers to the buyer, revenue associated with the incomplete performance obligation is deferred until the performance obligation is completed.

•*Internet Connection and Broadband Revenues.* Revenues associated with internet connection and mobile voice services provided to customers are recognized based on the volume of service provided as of a given date and the related service charge. Revenues from the activation of broadband services are recognized on a straight-line basis over a period of

24

months. Amounts received in advance are deferred and recognized into revenue over the

24

month service period.

Disaggregation of Revenue

Year Ended November 30, 2024			
\$ in thousands	Investment Banking and Capital Markets	Asset Management	Total
Major business activity:			
Investment banking - Advisory	\$ 3	\$ 1,811.63	\$ 1,811.63
Investment banking - Underwriting	0	1,491.03	1,491.03
Equities (1)			90

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Notes to Consolidated Financial Statements

During the years ended November 30, 2024, 2023 and 2022, we recognized \$

41.0
million, \$

38.1
million and \$

78.9
million,
respectively, of revenue related to performance obligations satisfied (or partially satisfied) in previous periods, mainly due to resolving uncertainties in variable consideration that was constrained in prior periods. In addition, we recognized \$

32.1
million, \$

31.5
million and \$

28.1
million of revenues primarily associated with distribution services during the years ended November 30, 2024, 2023 and 2022, respectively, a portion of which relates to prior periods.

Contract Balances

The timing of our revenue recognition may differ from the timing of payment by our customers. We record a receivable when revenue is recognized prior to payment and we have an unconditional right to payment. Alternatively, when payment precedes the provision of the related services, we record deferred revenue until the performance obligations are satisfied. Our deferred revenue primarily relates to retainer and milestone fees received in investment banking advisory engagements where the performance obligation has not yet been satisfied. Deferred revenue at November 30, 2024 and 2023 was \$

79.1
million and \$

48.3
million, respectively, which is recorded in Accrued expenses and other liabilities. During the years ended November 30, 2024, 2023 and 2022, we recognized revenues of \$

34.6
million, \$

22.7
million and \$

48.7
million, respectively, that were recorded as deferred revenue at the beginning of the year. We had receivables related to revenues from contracts with customers of \$

275.9
million and \$

248.2
million at November 30,
2024 and 2023, respectively.

Contract Costs

We capitalize costs to fulfill contracts associated with investment banking advisory engagements where the revenue is recognized at a point in time and the costs are determined to be recoverable. Capitalized costs to fulfill a contract are recognized

The senior executives also hold previously awarded stock options of

2,506,266
stock options, with an exercise price of
\$

23.75
, which include rights to "excess dividend equivalents," (each share subject to the option is entitled to
two

times the amount of any regular quarterly cash dividend paid in the 9.5 years after grant to the extent the per share dividend exceeds the quarterly dividend rate in effect at the time of grant with the dividend equivalent amount converted to non-forfeitable share units at the dividend payment date.

In connection with our spin-off of Vitesse Energy, Inc. in January 2023, the options and related dividend equivalent rights were adjusted, resulting in each senior executive holding

2,532,370

Jefferies options exercisable at \$

22.69
per share and

228,933

Vitesse options exercisable at \$

8.97
per share, with
corresponding adjustments such that Vitesse regular quarterly cash dividends relating to shares underlying the Vitesse options are taken into consideration in the calculation of the excess dividend equivalents. The stock options became or became exercisable in

three
equal annual tranches beginning December
6, 2021, with a final expiration date of December 5, 2030. At November 30, 2023 and 2022, all options were outstanding. At November 30, 2023, for each senior executive,

1,688,247

Jefferies options and

152,622
Vitesse options were exercisable.
At both November 30, 2024 and 2023,

5.1

million of our common shares were designated for the senior executive nonqualified stock options. Additionally, in connection with our spin-off of Vitesse Energy, Inc. shares, we adjusted certain outstanding equity awards to include like awards for the acquisition of Vitesse common stock ("Vitesse Awards"). Vesting terms, exercise dates and expiration dates of the resulting Vitesse Awards and Vitesse options are the same as those terms of the related Jefferies awards. For those Vitesse Awards that remain subject to performance or service-based vesting requirements, we continue to recognize expense based on the original grant-date fair value and any incremental fair value resulting from modifications of awards. In fiscal 2023, \$

Notes to Consolidated Financial Statements

The following reflects activity solely related to the portions of RSUs related to senior executive compensation that contain performance conditions:

<i>In thousands, except per share amounts</i>	Target Number of Shares	Weighted- Average Grant Date Fair Value
Balance at November 30, 2021		\$
	2,86	25.4
	7	3
Grants		
..	537	35.4
	4	
Forfeited		
..	—	—
Fulfillment of vesting requirement		
..	(1,43	(25.4
	3	3
)	
Balance at November 30, 2022		1,97
	1	6
Grants		
..	1,37	30.1
	9	5
Forfeited		
..	—	—
Fulfillment of vesting requirement		
..	(2,43	(26.4
	8	9
)	
Balance at November 30, 2023		912
	4	35.6
Grants		
..	459	44.9
	3	
Forfeited		
..	—	—
Fulfillment of vesting requirement		
..	93	93

Jefferies Financial Group Inc.

Notes to Consolidated Financial Statements

Note 16. Benefit Plans

U.S. Pension Plans

Pursuant to the agreement to sell one of our former subsidiaries, WilTel Communications Group, LLC ("WilTel"), the responsibility for WilTel's defined benefit pension plan was retained by us. All benefits under this plan were frozen as of October 30, 2005. Jefferies Group LLC Employees' Pension Plan (the "U.S. Pension Plan") is a defined benefit pension plan covering certain employees; benefits under that plan were frozen as of December 31, 2005. We contributed \$

3.5 million to the WilTel plan during the year ended November 30, 2024. We did

no contribute to the U.S. Pension Plan during the year ended November 30, 2024 and we do not anticipate making a contribution to the plan for the year ending November 30, 2025. Activity with respect to both plans:

	Year Ended November 30,	
\$ in thousands	2024	2023
Change in projected benefit obligation:		
Projected benefit obligation, beginning of year	\$ 870	\$ 163,066
Interest cost	6	7,98
Actuarial (gains) losses	5	3,45
Settlements	—	—
Benefits paid	(38)	(12,288)
Projected benefit obligation, end of year	\$ 073	\$ 163,870

Change in plan assets:		
Fair value of plan assets, beginning of year	\$ 177	\$ 141,272
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Pension benefit payments expected to be paid (in thousands):		
Fiscal Year:		
2025	\$ 85	25,1
2026	57	13,3
2027	63	13,5
2028	00	13,1
2029	39	13,3
Years 2030 - 2034	92	60,8

U.S. Plan Assets

The information below on the plan assets for the WilTel plan and the U.S. Pension Plan is presented separately for the plans as the investments are managed independently.

WilTel Plan Assets

The current investment objectives are designed to close the funding gap while mitigating funded status volatility through a combination of liability hedging and investment returns. As plan funded status improves, the asset allocation will move along a predetermined, de-risking glide path that reallocates capital from growth assets to liability-hedging assets in order to reduce funded status volatility and lock in funded status gains. Plan assets are split into

two separate portfolios, each with different asset mixes and objectives. The portfolios are valued at their NAV as a practical expedient for fair value.

- The Growth Portfolio consists of global equities and high yield investments.
- The Liability-Driven Investing (“LDI”) Portfolio consists of long

duration credit bonds and a suite of long duration, Treasury-based instruments designed to provide capital-efficient interest rate exposure as well as target specific maturities. The objective of the LDI Portfolio is to seek to achieve performance similar to the WilTel plan's liability by seeking to match the interest rate sensitivity and credit sensitivity. The LDI Portfolio is managed to mitigate volatility in funded status deriving from changes in the discounted value of benefit obligations from market movements in the interest rate and credit components of the underlying discount curve.

U.S. Pension Plan Assets

We have an agreement with an external investment manager to invest and manage the plan's assets under a strategy using a combination of two portfolios. The investment manager allocates the plan's assets between a growth portfolio and a liability-driven portfolio according to certain target allocations and tolerance bands that are agreed to by the Administrative Committee of the U.S. Pension Plan. Such target allocations will take into consideration the plan's funded ratio. The manager will also monitor the strategy and, as the plan's funded ratio changes over

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Jefferies Financial Group Inc.

Notes to Consolidated Financial Statements

Lease costs:

	Year Ended November 30,		
\$ in thousands	2024	2023	2022
Operating lease costs (1)	\$ 81	\$ 94	\$ 59
	86,5	81,1	80,9
Variable lease costs (2)	08	06	87
	15,2	14,5	12,8
Less: Sublease income	(0)	(5)	(7)
	3,94	5,54	4,50
0	5	7)
))))
Total lease cost, net	\$ 49	\$ 55	\$ 39
	97,8	90,1	89,3

(1)Includes short-term leases, which are not material.

(2)Includes property taxes, insurance costs, common area maintenance, utilities, and other costs that are not fixed. The amount also includes rent increases resulting from inflation indices and periodic market rent reviews.

Consolidated Statements of Cash Flows supplemental information:

	Year Ended November 30,		
\$ in thousands	2024	2023	2022
Cash outflows - lease liabilities	\$ 55	\$ 31	\$ 82
	92,3	81,8	81,0
Non-cash - ROU assets recorded for new and modified leases	154,903	56,968	77
	154,903	56,968	77
Total	\$ 160	\$ 715	\$ 87,9

Note 18. Borrowings

Short-Term Borrowings

	November 30,	
\$ in thousands	2024	2023
Bank loans	\$ 160	\$ 715
	443,	989,
Total short-term borrowings (1)	\$ 160	\$ 715
	443,	989,

(1) Short-term borrowings, mature in one year or less and are recorded at cost, which is a reasonable approximation of their fair values due to their liquid and short-term nature.

At November 30, 2024 and 2023, the weighted average interest rate on bank loans outstanding is

6.25
% and

6.06
% per annum,

respectively.

Our borrowings include credit facilities that contain certain covenants that, among other things, require us to maintain a specified level of tangible net worth, require a minimum regulatory net capital requirement for our U.S. broker-dealer,

Jefferies LLC, and impose certain restrictions on the future indebtedness of certain of our subsidiaries that are borrowers. Interest is based on rates at spreads over the federal funds rate

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Long-Term Debt

\$ in thousands	Maturity (Fiscal Years)	November 30,	
		2024	2023
Parent Co. unsecured borrowings			
Fixed rate	2024	\$	\$
	—	544,222	
	2025		
		519,738	117,180
	2026		
		818,819	90,315
	2027		
		587,631	526,660
	2028		
		1,031,076	1,028,966
	2029		
		742,427	—
	2030 and Later		
		4,561,814	2,715,503
Variable rate	2025		
	—	350,000	
	2026		
		41,230	42,417
	2027		
		570,432	562,833
	2029		
		1,311	—
	2030 and Later		
		850,273	810,761
Structured notes (1)	2024		
	—	48,002	
	2025		
		157,638	40,868
	2026		
		114,308	36,178
	2027		
		97,758	83,306
	2028		
		77,781	19,768
	2029		

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Jefferies Financial Group Inc.

Notes to Consolidated Financial Statements

During the year ended November 30, 2024, long-term debt increased by \$

3.83
billion to \$

13.53
billion at November 30, 2024
primarily due to proceeds of \$

3.98
billion from the issuances of
unsecured senior notes, \$

487.0
million from net issuances of
structured notes, \$

254.8
million from increased subsidiaries
borrowings, and valuation losses on structured notes of
\$

175.7
million. These increases were partially offset by a
\$

350.0
million paydown of a revolving credit facility and
repayments of \$

720.5
million on our unsecured senior notes.

Note 19. Total Equity

Common Stock

At November 30, 2024 and November 30, 2023, we had

565,000,000

authorized shares of voting common stock with a
par value of \$

1.00

per share. At November 30, 2024 and 2023, we
had outstanding

205,504,272

common shares and

210,626,642

common shares outstanding, respectively.
The Board of Directors has authorized the repurchase of
common stock up to \$

250.0
million under a share repurchase
program. Treasury stock repurchases during 2024 represent
repurchases of common stock for net-share withholding under
our equity compensation plan.

In February 2023, our mandatorily redeemable convertible
preferred shares were converted into

4.654.362

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Earnings Per Common Share

Basic and diluted earnings per common share amounts were calculated by dividing net earnings by the weighted-average number of
common shares outstanding. The numerators and denominators used to calculate basic and diluted earnings per common share are as
follows:

	Year Ended November 30,		
<i>In thousands, except per share amounts</i>	2024	2023	2022
Numerator for earnings per common share from continuing operations:			
Net earnings from continuing operations			
	\$ 712,352	\$ 262,388	\$ 781,710
Less: Net losses attributable to noncontrolling interests	(24,367)	(15,300)	(3,739)
Mandatorily redeemable convertible preferred share dividends	(74,110)	(14,729)	(3,015)
Allocation of earnings to participating securities (1)	(2,016)	(8,281)	(1)

Net earnings from continuing operations attributable to common shareholders for basic earnings per share.....	\$	\$	\$
662,609	260,943	774,153	
<hr/>			
Adjustment to allocation of earnings to participating securities related to diluted shares (1)			
.....	—	—	29
<hr/>			
Mandatorily redeemable convertible preferred share dividends.....			
.....	—	—	8,281
<hr/>			
Net earnings from continuing operations attributable to common shareholders for diluted earnings per share.....	\$	\$	\$
662,609	260,943	782,463	
<hr/>			
Numerator for earnings per common share from discontinued operations:			
Net earnings from discontinued operations (including gain on disposal), net of taxes			
.....	3,667	—	—
Less: Net losses attributable to noncontrolling interests	(
.....	2,997	—	—
<hr/>			
Net earnings from discontinued operations attributable to common shareholders for basic and diluted earnings per share.....	\$	\$	\$
.....	6,664	—	—
<hr/>			
Net earnings attributable to common shareholders for basic earnings per share.....	\$	\$	\$
.....	660,273	260,943	774,153

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Jefferies Financial Group Inc.

Notes to Consolidated Financial Statements

Dividends

Year Ended November 30, 2024

Declaration Date	Record Date	Payment Date	Per Common Share Amount			
January 8, 2024	February 16, 2024	February 27, 2024	\$ 0.30			
March 27, 2024	May 20, 2024	May 30, 2024	\$ 0.30			
June 26, 2024	August 19, 2024	August 30, 2024	\$ 0.35			
September 25, 2024	November 18, 2024	November 27, 2024	\$ 0.35			
Year Ended November 30, 2023						
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Notes to Consolidated Financial Statements						
Income tax expense differed from the amounts computed by applying the U.S. Federal statutory income tax rate of 21.0% to earnings from continuing operations before income taxes as a result of the following:						
Year Ended November 30,						
2024						
2023						
2022						
\$ in thousands	Amount	Percent	Amount	Percent	Amount	Percent
Computed expected federal income taxes	\$ 11,165	2.10	\$ 4,396	7.10	\$ 21,668	2.10
		%		%		%
Increase (decrease) in income taxes resulting from:						
State and local income taxes, net of Federal income tax benefit	7,642	4.8	4,7071	1.8	4,7364	4.5
International operations (including foreign rate differential)	9,567	1.9	1,306	7.1	2,8711	1.8
Foreign tax credits, net	(0,324)	1.0	(1,504)	4.3	(1,0368)	2.9
Non-deductible executive compensation	4,481	1.5	1,1664	1.3	2,596	1.2
Employee share-based awards	(2,044)	1.2	(1,6136)	1.6	(4,7988)	3.6
Regulatory Settlement	—	—	—	—	0,184	2.9
Change in unrecognized tax benefits related to prior years	(5,696)	1.6	(1,5561)	2.2	(7,6915)	1.7
Interest on unrecognized tax benefits	6,257	2.6	2,8988	1.4	5,3902	1.3
Other, net	2,146	1.2	1,657	8.4	2,4698	1.4
Total income tax expense from continuing operations	\$ 93,194	2.9.2	\$ 1,881	9.5.9	\$ 73,852	2.5.9

Reconciliation of gross unrecognized tax benefits:

Year Ended November 30,						
\$ in thousands	2024	2023	2022			
Balance at beginning of period	\$	\$	\$			
	33	34	33			
2,323	9,955	9,036				
Increases based on tax positions related to the current period	29, —	1,5 —	30, —			

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Jefferies Financial Group Inc.

Notes to Consolidated Financial Statements**Note 21. Commitments, Contingencies and Guarantees****Commitments**

	Expected Maturity Date (Fiscal Years)					
\$ in millions	2025	2026	2027 and 2028	2029 and 2030	2031 and Later	Maximum Payout
Equity commitments (1)	\$	\$	\$	\$	\$	\$
	40.1	2.5	32.4	0.1	243.8	18.9
						3
Loan commitments (1)						3
	254.4	80.0	8.4	—	5.2	48.0
						3
Loan purchase commitments (2)						3,
	3,661.2	—	—	—	—	661.2
						3
Forward starting reverse repos (3)						3,
	3,656.9	—	—	—	—	656.9
						3
Forward starting repos (3)						2,
	2,042.3	—	—	—	—	402.3
						2
Other unfunded commitments (1)						1,
	495.3	751.6	251.1	14.2	—	512.2
						1
Total commitments	\$	\$	\$	\$	\$	\$
	834.1	291.9	14.3	249.0	1,539.5	1

(1)Equity, loan and other unfunded commitments are presented by contractual maturity date. The amounts, however, are available on demand.

(2)Loan purchase commitments consist of unfunded commitments to acquire secondary market loans. For the population of loans to be acquired under the loan purchase commitments, at November 30, 2024, Jefferies had also entered into back-to-back committed sale contracts aggregating to \$

3.51
billion.

(3)At November 30, 2024, \$

3.66
billion forward starting securities purchased
under agreements to resell and \$

2.04
billion of the forward starting securities
sold under agreements to repurchase settled within three business days.
Equity Commitments. Includes commitments to invest in our joint venture, Jefferies Finance, asset management funds and in Jefferies Capital Partners, LLC, a manager of private equity funds, which consists of a team led by our President and a director. At November 30, 2024, our outstanding commitments relating to Jefferies Capital Partners, LLC and its private equity funds were \$

9.8
million.

Additionally, at November 30, 2024, we had other outstanding equity commitments to invest up to \$

250.7
million with strategic
affiliates and \$

43.0
million to various other investments.

Loan Commitments. From time to time, we make commitments to extend credit to clients and to strategic affiliates. These commitments and any related drawdowns of these facilities typically have fixed maturity dates and are contingent on certain

guarantees generally are required under the standard membership agreements, such that members are required to guarantee the performance of other members. Additionally, if a member becomes unable to satisfy its obligations to the clearing house, other members would be required to meet these shortfalls. To mitigate these performance risks, the exchanges and clearing houses often require members to post collateral. Our obligations under such guarantees could exceed the collateral amounts posted. Our maximum potential liability under these arrangements cannot be quantified; however, the potential for us to be required to make payments under such guarantees is deemed remote. Accordingly, no liability has been recognized for these arrangements. Additionally, we provide certain indemnifications in connection with third-party clearing and execution arrangements whereby a third-party may clear and settle transactions on behalf of our clients. These indemnifications generally have standard contractual terms and are entered into in the ordinary course of business. Our obligations in respect of such transactions are secured by the assets in our client's account, as well as any proceeds received from the transactions cleared and settled on behalf of our client. However, we believe that it is unlikely we would have to make any material payments under these arrangements and no material liabilities related to these indemnifications have been recognized.

Note 22. Regulatory Requirements

Net Capital

Jefferies LLC is a broker-dealer registered with the SEC and a member firm of the Financial Industry Regulatory Authority ("FINRA") and is subject to the SEC Uniform Net Capital Rule ("Rule 15c3-1"), which requires the maintenance of minimum net capital, and has elected to calculate minimum capital requirements using the alternative method permitted by Rule 15c3-1 in calculating net capital. Jefferies LLC, as a dually-registered U.S. broker-dealer and futures commission merchant ("FCM"), is also subject to Regulation 1.17 of the Commodity Futures Trading Commission ("CFTC") under the Commodity Exchange Act ("CEA"), which sets forth minimum financial requirements. The minimum net capital requirement in determining excess net capital for a dually registered U.S. broker-dealer and FCM is equal to the greater of the requirement under SEA Rule 15c3-1 or CFTC Regulation 1.17. Accordingly, FINRA is the designated examining authority for Jefferies LLC and the National Futures Association ("NFA") is the designated self-regulatory organization ("DSRO") for Jefferies LLC as an FCM. Jefferies Financial Services, Inc. ("JFSI") is registered with the SEC as a Security-Based Swap Dealer ("SBS Dealer") and an OTC Derivatives Dealer ("OTCDD") subject to the SEC's SBS dealer regulatory rules and the SEC's net capital requirements pursuant to Rule 18a-1. JFSI is also registered as a swap dealer with the CFTC and is subject to the CFTC's regulatory capital requirements pursuant to the minimum financial requirements for swap dealers under CFTC Regulation 23.101. Additionally, as a registered member firm, JFSI is subject to the net capital requirements of the NFA. Accordingly, the SEC is the designated examining authority for JFSI in its capacity as an SBS Dealer and OTCDD, while the NFA is the DSRO for JFSI, as a CFTC registered swap dealer.

Certain non-U.S. subsidiaries are subject to capital adequacy requirements as prescribed by the regulatory authorities in their respective jurisdictions. This includes Jefferies International Limited which is subject to the regulatory supervision and requirements of the Financial Conduct Authority ("FCA") in the U.K. Jefferies International Limited's own funds requirement represents the highest of the permanent minimum capital requirement, fixed overheads requirement and k-factor requirements set out in the Investment Firms Prudential Regime ("IFPR") under the FCA's MIFIDPRU sourcebook.

At November 30, 2024, Jefferies LLC's and JFSI's net capital and excess net capital were as follows (in thousands):

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Jefferies Financial Group Inc.

Notes to Consolidated Financial Statements

Note 23. Segment Reporting

We operate in

two reportable business segments: (1) Investment Banking and Capital Markets and (2) Asset Management. The Investment Banking and Capital Markets reportable business segment includes our securities, commodities, futures and foreign exchange capital markets activities and investment banking business, which is composed of financial advisory and underwriting activities. The Investment Banking and Capital Markets reportable business segment provides the sales, trading, origination and advisory effort for various fixed income, equity and advisory products and services. The Asset Management reportable business segment provides investment management services to investors in the U.S. and overseas and invests capital in hedge funds, separately managed accounts and third-party asset managers. Our reportable business segment information is prepared using the following methodologies:

- Net revenues and non-interest expenses directly associated with each reportable business segment are included in determining earnings (losses) from continuing operations before income taxes.
- Net revenues and non-interest expenses not directly associated with specific reportable business segments are allocated based on the most relevant measures applicable, including each reportable business segment's net revenues, headcount and other factors.
- Reportable business segment assets include an allocation of indirect corporate assets that have been fully allocated to our reportable business segments, generally based on each reportable business segment's capital utilization.

Net revenues presented for our Investment Banking and Capital Markets reportable segment include allocations of interest income and interest expense as we assess the profitability of these businesses inclusive of the net interest revenue or expense associated with the respective activities, including the net interest cost of allocated long-term debt, which is a function of the mix of each business's associated assets and liabilities and the related funding costs. During 2023, we refined our allocated net interest methodology to better reflect net interest expense across our business units based on use of capital. Historical periods have been recast to conform with the revised methodology.

Our net revenues, non-interest expenses and earnings (losses) from continuing operations before income taxes by reportable business segment:

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Notes to Consolidated Financial Statements

Note 24. Related Party Transactions

Officers, Directors and Employees

The following sets forth information regarding related party transactions with our officers, directors and employees:

- At November 30, 2024 and 2023, we had \$

29.4
million and
\$

31.8
million, respectively, of loans, net of allowance,
outstanding to certain of our officers and employees (none of
whom are executive officers or directors) that are included in
Other assets.

- Receivables from and payables to customers include balances arising from officers', directors' and employees' individual security transactions. These transactions are subject to the same regulations as all customer transactions and are provided on substantially the same terms.
- One of our directors has investments in hedge funds managed by us of approximately \$

5.0
million and \$

3.0
million at
November 30, 2024 and 2023, respectively.

Vitesse Energy

On January 13, 2023, our consolidated subsidiary, Vitesse Energy, issued shares measured at a total consideration of \$

30.6
million
in exchange for acquiring all of the outstanding capital interests of Vitesse Oil, which was controlled by JCP Fund V. We provided investment banking services to Vitesse Energy and recognized

revenue of \$

3.0

million for the year ended November 30, 2023, included within Investment banking revenues. Refer to Note 1, Organization and Basis of Presentation for additional details related to the Vitesse Energy distribution.

SMBC

We have a strategic alliance with Sumitomo Mitsui Financial Group, Inc., Sumitomo Mitsui Banking Corporation ("SMBC") and SMBC Nikko Securities Inc. (together referred to as "SMBC Group") to collaborate on corporate and investment banking business opportunities as well as equity sales, trading and research.

The following tables summarize balances with SMBC as reported in our Consolidated Statements of Financial Condition and Consolidated Statements of Earnings. In addition, the synergies and value creation resulting from our strategic alliance with SMBC generate additive benefits for us, which are not necessarily reflected by the activity presented in the following tables.

	\$ in thousands	November 30, 2024
Assets		
Cash and cash equivalents	\$	542,212
Financial instruments owned, at fair value		1,539
Securities borrowed		20,403
Securities purchased under agreements to recall		

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Jefferies Financial Group Inc.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Disclosure Controls and Procedures

Our Management, under the direction of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of November 30, 2024. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures as of November 30, 2024 are functioning effectively to provide reasonable assurance that the information required to be disclosed by us in reports filed under the Securities Exchange Act of 1934 is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding disclosure. A controls system cannot provide absolute assurance that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

Internal Control over Financial Reporting

Management's annual report on internal control over financial reporting is contained in Part II, Item 8 of this Form 10-K.

Changes in Internal Control over Financial Reporting

No change in our internal control over financial reporting occurred during the quarter ended November 30, 2024 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

Rule 10b5-1 Trading Plans

During the quarter ended November 30, 2024, no directors or executive officers entered into, modified or terminated, contracts, instructions or written plans for the sale or purchase of the Company's securities that were intended to satisfy the affirmative defense conditions of Rule 10b5-1.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

Omitted pursuant to General Instruction I(2)(c) to Form 10-K. Information with respect to this item will be contained in the Proxy Statement for the 2025 Annual Meeting of Shareholders, which is incorporated herein by reference. We have a Code of Business Practice, which is applicable to all directors, officers and employees, and is available on our website. We intend to post amendments to or waivers from our

Code of Business Practice on our website as required by applicable law.

Item 11. Executive Compensation

Omitted pursuant to General Instruction I(2)(c) to Form 10-K. Information with respect to this item will be contained in the Proxy Statement for the 2025 Annual Meeting of Shareholders, which is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Omitted pursuant to General Instruction I(2)(c) to Form 10-K. Information with respect to this item will be contained in the Proxy Statement for the 2025 Annual Meeting of Shareholders, which is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions, and Director Independence

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Jefferies Financial Group Inc.

/s/ MATT LARSON

Matt Larson

Executive Vice President and Chief Financial Officer

Dated: January 28, 2025

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated, on the date set forth below.

	Name	Title	Date
/s/	JOSEPH S. STEINBERG	Chairman of the Board of Directors	January 28, 2025
	Joseph S. Steinberg		
/s/	RICHARD B. HANDLER	Chief Executive Officer and Director (Principal Executive Officer)	January 28, 2025
	Richard B. Handler		
/s/	MATT LARSON	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	January 28, 2025
	Matt Larson		
/s/	BRIAN P. FRIEDMAN	President and Director	January 28, 2025
	Brian P. Friedman		
/s/	MARK L. CAGNO	Vice President and Controller (Principal Accounting Officer)	January 28, 2025
	Mark L. Cagno		
/s/	LINDA L. ADAMANY	Director	January 28, 2025
	Linda L. Adamany		
/s/	ROBERT D. BEYER	Director	January 28, 2025
	Robert D. Beyer		
/s/	MATRICE ELLIS KIRK	Director	January 28, 2025
	Matrice Ellis Kirk		

/s/	MARYANNE GILMARTIN	Director	January 28, 2025
	MaryAnne Gilmartin		
/s/	THOMAS W. JONES	Director	January 28, 2025
	Thomas W. Jones		
/s/	JACOB M. KATZ	Director	January 28, 2025
	Jacob M. Katz		
/s/	TORU NAKASHIMA	Director	January 28, 2025
	Toru Nakashima		
/s/	MICHAEL T. O'KANE	Director	January 28, 2025
	Michael T. O'Kane		
/s/	MELISSA V. WEILER	Director	January 28, 2025
	Melissa V. Weiler		

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Jefferies Financial Group Inc.

Jefferies Financial Group Inc.
**Index to Financial Statements and Financial Statement
Schedules Items (15)(a)(1) and (15)(a)(2)**

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Financial Statement Schedules

Schedule I - Condensed Financial Information of Jefferies Financial Group Inc. (Parent Company Only) at November 30, 2024 and 2023 and for each of the three fiscal years ended November 30, 2024, 2023 and 2022 S-2 - S-5

Parent Company Only

Condensed Statements of Financial Condition

	November 30,	
\$ in thousands, except per share amounts	2024	2023
Assets		
Cash and cash equivalents	\$ 1,862,275	\$ 2,455,437
Cash and securities segregated and on deposit for regulatory purposes or deposited with clearing and depository organizations	68,076	68,076
Financial instruments owned, at fair value	117,941	80,567
Investments in and loans to related parties	682,637	630,705
Investment in subsidiaries	7,694,585	7,248,785
Advances to subsidiaries	7,644,604	4,393,104
Subordinated notes receivable	5,463,472	4,277,788
Other assets	1,012,283	1,025,140
Total assets	\$ 24,545,873	\$ 20,179,602

Liabilities and Equity			
Financial instruments sold, not yet purchased, at fair value	\$	\$	
.....	5,135	690	
Advances from subsidiaries			
.....	1,509,676	1,253,151	
Accrued expenses and other liabilities			
.....	798,194	718,634	
Long-term debt			
.....	12,076,09	8,497,300	
	6		

Total liabilities			
.....	14,389,10	10,469,77	

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Jefferies Financial Group Inc.

Parent Company Only

Condensed Statements of Earnings and Comprehensive Income

	Year Ended November 30,			
\$ in thousands	2024	2023	2022	
Revenues:				
Principal transactions	\$ (\$ (\$ (
.....	505	104, 42	95,6 07	61,4)
Interest				
.....	068	803, 485	580, 020	317,)
Other				
.....	38	66,4 4	3,65 39	66,5)
Total revenues	001	765, 189	481, 074	189,)
Interest expense				
.....	994	630, 786	446, 916	317,)
Net revenues				
.....	007	134, 03	34,4 842	128,)
Non-interest expenses:				
Total non-interest expenses				
.....	85	34,2 62	34,4 62	69,9
Earnings (losses) before income taxes				
.....	22	99,7)	59 804	198,)
Income tax expense (benefit)				
.....	52	22,3)	42,3 38	78,3)
Net earnings (losses) before undistributed earnings of subsidiaries				
.....	70	77,3 63	42,2 466	120,)
Undistributed earnings of subsidiaries from continuing operations				
.....	346	662, 425	235, 915	905,)
Undistributed earnings of subsidiaries from discontinued operations (including gain on disposal of \$				
.....	3,493	3,66	—	—

million, \$

—
—
—

), net of income taxes

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Parent Company Only

Condensed Statements of Cash Flows

	Year Ended November 30,		
\$ in thousands	2024	2023	2022
Cash flows from operating activities:			
Net earnings			
Net earnings	\$ 383	\$ 688	\$ 449
743,	277,	785,	
Adjustments to reconcile net earnings to net cash provided by (used in) operating activities			
:			
Deferred income taxes	(77	16,7	53,7
Deferred income taxes	(77	28	75
19	63,1	45,3	43,9
Share-based compensation	19	60	19
Amortization	6	7,04	1,04
Amortization	6	0	2
Undistributed earnings of subsidiaries	(013	(666,	(235,
Undistributed earnings of subsidiaries	(013	(425	(915
(Income) loss on investments in and loans to related parties	(03	(36,4	(6,80
(Income) loss on investments in and loans to related parties	(03	(8	(05
Other adjustments	077	149,	438,
Other adjustments	077	649	325
Net change in assets and liabilities:			
Financial instruments owned	(74	(37,3	(17,3
Financial instruments owned	(74	(03	(903
Other assets	(338	(175,	(67,6
Other assets	(338	(26	(322
Financial instruments sold, not yet purchased	(5	(4,44	(4,18
Financial instruments sold, not yet purchased	(5	(3	(2
Income taxes receivable/payable, net	(259	(179,	(189,
Income taxes receivable/payable, net	(259	(608	(732
Accrued expenses and other liabilities	(61	(79,5	(49,9
Accrued expenses and other liabilities	(61	(16	(217
Net cash provided by (used in) operating activities from continuing operations	(319,	(483,	(196,

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Jefferies Financial Group Inc.

Parent Company Only

Notes to Condensed Financial Statements

Note 1. Introduction and Basis of Presentation

The accompanying condensed financial statements (the "Parent Company Financial Statements"), including the notes thereto, should be read in conjunction with the consolidated financial statements of Jefferies Financial Group Inc. (the "Company") and the notes thereto found in the Company's Annual Report on Form

10-K for the year ended November 30, 2024. For purposes of these condensed financial statements, the Company's wholly-owned and majority owned subsidiaries are accounted for using the equity method of accounting ("equity method subsidiaries"). The Parent Company Financial Statements have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") for financial information. The significant accounting policies of the Parent Company Financial Statements are those used by the Company on a consolidated basis, to the extent applicable. For further information regarding the significant accounting policies refer to Note 2, Summary of Significant Accounting Policies in the Company's consolidated financial statements included in the Annual Report on Form 10-K for the year ended November 30, 2024.

The Company has made a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities to prepare these financial statements in conformity with U.S. GAAP. The most important of these estimates and assumptions relate to fair value measurements, compensation and benefits, goodwill and intangible assets, the ability to realize deferred tax assets and the recognition and measurement of uncertain tax positions. Although these and other estimates and assumptions are based on the best available information, actual results could be materially different from these estimates.

Note 2. Transactions with Subsidiaries

The Parent Company has transactions with its consolidated subsidiaries and certain other affiliated entities determined on an agreed upon basis and has guaranteed certain unsecured lines of credit and contractual obligations of certain equity method subsidiaries.

Note 3. Guarantees

In the normal course of its business, the Parent Company issues guarantees in respect of obligations of certain of its wholly-owned subsidiaries under trading and other financial arrangements, including guarantees to various trading counterparties and banks. The Parent Company records all derivative contracts and Financial instruments owned and Financial instruments sold, not yet purchased at fair value in its Consolidated Statements of Financial Condition.

Certain of the Parent Company's equity method subsidiaries are members of various exchanges and clearing houses. In the normal course of business, the Parent Company provides guarantees to securities clearinghouses and exchanges. These guarantees generally are required under the standard membership agreements, such that members are required to guarantee the performance of other members. Additionally, if a member becomes unable to satisfy its obligations to the clearinghouse, other members would be required to meet these shortfalls. To mitigate these performance risks, the exchanges and clearinghouses often require members to post collateral. The Parent Company's obligations under such guarantees could exceed the collateral amounts posted. The maximum potential liability under these arrangements cannot be quantified; however, the potential for the Parent Company to be required to make payments under such guarantees is deemed remote. Accordingly, no liability has been recognized for these arrangements.

The Parent Company guarantees certain financing arrangements of subsidiaries. The maximum amount payable under these guarantees is \$

1.10

billion at November 30, 2024. For further information, refer to Note 18, Borrowings in the Company's consolidated financial statements included in the Annual Report

DESCRIPTION OF REGISTRANT'S SECURITIES

Jefferies Financial Group Inc. ("Jefferies," the "Company," "we," "us," "our" or "Issuer") has five classes of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended: (1) Our common shares, par value \$1.00 per share ("Common Shares"); (2) our 4.850% Senior Notes due 2027; (3) our 2.75% Senior Notes Due 2032; (4) our 5.875% Senior Notes due 2028, and (5) our 6.200% Senior Notes Due 2034.

Description of Common Shares

Authorized Capital

Pursuant to the Company's Restated Certificate of Incorporation, as amended (the "Certificate of Incorporation"), the Company is authorized to issue 606,000,000 shares, which consist of 600,000,000 shares of our Common Shares, and 6,000,000 preferred shares, par value \$1.00 per share (the "Preferred Shares").

Dividend Rights

Subject to the rights of the holders of our Preferred Shares that may be outstanding, holders of our Common Shares are entitled to receive dividends as may be declared by the Company's board of directors out of funds legally available to pay dividends.

Voting Rights

Each holder of our Common Shares is entitled to one vote for each share held of record on the applicable record date for all matters submitted to a vote of the Company's shareholders.

No Preemptive, Conversion or Redemption Rights; No Sinking Fund Provisions

Holders of our Common Shares have no preemptive rights to purchase or subscribe for any shares or other securities, and there are no conversion rights or redemption, purchase, retirement or sinking fund provisions with respect to our Common Shares.

Liquidation Rights

In the event of any liquidation, dissolution or other winding-up of the Company, whether voluntary or involuntary, and after the holders of our Preferred Shares shall have been paid in full the amounts to which they respectively shall be entitled, or an amount sufficient to pay the aggregate amount to which such holders will be entitled have been deposited in trust with a bank or trustee having its principal office in the Borough of Manhattan, City, County and State of New York, having a capital, undivided profits and surplus aggregating at least \$50,000,000, for the benefit of the holders of our Preferred Stock, the remaining net assets of the Company shall be distributed pro rata to the holders of our Common Shares.

Certain Other Provisions of Our Certificate of Incorporation and By-Laws

The Certificate of Incorporation and/or the By-Laws, include the following provisions, not previously discussed above, that may have effect of delaying, deferring or preventing a change in control of the Company:

- Our board of directors may adopt, amend or repeal the By-Laws without shareholder approval;
- Vacancies on our board of directors (including any vacancy due to an increase in the size of our board of directors) may be filled by a majority of remaining directors, although less than a quorum;
- Our directors may only be removed with cause;
- Our By-Laws establish an advance notice procedure and proxy access procedures for shareholders to submit proposed nominations of persons for election to our board of directors at our annual meeting of shareholders;
- Our By-Laws otherwise limit the ability to call special meetings of shareholders to our board of directors; and
- Our board of directors is authorized to issue Preferred Shares without shareholder approval.

The foregoing summary does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Certificate of Incorporation and the By-Laws. For additional information we encourage you to read: the Certificate of Incorporation and By-Laws; and applicable provisions of the Business Corporation Law of the State of New York, including Section 717, Section 912 and Section 513.

Description of the Notes

The following description of our 4.850% Senior Notes due 2027 (the "2027 Notes"), our 2.750% Senior Notes Due 2032 (the "2032 Notes"), our 5.875% Senior Notes due 2028 (the "2028 Notes") and our 6.200% Senior Notes Due 2034 (the "2034 Notes", and together with the 2027 Notes, the 2032 Notes and the 2028 Notes, the "Notes") is a summary and does not purport to be complete. It is subject to and qualified in its entirety by reference to, in the case of each of the 2027 Notes and the 2032 Notes, the indenture, dated as of May 26, 2016 between Jefferies Group LLC, Jefferies Group Capital Finance Inc. and the Bank of New York Mellon ("BNYM"), as trustee, as supplemented by a first supplemental indenture, dated as of November 1, 2022 between us and BNYM (the "Senior Indenture"), in the case of the 2028 Notes, the indenture, dated as of October 18, 2013, between us and BNYM, as trustee, as supplemented by a third supplemental indenture, dated as of July 21, 2023, between us and BNYM (the "2028 Notes Indenture"), and in the case of the 2034 Notes, the indenture, dated as of October 18, 2013, between us and BNYM, as trustee, as supplemented by a fourth supplemental indenture, dated as of April 16, 2024, between us and BNYM (the "2034 Notes Indenture"), which are incorporated by reference as exhibits to the Annual Report on Form 10-K.

General

The initial aggregate principal amount of the 2027 Notes is \$750,000,000, the initial aggregate principal amount of the 2032 Notes is \$500,000,000, the initial aggregate principal amount of the 2028 Notes is \$1,000,000,000 and the initial aggregate principal amount of the 2034 Notes is \$1,500,000,000.

Interest Payments and Maturity

The 2027 Notes will mature on January 15, 2027, the 2032 Notes will mature on October 15, 2032, the 2028 Notes will mature on July 21, 2028 and the 2034 Notes will mature on April 14, 2034. The 2027 Notes bear interest at a rate of 4.850%, the 2032 Notes bear interest at a rate of 2.750%, the 2028 Notes bear interest at a rate of 5.875% and the 2034 Notes bear interest at a rate of 6.200%.

Interest on the 2027 Notes accrues from January 17, 2017, or from the most recent interest payment date to which interest has been paid or provided for. We pay interest on the 2027 Notes on January 15 and July 15 of each year, commencing July 15, 2017 to holders of record at the close of business on the immediately preceding January 1 and July 1.

Interest on the 2032 Notes accrues from October 7, 2020, or from the most recent interest payment date to which interest has been paid or provided for. We pay interest on the 2032 Notes on April 15 and October 15 of each year, commencing April 15, 2021 to holders of record at the close of business on the immediately preceding March 31 and September 30.

Interest on the 2028 Notes accrues from July 21, 2023, or from the most recent interest payment date to which interest has been paid or provided for. We pay interest on the 2028 Notes on January 21 and July 21 of each year, commencing January 21, 2024 to holders of record at the close of business on the immediately preceding January 6 and July 6.

Interest on the 2034 Notes accrues from April 16, 2024, or from the most recent interest payment date to which interest has been paid or provided for. We pay interest on the 2034 Notes on April 14 and October 14 of each year, commencing October 14, 2024 to holders of record at the close of business on the immediately preceding March 30 and September 29.

Interest is to be calculated on the basis of a 360-day year comprising twelve 30-day months. Interest on the Notes will be paid by check mailed to the persons in whose names the Notes are registered at the close of business on the applicable record date or, at our option, by wire transfer to accounts maintained by such persons with a bank located in the United States. The principal of the Notes will be paid upon surrender of the Notes at the corporate trust office of the trustee. For so long as the Notes are represented by global notes, we will make payments of interest by wire transfer to The Depository Trust Company ("DTC") or its nominee, which will distribute payments to beneficial holders in accordance with its customary procedures.

The Notes are not entitled to any sinking fund.

Ranking

The Notes will be senior unsecured obligations, each ranking equally with all of our existing and future senior indebtedness and senior to any future subordinated indebtedness.

Optional Redemption

The 2027 Notes and the 2032 Notes

In this subsection only, references to "Notes" means the 2027 Notes together with the 2032 Notes.

The Notes are redeemable, in whole at any time or in part from time to time, at our option at a redemption price equal to the greater of:

- (i) 100% of the principal amount of the Notes to be redeemed; or
- (ii) the sum of the present values of the remaining scheduled payments of principal and interest thereon (not including any such portion of such payments of interest accrued as of the date of redemption), discounted to the date of redemption on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate (as defined below), plus 40 basis points with respect to the 2027 Notes, and 35 basis points with respect to the 2032 Notes, plus accrued interest thereon to the date of redemption.

Notwithstanding the foregoing, installments of interest on Notes that are due and payable on interest payment dates falling on or prior to a redemption date will be payable on the interest payment date to the registered holders as of the close of business on the relevant record date according to the Notes and the Senior Indenture.

“Comparable Treasury Issue” means the United States Treasury security selected by the Quotation Agent as having a maturity comparable to the remaining term of the Notes to be redeemed that would be utilized, at the time of selection in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of the Notes.

“Comparable Treasury Price” means, with respect to any redemption date, (i) the average of four Reference Treasury Dealer Quotations for such redemption date, after excluding the highest and lowest such Reference Treasury Dealer Quotations, or (ii) if the Quotation Agent obtains fewer than four such Reference Treasury Dealer Quotations, the average of all such quotations, or (iii) if only one Reference Treasury Dealer Quotation is received, such quotation.

“Quotation Agent” means the Reference Treasury Dealer appointed by us.

“Reference Treasury Dealer” means (i) Jefferies LLC (or its affiliates that are Primary Treasury Dealers) and their respective successors, as applicable; provided, however, that if any of the foregoing shall cease to be a primary U.S. Government securities dealer in New York City (a “Primary Treasury Dealer”), we will substitute therefore another Primary Treasury Dealer, and (ii) any other Primary Treasury Dealer selected by us.

“Reference Treasury Dealer Quotations” means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by the Quotation Agent, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Quotation Agent by such reference treasury dealer at 5:00 p.m., New York City time, on the third business day preceding such redemption date.

“Treasury Rate” means, with respect to any redemption date, the rate per annum equal to the semi-annual equivalent yield to maturity of the Comparable Treasury Issue, assuming a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price of such redemption date.

Notice of any redemption will be mailed at least 30 days but not more than 60 days before the redemption date to each registered holder of the Notes to be redeemed. Unless we default in payment of the redemption price, on and after the redemption date, interest will cease to accrue on the Notes or portions thereof called for redemption. If less than all the Notes are to be redeemed, the Notes shall be selected in accordance with the procedures of DTC.

The 2028 Notes and the 2034 Notes

In this subsection only, references to “Notes” means the 2028 Notes together with the 2034 Notes.

Prior to the Par Call Date, the Company may redeem the Notes at its option, in whole or in part, at any time from time to time, at a redemption price (expressed as a percentage of principal amount and rounded to three decimal places) equal to the greater of:

- (i) (a) the sum of the present values of the remaining scheduled payments of principal and interest thereon discounted to the date of redemption (assuming the Notes matured on the Par Call Date) on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate (as defined below) plus, in the case of the 2028 Notes, 30 basis points, and in the case of the 2034 Notes, 25 basis points, less (b) interest accrued to the date of redemption, and
- (ii) 100% of the principal amount of the Notes to be redeemed,

plus, in either case, accrued and unpaid interest thereon to the redemption date.

On or after the Par Call Date, the Company may redeem the Notes, in whole or in part, at any time and from time to time, at a redemption price equal to 100% of the principal amount of the Notes to be redeemed, plus accrued and unpaid interest thereon to the redemption date.

Notwithstanding the foregoing, installments of interest on the Notes that are due and payable on interest payment dates falling on or prior to a redemption date will be payable on the interest payment date to the registered holders as of the close of business on the relevant record date according to the Notes and the 2028 Notes Indenture or the 2034 Notes Indenture, as applicable.

"Par Call Date" means, with respect to the 2028 Notes, June 21, 2028 (the date that is one month prior to the scheduled maturity of the 2028 Notes) and, with respect to the 2034 Notes, January 14, 2034 (the date that is three months prior to the scheduled maturity of the 2034 Notes).

"Treasury Rate" means, with respect to any redemption date, the yield determined by the Company in accordance with the following two paragraphs.

The Treasury Rate shall be determined by the Company after 4:15 p.m., New York City time (or after such time as yields on U.S. government securities are posted daily by the Board of Governors of the Federal Reserve System), on the third business day preceding the redemption date based upon the yield or yields for the most recent day that appear after such time on such day in the most recent statistical release published by the Board of Governors of the Federal Reserve System designated as

"Selected Interest Rates (Daily) - H.15" (or any successor designation or publication) ("H.15") under the caption "U.S. government securities-Treasury constant maturities-Nominal" (or any successor caption or heading). In determining the Treasury Rate, the Company shall select, as applicable: (1) the yield for the Treasury constant maturity on H.15 exactly equal to the period from the redemption date to the Par Call Date (the "Remaining Life"); or (2) if there is no such Treasury constant maturity on H.15 exactly equal to the Remaining Life, the two yields - one yield corresponding to the Treasury constant maturity on H.15 immediately shorter than and one yield corresponding to the Treasury constant maturity on H.15 immediately longer than the Remaining Life - and shall interpolate to the Par Call Date on a straight-line basis (using the actual number of days) using such yields and rounding the result to three decimal places; or (3) if there is no such Treasury constant maturity on H.15 shorter than or longer than the Remaining Life, the yield for the single Treasury constant maturity on H.15 closest to the Remaining Life. For purposes of this paragraph, the applicable Treasury constant maturity or maturities on H.15 shall be deemed to have a maturity date equal to the relevant number of months or years, as applicable, of such Treasury constant maturity from the redemption date.

If on the third business day preceding the redemption date H.15 or any successor designation or publication is no longer published, the Company shall calculate the Treasury Rate based on the rate per annum equal to the semi-annual equivalent yield to maturity at 11:00 a.m., New York City time, on the second business day preceding such redemption date of the United States Treasury security maturing on, or with a maturity that is closest to, the Par Call Date, as applicable. If there is no United States Treasury security maturing on the Par Call Date but there are two or more United States Treasury securities with a maturity date equally distant from the Par Call Date, one with a maturity date preceding the Par Call Date and one with a maturity date following the Par Call Date, the Company shall select the United States Treasury security with a maturity date preceding the Par Call Date. If there are two or more United States Treasury securities maturing on the Par Call Date or two or more United States Treasury securities meeting the criteria of the preceding sentence, the Company shall select from among these two or more United States Treasury securities the United States Treasury security that is trading closest to par based upon the average of the bid and asked prices for such United States Treasury securities at 11:00 a.m., New York City time. In determining the Treasury Rate in accordance with the terms of this paragraph, the semi-annual yield to maturity of the applicable United States Treasury security shall be based upon the average of the bid and asked prices (expressed as a percentage of principal amount) at 11:00 a.m., New York City time, of such United States Treasury security, and rounded to three decimal places.

The Company's actions and determinations in determining the redemption price shall be conclusive and binding for all purposes, absent manifest error.

Notice of any redemption will be mailed or electronically delivered (or otherwise transmitted in accordance with the depositary's procedures) at least 10 days but not more than 60 days before the redemption date to each holder of the Notes to be redeemed.

In the case of a partial redemption, selection of the Notes for redemption will be made by the Trustee by lot, provided, that Notes represented by global notes will be selected in accordance with the procedures of DTC or another depositary. No Notes of a principal amount of \$2,000 or less will be redeemed in part. If any of the Notes are to be redeemed in part only, the notice of redemption that relates to the Notes will state the portion of the principal amount of the Notes to be redeemed. For so long as the Notes are held by

DTC, Euroclear, Clearstream (or another depositary), the redemption of the Notes shall be done in accordance with the policies and procedures of the depositary.

Unless we default in payment of the applicable redemption price, on and after the redemption date, interest will cease to accrue on the Notes or portions thereof called for redemption.

Payment of Additional Amounts

The 2027 Notes

We will not pay additional amounts for taxes on the 2027 Notes.

The 2032 Notes

We will pay to the holder of any 2032 Notes who is a United States alien holder such additional amounts as may be necessary so that every net payment of principal of and interest on the 2032 Note, after deduction or withholding for or on account of any present or future tax, assessment or other governmental charge imposed upon or as a result of such payment by the United States or any taxing authority thereof or therein, will not be less than the amount provided in such 2032 Note to be then due and payable. We will not be required, however, to make any payment of additional amounts for or on account of:

- any tax, assessment or other governmental charge that would not have been imposed but for the existence of any present or former connection between such holder (or between a fiduciary, settlor, beneficiary of, member or shareholder of, or possessor of a power over, such holder, if such holder is an estate, trust, partnership or corporation) and the United States, including, without limitation, such holder (or such fiduciary, settlor, beneficiary, member, shareholder or possessor), being or having been a citizen or resident or treated as a resident of the United States or being or having been engaged in trade or business or present in the United States or having or having had a permanent establishment in the United States;
- any tax, assessment or other governmental charge that would not have been imposed but for the presentation by the holder of the 2032 Note for payment on a date more than 10 days after the date on which such payment became due and payable or the date on which payment thereof is duly provided for, whichever occurs later;
- any estate, inheritance, gift, sales, transfer, excise, personal property or similar tax, assessment or other governmental charge;
- any tax, assessment or other governmental charge imposed by reason of such holder's past or present status as a passive foreign investment company, a controlled foreign corporation, a personal holding company or foreign personal holding company with respect to the United States, or as a corporation which accumulates earnings to avoid United States federal income tax;
- any tax, assessment or other governmental charge which is payable otherwise than by withholding from payment of principal of, or interest on, such 2032 Note;
- any tax, assessment or other governmental charge required to be withheld by any paying agent from any payment of principal of, or interest on, any 2032 Note if such payment can be made without withholding by any other paying agent;
- any tax, assessment or other governmental charge that is imposed by reason of a holder's present or former status as (i) the actual or constructive owner of 10% or more of the total combined voting power of our stock, as determined for purposes of Section 871(h)(3)(B) of the Internal Revenue Code of 1986, as amended (the "Code"), (or any successor provision) or (ii) a controlled foreign corporation that is related to us, as determined for purposes of Section 881(c)(3)(C) of the Code (or any successor provision);
- any tax, assessment or other governmental charge (i) in the nature of a backup withholding tax, (ii) as a result of the failure to comply with information reporting requirements or (iii) imposed under the Hiring Incentives to Restore Employment Act of 2010 or any substantially similar successor legislation, any current or future regulations or official interpretations thereof, any agreement entered into pursuant thereto, or any fiscal or regulatory legislation, rules or practices adopted pursuant to any intergovernmental agreement entered into in connection therewith;
- any tax, assessment or other governmental charge imposed solely because the holder or the beneficial owner of such 2032 Note (i) is a bank purchasing such 2032 Note in the ordinary course of its lending business or (ii) is a bank that is neither (a) buying such 2032 Note for investment purposes nor (b) buying such 2032 Note for resale to a third party that either is not a bank or holding such 2032 Note for investment purposes only;

- any tax, assessment or other governmental charge imposed in whole or in part by reason of such holder's or beneficial owner's past or present status as a corporation that accumulates earnings to avoid U.S. federal income tax or as a private foundation, a foreign private foundation or other tax-exempt organization; or
- any combinations of items identified in the bullet points above.

The 2028 Notes and the 2034 Notes

In this subsection only, references to "Notes" means the 2028 Notes together with the 2034 Notes.

We will pay to the holder of any Notes that is beneficially owned by a United States alien holder such additional amounts as may be necessary so that every net payment of principal of and interest on the Notes, after deduction or withholding for or on account of any present or future tax, assessment or other governmental charge imposed upon or as a result of such payment by the United States or any taxing authority thereof or therein, will not be less than the amount provided in such Notes to be then due and payable. We will not be required, however, to make any payment of additional amounts for or on account of:

any tax, assessment or other governmental charge that would not have been imposed but for the existence of any present or former connection between such holder or beneficial owner of such Notes (or between a fiduciary, settlor, beneficiary of, member or shareholder of, or possessor of a power over, such holder or beneficial owner, if such holder or beneficial owner is an estate, trust, partnership or corporation) and the United States, including, without limitation, such holder or beneficial owner (or such fiduciary, settlor, beneficiary, member, shareholder or possessor), being or having been a citizen or resident or treated as a resident of the United States or being or having been engaged in trade or business or present in the United States or having or having had a permanent establishment in the United States;

- any tax, assessment or other governmental charge that would not have been imposed but for the presentation by the holder of the Notes for payment on a date more than 10 days after the date on which such payment became due and payable or the date on which payment thereof is duly provided for, whichever occurs later;
- any estate, inheritance, gift, sales, transfer, excise, personal property or similar tax, assessment or other governmental charge;
- any tax, assessment or other governmental charge imposed by reason of such holder's or beneficial owner's past or present status as a passive foreign investment company (including a qualified electing fund), a controlled foreign corporation, a personal holding company or a foreign personal holding company with respect to the United States;
- any tax, assessment or other governmental charge which is payable otherwise than by withholding from payment of principal of, or interest on, such Notes;
- any tax, assessment or other governmental charge required to be withheld by any paying agent from any payment of principal of, or interest on, any Notes if such payment can be made without withholding by any other paying agent;
- any tax, assessment or other governmental charge that is imposed by reason of a holder's or beneficial owner's present or former status as (i) the actual or constructive owner of 10% or more of the total combined voting power of Jefferies Financial Group Inc. stock, as determined for purposes of Section 871(h)(3)(B) of the Code, (or any successor provision) or (ii) a controlled foreign corporation that is related to us, as determined for purposes of Section 881(c)(3)(C) of the Code (or any successor provision);
- any tax, assessment or other governmental charge that would not have been imposed or withheld but for the failure of the holder or any other person to comply with certification, identification or information reporting requirements under U.S. income tax laws, including any tax treaty, with respect to the payment, concerning the nationality, residence, identity or connection with the United States, of the holder or beneficial owner of such Notes, if such compliance is required by U.S. income tax laws, including any tax treaty, as a precondition to relief or exemption from such tax, assessment or governmental charge;
- any tax, assessment or other governmental charge imposed or required pursuant to Sections 1471 through 1474 of the Code and the U.S. Treasury Regulations promulgated thereunder (commonly referred to as "FATCA"), or imposed under any substantially similar successor legislation, any current or future regulations or official interpretations thereof, any agreement entered into pursuant to Section 1471(b) of the Code, or any fiscal or regulatory legislation, rules or practices adopted pursuant to any intergovernmental agreement entered into in connection therewith;

- any tax, assessment or other governmental charge imposed solely because the holder or the beneficial owner of such Notes (i) is a bank purchasing such Notes in the ordinary course of its lending business or (ii) is a bank that is neither (a) buying such Notes for investment purposes nor (b) buying such Notes for resale to a third party that either is not a bank or holding such Notes for investment purposes only;
- any tax, assessment or other governmental charge imposed in whole or in part by reason of such holder's or beneficial owner's past or present status as a corporation that accumulates earnings to avoid U.S. federal income tax or as a private foundation, a foreign private foundation or other tax-exempt organization; or
- any combinations of items identified in the bullet points above.

Covenants with respect to the Notes

The 2027 Notes and the 2032 Notes

Limitations on Liens. The Senior Indenture provides that we will not, and will not permit any material subsidiary to, incur, issue, assume or guarantee any indebtedness for borrowed money if such indebtedness is secured by a pledge of, lien (other than permitted liens) on, or security interest in any voting stock of any material subsidiary, without effectively providing that each series of the debt securities and, at our option, any other indebtedness ranking equally and ratably with such indebtedness, is secured equally and ratably with (or prior to) such other secured indebtedness. The indenture defines material subsidiary to be any subsidiary that represents 5% or more of our consolidated net worth as of the date of determination.

Limitations on Mergers and Sales of Assets. The Senior Indenture provides that the Company will not merge into, consolidate with or convert into, or convey, transfer or lease its assets substantially as an entirety, and another person may not consolidate with, merge into or convert into the Issuer, unless:

- either (1) the Issuer is the continuing corporation, or (2) the successor corporation, if other than the Issuer, is a domestic corporation, partnership or trust and expressly assumes by supplemental indenture the obligations evidenced by the securities issued pursuant to the Senior Indenture;
- immediately after the transaction, there would not be any default in the performance of any covenant or condition of the Senior Indenture;
- if as a result of such consolidation or merger or conversion or such conveyance, the Issuer's assets or properties would become subject to a pledge, lien or other similar encumbrance which would not be permitted under the indenture, the Issuer or its successor takes steps as necessary to effectively secure the securities equally and ratably with (or prior to) all indebtedness secured thereby; and
- we have delivered an officers' certificate and an opinion of counsel to the trustee as required under the Senior Indenture.

For purposes of the Senior Indenture, "corporation" is defined to include a corporation, association, company (including a limited liability company), joint-stock company, business trust or other similar entity.

Other than the restrictions described above, the indenture does not contain any covenants or provisions that would protect holders of the 2027 Notes and/or the 2032 Notes in the event of a highly leveraged transaction. Specifically, the Senior Indenture does not limit the amount of indebtedness we may incur.

The 2028 Notes and the 2034 Notes

Limitations on Liens. The 2028 Notes Indenture and the 2034 Notes Indenture each provide that we will not, and will not permit any material subsidiary to, incur, issue, assume or guarantee any indebtedness for borrowed money if such indebtedness is secured by a pledge of, lien (other than permitted liens) on, or security interest in any voting stock of any material subsidiary, without effectively providing that each series of the debt securities and, at our option, any other indebtedness ranking equally and ratably with such indebtedness, is secured equally and ratably with (or prior to) such other secured indebtedness. The 2028 Notes Indenture and the 2034 Notes Indenture each define material subsidiary to be any subsidiary that represents 5% or more of our consolidated net worth as of the date of determination.

Limitations on Mergers and Sales of Assets. The 2028 Notes Indenture and the 2034 Notes Indenture each provide that we will not merge into, consolidate with or transfer our assets substantially as an entirety (i.e., 90% or more) to any Person, unless:

- either (1) we are the continuing corporation, or (2) the successor corporation, if other than us, (i) is an entity treated as a “corporation” for U.S. tax purposes or we obtain either (x) an opinion of tax counsel of recognized standing who is reasonably acceptable to the trustee, or (y) a ruling from the U.S. Internal Revenue Service, in either case to the effect that such merger or consolidation, or such transfer, will not result in an exchange of the 2028 Notes or the 2034 Notes, as applicable, for new debt instruments for U.S. federal income tax purposes, and (ii) expressly assumes by supplemental indenture, in form satisfactory to the trustee, the due and punctual payment of the obligations evidenced by the 2028 Notes or the 2034 Notes, as applicable, and the performance of all of our other obligations under the 2028 Notes Indenture or the 2034 Notes Indenture, as applicable;
- immediately after the transaction, no Event of Default (as defined in the 2028 Notes Indenture or the 2034 Notes Indenture, as applicable), or event which, after notice or lapse of time, or both, would become an event of default, shall have happened and be continuing; and
- we have delivered an opinion of counsel to the trustee as required under the 2028 Notes Indenture or the 2034 Notes Indenture, as applicable.

The restrictions in the second bullet point above shall not be applicable:

- if our Board of Directors determines in good faith that the purpose of such transaction is principally to change our state of incorporation or convert our form of organization to another form; or
- if such transaction is with or into a single direct or indirect wholly owned subsidiary of ours pursuant to Section 251(g) (or any successor provision) of the General Corporation Law of the State of Delaware (or similar provision of our state of incorporation).

These provisions above shall not apply to any intracompany transfer of assets to or among any of our subsidiaries.

In the event of any transaction described in and complying with the conditions listed above in which we are not the continuing entity, the successor Person formed or remaining or to which such transfer is made shall succeed to, and be substituted for, and may exercise every right and power of ours under the 2028 Notes Indenture or the 2034 Notes Indenture, as applicable, and we shall thereupon be discharged from all obligations and covenants under the 2028 Notes Indenture and the 2028 Notes and the 2034 Notes Indenture and the 2034 Notes, as applicable. The successor Person may, in its discretion, add a subsidiary of ours which is a business corporation as a co-obligor on the 2028 Notes or the 2034 Notes if the successor Person is not a business corporation.

For purposes of the 2028 Notes Indenture and the 2034 Notes Indenture, “corporation” is defined to include a corporation, association, company, joint-stock company, limited liability company or business trust. “Person” means any individual, corporation, partnership, joint venture, association, joint-stock company, trust, unincorporated organization, or government, or any agency or political subdivision thereof.

Other than the restrictions described above, the 2028 Notes Indenture and the 2034 Notes Indenture does not contain any covenants or provisions that would protect holders of the 2028 Notes or the 2034 Notes in the event of a highly leveraged transaction. Specifically, the 2028 Notes Indenture and the 2034 Notes Indenture do not limit the amount of indebtedness we may incur.

Book-Entry, Delivery and Form

We have obtained the information in this section concerning DTC, Clearstream, Euroclear and the book-entry system and procedures from sources that we believe to be reliable, but we take no responsibility for the accuracy of this information.

The Notes were issued as fully-registered global notes which will be deposited with, or on behalf of, DTC, and registered, at the request of DTC, in the name of Cede & Co. Beneficial interests in the global notes will be represented through book-entry accounts of financial institutions acting on behalf of beneficial owners as direct or indirect participants in DTC. Investors may elect to hold their interests in the global notes through either DTC (in the United States) or (in Europe) through Clearstream Banking S.A., or “Clearstream,” formerly Cedelbank, or through Euroclear Bank S.A./N.V., as operator of the Euroclear System, or “Euroclear.” Investors may hold their interests in the global notes directly if they are participants of such systems, or indirectly through organizations that are participants in these systems. Clearstream and Euroclear will hold interests on behalf of their participants through customers’ securities accounts in Clearstream’s and Euroclear’s names on the books of their respective depositaries, which in turn will hold these interests in customers’ securities accounts in the depositaries’ names on the books of DTC. Citibank, N.A. will act as depositary for Clearstream and JPMorgan Chase Bank will act as depositary for Euroclear. We will refer to Citibank and JPMorgan

Chase Bank in these capacities as the "U.S. Depositaries." Beneficial interests in the global notes will be held in denominations of \$5,000 and integral multiples of \$1,000 in excess thereof. Except as set forth below, the global notes may be transferred, in whole and not in part, only to another nominee of DTC or to a successor of DTC or its nominee.

Notes represented by a global note can be exchanged for definitive Notes, in registered form only if:

- DTC notifies us that it is unwilling or unable to continue as depositary for that global note and we do not appoint a successor depositary within 90 days after receiving that notice;
- at any time DTC ceases to be a clearing agency registered under the Securities Exchange Act of 1934 and we do not appoint a successor depositary within 90 days after becoming aware that DTC has ceased to be registered as a clearing agency;
- we in our sole discretion determine that global note will be exchangeable for definitive Notes, in registered form and notify the trustee of our decision; or
- an event of default with respect to the Notes represented by that global note, has occurred and is continuing.

A global note that can be exchanged as described in the preceding sentence will be exchanged for definitive Notes, issued in denominations of \$5,000 and integral multiples of \$1,000 in excess thereof in registered form for the same aggregate amount. The definitive Notes will be registered in the names of the owners of the beneficial interests in the global note as directed by DTC.

We will make principal and interest payments on all Notes represented by a global note to the paying agent which in turn will make payment to DTC or its nominee, as the sole registered owner and the sole holder of the Notes represented by the global note, for all purposes under the indenture. Accordingly, we, the trustee and any paying agent will have no responsibility or liability for:

- any aspect of DTC's records relating to, or payments made on account of, beneficial ownership interests in a Note represented by a global note;
- any other aspect of the relationship between DTC and its participants or the relationship between those participants and the owners of beneficial interests in a global note held through those participants; or
- the maintenance, supervision or review of any of DTC's records relating to those beneficial ownership interests.

DTC has advised us that its current practice is to credit participants' accounts on each payment date with payments in amounts proportionate to their respective beneficial interests in the principal amount of the global note as shown on DTC's records, upon DTC's receipt of funds and corresponding detail information. The underwriter will initially designate the accounts to be credited. Payments by participants to owners of beneficial interests in a global note will be governed by standing instructions and customary practices, as is the case with securities held for customer accounts registered in "street name," and will be the sole responsibility of those participants. Book-entry Notes may be more difficult to pledge because of the lack of a physical note.

DTC

So long as DTC or its nominee is the registered owner of a global note, DTC or its nominee, will be considered the sole owner and holder of the Notes represented by that global note for all purposes of the indenture. Owners of beneficial interests in the Notes will not be entitled to have the Notes registered in their names, will not receive or be entitled to receive physical delivery of the Notes in definitive form and will not be considered owners or holders of Notes under the indenture. Accordingly, each person owning a beneficial interest in a global note must rely on the procedures of DTC and, if that person is not a DTC participant, on the procedures of the participant through which that person owns its interest, to exercise any rights of a holder of Notes. The laws of some jurisdictions require that certain purchasers of securities take physical delivery of the securities in certificated form. These laws may impair the ability to transfer beneficial interests in a global note. Beneficial owners may experience delays in receiving distributions on their Notes since distributions will initially be made to DTC and must then be transferred through the chain of intermediaries to the beneficial owner's account.

We understand that, under existing industry practices, if we request holders to take any action, or if an owner of a beneficial interest in a global note desires to take any action which a holder is entitled to take under the indenture, then DTC would authorize the participants holding the relevant beneficial interests to take that action and those participants would authorize the beneficial owners owning through such participants to take that action or would otherwise act upon the instructions of beneficial owners owning through them.

Beneficial interests in a global note will be shown on, and transfers of those ownership interests will be effected only through, records maintained by DTC and its participants for that global note. The conveyance of notices and other communications by DTC to its participants and by its participants to owners of beneficial interests in the Notes will be governed by arrangements among them, subject to any statutory or regulatory requirements in effect.

DTC has advised us that it is a limited-purpose trust company organized under the New York banking law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code and a "clearing agency" registered under the Securities Exchange Act of 1934.

DTC holds the securities of its participants and facilitates the clearance and settlement of securities transactions among its participants in such securities through electronic book-entry changes in accounts of its participants. The electronic book-entry system eliminates the need for physical certificates. DTC's participants include securities brokers and dealers, including the underwriter, banks, trust companies, clearing corporations and certain other organizations, some of which, and/or their representatives, own DTC. Banks, brokers, dealers, trust companies and others that clear through or maintain a custodial relationship with a participant, either directly or indirectly, also have access to DTC's book-entry system. The rules applicable to DTC and its participants are on file with the Securities and Exchange Commission.

DTC has advised us that the above information with respect to DTC has been provided to its participants and other members of the financial community for informational purposes only and is not intended to serve as a representation, warranty or contract modification of any kind.

Clearstream

Clearstream has advised us that it is incorporated under the laws of Luxembourg as a professional depositary. Clearstream holds securities for its participating organizations, or "Clearstream Participants," and facilitates the clearance and settlement of securities transactions between Clearstream Participants through electronic book-entry changes in accounts of Clearstream Participants, thereby eliminating the need for physical movement of certificates. Clearstream provides to Clearstream Participants, among other things, services for safekeeping, administration, clearance and settlement of internationally traded securities and securities lending and borrowing. Clearstream interfaces with domestic securities markets in several countries. As a professional depositary, Clearstream is subject to regulation by the Luxembourg Commission for the Supervision of the Financial Sector (Commission de Surveillance du Secteur Financier). Clearstream Participants are recognized financial institutions around the world, including underwriters, securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations and may include the underwriter. Clearstream's U.S. Participants are limited to securities brokers and dealers and banks. Indirect access to Clearstream is also available to others, such as banks, brokers, dealers and trust companies that clear through or maintain a custodial relationship with a Clearstream Participant either directly or indirectly. Distributions with respect to Notes held beneficially through Clearstream will be credited to cash accounts of Clearstream Participants in accordance with its rules and procedures, to the extent received by the U.S. Depositary for Clearstream.

Euroclear

Euroclear has advised us that it was created in 1968 to hold securities for participants of Euroclear, or "Euroclear Participants," and to clear and settle transactions between Euroclear Participants through simultaneous electronic book-entry delivery against payment, thereby eliminating the need for physical movement of certificates and any risk from lack of simultaneous transfers of securities and cash. Euroclear performs various other services, including securities lending and borrowing and interacts with domestic markets in several countries. Euroclear is operated by Euroclear Bank S.A./N.V., or the "Euroclear Operator," under contract with Euroclear plc, a U.K. corporation. All operations are conducted by the Euroclear Operator, and all Euroclear securities clearance accounts and Euroclear cash accounts are accounts with the Euroclear Operator, not Euroclear plc. Euroclear plc establishes policy for Euroclear on behalf of Euroclear Participants. Euroclear Participants include banks, including central banks, securities brokers and dealers and other professional financial intermediaries and may include the underwriter. Indirect access to Euroclear is also available to other firms that clear through or maintain a custodial relationship with a Euroclear Participant, either directly or indirectly.

The Euroclear Operator is a Belgian bank. As such it is regulated by the Belgian Banking and Finance Commission.

Securities clearance accounts and cash accounts with the Euroclear Operator are governed by the Terms and Conditions Governing Use of Euroclear and the related Operating Procedures of the Euroclear System, and applicable Belgian law, which we will refer to as the "Terms and Conditions." The Terms and Conditions govern transfers of securities and cash within Euroclear, withdrawals of securities and cash from Euroclear, and receipts of payments with respect to securities in Euroclear. All securities in Euroclear are held on a fungible basis without attribution of specific certificates to specific securities clearance accounts. The Euroclear Operator acts

under the Terms and Conditions only on behalf of Euroclear Participants, and has no record of or relationship with persons holding through Euroclear Participants.

Distributions with respect to Notes held beneficially through Euroclear will be credited to the cash accounts of Euroclear Participants in accordance with the Terms and Conditions, to the extent received by the U.S. Depositary for Euroclear.

Euroclear has further advised us that investors that acquire, hold and transfer interests in the Notes by book-entry through accounts with the Euroclear Operator or any other securities intermediary are subject to the laws and contractual provisions governing their relationship with their intermediary, as well as the laws and contractual provisions governing the relationship between such an intermediary and each other intermediary, if any, standing between themselves and the global notes.

Global Clearance and Settlement Procedures

Initial settlement for the Notes will be made in immediately available funds. Secondary market trading between DTC participants will occur in the ordinary way in accordance with DTC rules and will be settled in immediately available funds using DTC's Same-Day Funds Settlement System. Secondary market trading between Clearstream Participants and/or Euroclear Participants will occur in the ordinary way in accordance with the applicable rules and operating procedures of Clearstream and Euroclear and will be settled using the procedures applicable to conventional eurobonds in immediately available funds.

Cross-market transfers between persons holding directly or indirectly through DTC, on the one hand, and directly or indirectly through Clearstream Participants or Euroclear Participants, on the other, will be effected through DTC in accordance with DTC rules on behalf of the relevant European international clearing system by its U.S. Depositary; however, such cross-market transactions will require delivery of instructions to the relevant European international clearing system by the counterparty in such system in accordance with its rules and procedures and within its established deadlines (European time). The relevant European international clearing system will, if the transaction meets its settlement requirements, deliver instructions to its U.S. Depositary to take action to effect final settlement on its behalf by delivering or receiving Notes through DTC, and making or receiving payment in accordance with normal procedures for same-day funds settlement applicable to DTC. Clearstream Participants and Euroclear Participants may not deliver instructions directly to their respective U.S. Depositaries.

Because of time-zone differences, credits of Notes received through Clearstream or Euroclear as a result of a transaction with a DTC participant will be made during subsequent securities settlement processing and dated the business day following the DTC settlement date. Such credits or any transactions in such Notes settled during such processing will be reported to the relevant Euroclear Participants or Clearstream Participants on such business day. Cash received in Clearstream or Euroclear as a result of sales of Notes by or through a Clearstream Participant or a Euroclear Participant to a DTC participant will be received with value on the DTC settlement date but will be available in the relevant Clearstream or Euroclear cash account only as of the business day following settlement in DTC.

Although DTC, Clearstream and Euroclear have agreed to the foregoing procedures in order to facilitate transfers of Notes among participants of DTC, Clearstream and Euroclear, they are under no obligation to perform or continue to perform such procedures and such procedures may be modified or discontinued at any time. Neither we nor the paying agent will have any responsibility for the performance by DTC, Euroclear or Clearstream or their respective direct or indirect participants of their obligations under the rules and procedures governing their operations.

Events of Default

The 2027 Notes and the 2032 Notes

In this subsection only, references to "Notes" means the 2027 Notes together with the 2032 Notes.

Each of the following events will constitute an event of default under the Senior Indenture with respect to the Notes issued:

- default in the payment of any interest upon any debt security of such series when it becomes due and payable, and continuance of such default for a period of 30 days; or
- default in the payment of the principal of or any premium on any debt security of such series when due; or
- our failure to make any required scheduled installment payment, for 30 days on debt securities of such series; or
- failure to perform for 90 days after notice any other covenant in the Senior Indenture other than a covenant included in the indenture solely for the benefit of a series of debt securities other than such series; or

- our failure to pay beyond any applicable grace period, or the acceleration of, indebtedness in excess of \$50,000,000; or
- certain bankruptcy, or insolvency events, whether voluntary or not.

If an event of default regarding debt securities of any series issued under the Senior Indenture should occur and be continuing, either the trustee or the holders of 51% in the principal amount of outstanding debt securities of such series may declare the debt security of that series due and payable. We are required to file annually with the trustee a statement of an officer as to the fulfillment by us of our obligations under the Senior Indenture during the preceding year.

No event of default regarding one series of debt securities issued under the Senior Indenture is necessarily an event of default regarding any other series of debt securities.

Holders of a majority in principal amount of the outstanding debt securities of any series will be entitled to control certain actions of the trustee under the Senior Indenture and to waive past defaults regarding such series. The trustee generally cannot be required by any of the holders of debt securities to take any action, unless one or more of such holders shall have provided to the trustee reasonable security or indemnity satisfactory to the trustee.

If an event of default occurs and is continuing regarding a series of debt securities, the trustee may use any sums that it holds under the Senior Indenture for its own reasonable compensation and expenses incurred prior to paying the holders of debt securities of such series.

Before any holder of any series of debt securities may institute action for any remedy, except payment on such holder's debt security when due, the holders of not less than 51% in principal amount of the debt securities of that series outstanding must request the trustee to take action. Holders must also offer and give reasonable indemnity satisfactory to the trustee against liabilities incurred by the trustee for taking such action.

The 2028 Notes and the 2034 Notes

Each of the following events will constitute an event of default under the 2028 Notes Indenture with respect to the 2028 Notes issued and the 2034 Notes Indenture with respect to the 2034 Notes issued:

- our failure to pay required interest on any debt security of such series for 30 days;
- our failure to pay principal or premium, if any, on any debt security of such series as and when the same shall become due, either at maturity, upon redemption, by declaration or otherwise;
- our failure to pay any sinking or purchase fund or analogous obligation when the same becomes due by the terms of the debt securities of such series for 30 days;
- our failure to perform for 90 days after notice any other covenant or warranty in the 2028 Notes Indenture or the 2034 Notes Indenture, as applicable, other than a covenant or warranty a default in the performance of which or the breach of which is elsewhere specifically dealt with in Section 5.01 of the 2028 Notes Indenture or the 2034 Notes Indenture, as applicable;
- our failure to pay when due the principal of, or interest on, or other amounts payable in respect of, any instrument evidencing or securing indebtedness of ours or any Material Subsidiary (as defined in the 2028 Notes Indenture or the 2034 Notes Indenture, as applicable) of ours, other than the debt securities, in the aggregate of \$50,000,000 or more;
- the occurrence of any event of default (other than an event of default arising from a default referred to in the immediately preceding bullet) under an instrument evidencing or securing indebtedness of ours or any Material Subsidiary of ours, other than the debt securities, in the aggregate principal amount of \$50,000,000 or more resulting in the acceleration of such indebtedness, which acceleration is not rescinded or annulled pursuant to the terms of such instrument; and
- certain events of bankruptcy or insolvency, whether voluntary or not.

If any Event of Default (other than an Event of Default described in Section 5.01(g) or 5.01(h) of the 2028 Notes Indenture or the 2034 Notes Indenture, as applicable) regarding debt securities of any series issued under the 2028 Notes Indenture or the 2034 Notes Indenture, as applicable, shall have occurred and be continuing, then and in each and every such case, unless the principal of all the debt securities of such series shall have already become due and payable, either the trustee or the holders of not less than 51% in aggregate principal amount of outstanding securities of such series, by notice in writing to the Company (and to the trustee if given by holders), may declare the principal amount (or, if the debt securities of such series are Original Issue Discount Securities, such portion of the principal amount as may be specified in the terms of that series) of each debt security of that series and any and all accrued interest thereon to be due and payable immediately, and upon any such declaration the same shall become and shall be immediately

due and payable, any provision of the 2028 Notes Indenture or the 2034 Notes Indenture, as applicable, or the debt securities of such series to the contrary notwithstanding. If an Event of Default specified in Section 5.01(g) or Section 5.01(h) of the 2028 Notes Indenture or the 2034 Notes Indenture, as applicable, occurs, the principal amount of the debt securities of such series and any and all accrued interest thereon shall immediately become and be due and payable without any declaration or other act on the part of the trustee or any holder. No declaration of acceleration by the trustee with respect to any series of debt securities shall constitute a declaration of acceleration by the trustee with respect to any other series of debt securities, and no declaration of acceleration by the holders of at least 51% in aggregate principal amount of the outstanding securities of any series shall constitute a declaration of acceleration or other action by any of the holders of any other series of debt securities, in each case whether or not the Event of Default on which such declaration is based shall have occurred and be continuing with respect to more than one series of debt securities, and whether or not any holders of the debt securities of any such affected series shall also be holders of debt securities of any other such affected series. We are required to file annually with the trustee a statement of an officer as to the fulfillment by us of our obligations under the 2028 Notes Indenture and the 2034 Notes Indenture during the preceding year.

No Event of Default regarding one series of debt securities issued under the 2028 Notes Indenture or the 2034 Notes Indenture, as applicable, is necessarily an event of default regarding any other series of debt securities.

Holders of a majority in principal amount of the outstanding securities of any series will be entitled to control certain actions of the trustee under the 2028 Notes Indenture and the 2034 Notes Indenture, as applicable, and to waive past defaults regarding such series. The trustee generally cannot be required by any of the holders of debt securities to take any action, unless one or more of such holders shall have provided to the trustee reasonable security or indemnity against the costs, expenses and liabilities which might be incurred by it in compliance with such request or direction.

If an Event of Default occurs and is continuing regarding a series of debt securities, the trustee may use any sums that it holds under the 2028 Notes Indenture or the 2034 Notes Indenture, as applicable, for its own reasonable compensation and expenses incurred prior to paying the holders of debt securities of such series.

Before any holder of any series of debt securities may institute action for any remedy, except payment on such holder's debt security when due, the holders of not less than 51% in principal amount of the outstanding securities of that series must request the trustee to take action. Holders must also offer and give reasonable indemnity satisfactory to the trustee against liabilities incurred by the trustee for taking such action.

Discharge, Defeasance and Covenant Defeasance

The 2027 Notes and the 2032 Notes

In this subsection only, references to "Notes" means the 2027 Notes together with the 2032 Notes.

The provisions for full defeasance and covenant defeasance described below apply to the Notes. When there is a defeasance and discharge, the Senior Indenture will no longer govern the Notes; we will no longer be liable for payments required by the terms of the Notes and the holders of the Notes will be entitled only to the deposited funds. When there is a covenant defeasance, however, we will continue to be obligated to make payments when due if the deposited funds are not sufficient.

Defeasance and Discharge. If there is a change in United States federal tax law, we can legally release ourselves from all payment and other obligations on the Notes. This is called full defeasance and is further described in Section 13.02 of the Senior Indenture. For us to do so, each of the following must occur:

- We must deposit in trust for the benefit of all holders of those Notes money or a combination of money and United States government or United States government agency notes or bonds that will generate enough cash to make interest, principal and any other payments on those Notes on their various due dates;
- There must be a change in current United States federal tax law or an Internal Revenue Service ruling that lets us make the above deposit without causing the holders to be taxed on those Notes any differently than if we did not make the deposit and just repaid those Notes ourselves. Under current federal tax law, the deposit and our legal release from a Note would be treated as though we took back the Note and returned an appropriate share of the cash and notes or bonds deposited in trust. In that event, there may be a recognized gain or loss on the Note;
- We must deliver to the trustee a legal opinion of our counsel confirming the tax law change described above; and

If we ever fully defeased a Note, the trust deposit would make any and all payments on the applicable Note. We would not be responsible for any payment in the event of any shortfall, and we will be deemed to have paid and satisfied our obligations on all outstanding Notes.

Covenant Defeasance. Under current United States law, we can make the same type of deposit described above and be released from the restriction on liens described and any other restrictive covenants relating to a Note. This is called covenant defeasance and is further described in Section 13.03 of the Senior Indenture. In that event, you would lose the protection of those restrictive covenants. In order to achieve covenant defeasance for any Notes, we must:

- deposit in trust for the benefit of the holders of those Notes money or a combination of money and United States government or United States government agency notes or bonds that will generate enough cash to make interest, principal and any other payments on those Notes on their various due dates; and
- deliver to the trustee a legal opinion of our counsel confirming that under current United States federal income tax law we may make the above deposit without causing the holders to be taxed on those Notes any differently than if we did not make the deposit and just repaid those Notes ourselves.

We will cease to be under any obligation, other than to pay when due the principal of, premium, if any, and interest on such Notes, relating to the Notes (Section 13.04 of the Senior Indenture).

The 2028 Notes and the 2034 Notes

In this subsection only, references to "Notes" means the 2028 Notes together with the 2034 Notes.

The provisions for full defeasance and covenant defeasance described below apply to the Notes. When there is a defeasance and discharge, the 2028 Notes Indenture will no longer govern the 2028 Notes and the 2034 Notes Indenture will no longer govern the 2034 Notes; we will no longer be liable for payments required by the terms of the Notes and the holders of the Notes will be entitled only to the deposited funds. When there is a covenant defeasance, however, we will continue to be obligated to make payments when due if the deposited funds are not sufficient.

Defeasance and Discharge. If there is a change in applicable United States federal tax law, we can legally release ourselves from all payment and other obligations on any Notes. This is called defeasance and is further described in Section 4.02 of the 2028 Notes Indenture and Section 4.02 of the 2034 Notes Indenture. For us to do so, each of the following must occur:

- We must irrevocably deposit in trust for the benefit of all holders of those Notes money or a combination of money and United States government or United States government agency debt securities or bonds that will generate enough cash to make interest, principal and any other payments on those Notes on their various due dates;
- There must be a change in current United States federal tax law or an Internal Revenue Service ruling that lets us make the above deposit without causing the holders to be taxed on those Notes any differently than if we did not make the deposit and just repaid those Notes ourselves. Under current federal tax law, the deposit and our legal release from Notes would be treated as though we took back the Notes and returned an appropriate share of the cash and debt securities or bonds deposited in trust. In that event, there may be a recognized gain or loss on the Notes; and
- We must deliver to the trustee a legal opinion of our counsel confirming the tax law change described above.

Among other customary conditions, no Event of Default shall have occurred at any time during the period ending on the 91st day after the date of the above deposit or, if longer, ending on the day following the expiration of the longest preference period applicable to us in respect of such deposit.

If we ever defeased the Notes, the trust deposit would make any and all payments on the applicable Notes. We would not be responsible for any payment in the event of any shortfall, and we will be deemed to have paid and satisfied our obligations on all outstanding Notes.

Covenant Defeasance. Under current United States law, we can make the same type of deposit described above and be released from the restrictive covenants relating to the Notes that may be described in the applicable prospectus supplement. This is called covenant defeasance and is further described in Section 4.03 of the 2028 Notes Indenture and Section 4.03 of the 2034 Notes Indenture. In that event, you would lose the protection of those restrictive covenants. In order to achieve covenant defeasance for any Notes, we must:

- deposit in trust for the benefit of the holders of those Notes money or a combination of money and United States government or United States government agency notes or bonds that will generate enough cash to make interest, principal and any other payments on those Notes on their various due dates; and
- deliver to the trustee a legal opinion of our counsel confirming that under current United States federal income tax law we may make the above deposit without causing the holders to be taxed on those Notes any differently than if we did not make the deposit and just repaid those Notes ourselves.

Modification of the Indentures

The 2027 Notes and the 2032 Notes

Under the Senior Indenture, except as may otherwise be provided pursuant to Section 3.01 for all or any specific securities of any series, without the consent of any holders, when authorized by a board resolution at any time, we and the trustee may enter into one or more supplemental indentures, in form satisfactory to the trustee, for any of the following purposes:

- to evidence the succession of another person to us and the assumption by any such successor of the covenants of us herein and in the securities or to add a Co-Issuer of any series of securities;
- to add to our covenants for the benefit of the holders of all or any securities of any series (and if such covenants are to be for the benefit of less than all securities of any series, stating that such covenants are expressly being included solely for the benefit of such securities within such series) or to surrender any right or power herein conferred upon us with regard to all or any securities of any series (and if any such surrender is to be made with regard to less than all securities of any series, stating that such surrender is expressly being made solely with regard to such securities within such series);
- to add any additional events of default for the benefit of the holders of all or any securities of any series (and if such additional events of default are to be for the benefit of less than all securities of any series, stating that such additional events of default are expressly being included solely for the benefit of such securities within such series);
- to add to or change any of the provisions of the Senior Indenture to such extent as shall be necessary to permit or facilitate the issuance of securities in bearer form, registrable or not registrable as to principal, and with or without interest coupons, or to permit or facilitate the issuance of securities in uncertificated form;
- to add to, change or eliminate any of the provisions of the Senior Indenture in respect of all or any securities of any series (and if such addition, change or elimination is to apply with respect to less than all securities of any series, stating that it is expressly being made to apply solely with respect to such securities within such series), provided that any such addition, change or elimination (A) shall neither (i) apply to any security issued prior to the execution of such indentures and entitled to the benefit of such provision nor (ii) modify the rights of the holder of any such security with respect to such provision or (B) shall become effective only when there is no such security outstanding;
- to secure the securities pursuant to the requirements of Section 8.01(3), Section 10.05 or otherwise;
- to establish the form or terms of all or any securities of any series as permitted by Sections 2.01 and 3.01;
- to evidence and provide for the acceptance of appointment hereunder by a successor trustee with respect to the securities of one or more series and to add to or change any of the provisions of the Senior Indenture as shall be necessary to provide for or facilitate the administration of the trusts hereunder by more than one trustee, pursuant to the requirements of Section 6.11;
- to add to or change any of the provisions of the Senior Indenture with respect to any securities that by their terms may be converted into securities or other property other than securities of the same series and of like tenor, in order to permit or facilitate the issuance, payment or conversion of such securities;
- to cure any ambiguity, to correct or supplement any provision herein which may be defective or inconsistent with any other provision herein, or to make any other provisions with respect to matters or questions arising under the Senior Indenture, provided that such action shall not adversely affect the interests of the holders of any securities in any material respect;
- to comply with any requirements of the Trust Indenture Act of 1939, as amended (the "Trust Indenture Act") or the requirements of the Commission in connection with maintaining the qualification of the Indentures under the Trust Indenture Act; or

- to make any change that does not adversely affect the rights of the holders of securities of each series affected by such change in any material respect.

We and the trustee may, with the consent of the holders of at least a majority in aggregate principal amount of the debt securities of a series, modify the Senior Indenture or the rights of the holders of the securities of such series.

No such modification may, without the consent of each holder of an affected security:

- extend the fixed maturity of any such securities;
- reduce the rate or change the time of payment of interest on such securities;
- reduce the principal amount of such securities or the premium, if any, on such securities;
- change any obligation of ours to pay additional amounts;
- reduce the amount of the principal payable on acceleration of any securities issued originally at a discount;
- adversely affect the right of repayment or repurchase at the option of the holder;
- reduce or postpone any sinking fund or similar provision;
- change the currency or currency unit in which any such securities are payable or the right of selection thereof;
- impair the right to sue for the enforcement of any such payment on or after the maturity of such securities;
- reduce the percentage of securities referred to above whose holders need to consent to the modification or a waiver without the consent of such holders; or
- change any obligation of ours to maintain an office or agency.

The 2028 Notes and the 2034 Notes

Under the 2028 Notes Indenture and the 2034 Notes Indenture, except as may otherwise be provided pursuant to Section 3.01 for all or any specific debt securities of any series, without the consent of any holders, when authorized by a board resolution at any time, we and the trustee may enter into one or more supplemental indentures (which shall conform to the provisions of the Trust Indenture Act of 1939, as amended (the "TIA") as in force at the date of their execution), in form satisfactory to the trustee, for any of the following purposes:

- to evidence the succession of another corporation to us, or successive successions, and the assumption by any such successor of our covenants, agreements and obligations pursuant to Article 8 of the 2028 Notes Indenture or the 2034 Notes Indenture, as applicable;
- to add to our covenants such further covenants, restrictions or conditions for the protection of the holders of the debt securities of any or all series as we and the trustee shall consider to be for the protection of the holders of the debt securities of any or all series or to surrender any right or power conferred upon us in the 2028 Notes Indenture or the 2034 Notes Indenture, as applicable (and if such covenants or the surrender of such right or power are to be for the benefit of less than all series of debt securities, stating that such covenants are expressly being included or such surrenders are expressly being made solely for the benefit of one or more specified series);
- to cure any ambiguity, to correct or supplement any provision of the 2028 Notes Indenture or the 2034 Notes Indenture which may be inconsistent with any other provision of the 2028 Notes Indenture or the 2034 Notes Indenture or in any supplemental indenture, or to make any other provisions with respect to matters or questions arising under the 2028 Notes Indenture or the 2034 Notes Indenture that do not adversely affect the interests of the holders of debt securities of any series in any material respect;
- to add to the 2028 Notes Indenture or the 2034 Notes Indenture such provisions as may be expressly permitted by the TIA, excluding, however, the provisions referred to in Section 316(a)(2) of the TIA as in effect at the date as of which the 2028 Notes Indenture or the 2034 Notes Indenture, as applicable, was executed or any corresponding provision in any similar federal statute hereafter enacted;
- to add guarantors or co-obligors with respect to any series of debt securities;

- to secure any series of debt securities;
- to establish any form of debt security, as provided in Article 2 of the 2028 Notes Indenture or the 2034 Notes Indenture, as applicable, and to provide for the issuance of any series of debt securities, as provided in Article 3 of the 2028 Notes Indenture or the 2034 Notes Indenture, as applicable, and to set forth the terms thereof, and/or to add to the rights of the holders of the debt securities of any series;
- to evidence and provide for the acceptance of appointment by another corporation as a successor trustee under the 2028 Notes Indenture or the 2034 Notes Indenture with respect to the debt securities of one or more series and to add to or change any of the provisions of the 2028 Notes Indenture or the 2034 Notes Indenture as shall be necessary to provide for or facilitate the administration of the trusts hereunder by more than one trustee, pursuant to the requirements of Section 6.11 of the 2028 Notes Indenture or the 2034 Notes Indenture, as applicable;
- to add any additional Events of Default in respect of the debt securities of any or all series (and if such additional Events of Default are to be in respect of less than all series of debt securities, stating that such Events of Default are expressly being included solely for the benefit of one or more specified series);
- to comply with the requirements of the Commission in connection with the qualification of the 2028 Notes Indenture or the 2034 Notes Indenture under the TIA; or
- to make any change in any series of debt securities that does not adversely affect in any material respect the interests of the holders of such debt securities.

We and the trustee may, with the consent of the holders of at least a majority in aggregate principal amount of the outstanding securities of a series, modify the 2028 Notes Indenture or the 2034 Notes Indenture or the rights of the holders of the debt securities of such series.

No such modification may, without the consent of each holder of an affected debt security:

- change the scheduled maturity date or the stated payment date of any payment of premium or interest payable on any debt security, or reduce the principal amount thereof, or any amount of interest or premium payable thereon;
- change the method of computing the amount of principal of any debt security or any interest payable thereon on any date, or change any place of payment where, or the coin or currency in which, any debt security or any payment of premium or interest thereon is payable;
- impair the right to institute suit for the enforcement of any payment described in clauses (a) or (b) on or after the same shall become due and payable, whether at Maturity or, in the case of redemption or repayment, on or after the redemption date or the repayment date, as the case may be;
- change or waive the redemption or repayment provisions of any series;
- reduce the percentage in principal amount of the outstanding securities of any series, the consent of whose holders is required for any such supplemental indenture, or the consent of whose holders is required for any waiver of compliance with certain provisions of the Indenture or certain defaults thereunder and their consequences, provided for in the 2028 Notes Indenture or the 2034 Notes Indenture, as applicable;
- modify any of the provisions of Section 9.02 or Section 5.13 of the 2028 Notes Indenture or Section 9.02 or Section 5.13 of the 2034 Notes Indenture, as applicable, except to increase any such percentage or to provide that certain other provisions of the 2028 Notes Indenture or the 2034 Notes Indenture, as applicable, cannot be modified or waived without the consent of the holder of each outstanding security affected thereby; provided, however, that this clause shall not be deemed to require the consent of any Holder with respect to changes in the references to "the Trustee" and concomitant changes in Section 9.02 of the 2028 Notes Indenture Section 9.02 of the 2034 Notes Indenture, as applicable, or the deletion of this proviso, in accordance with the requirements of Sections 6.11 and 9.01(h) of the 2028 Notes Indenture or Sections 6.11 and 9.01(h) of the 2034 Notes Indenture, as applicable;
- adversely affect the ranking or priority of any series;
- release any guarantor or co-obligor from any of its obligations under its guarantee of the debt securities or the 2028 Notes Indenture or the 2034 Notes Indenture, except in compliance with the terms of the 2028 Notes Indenture or the 2034 Notes Indenture, as applicable; or

- waive any Event of Default pursuant to Section 5.01(a), Section 5.01(b) or Section 5.01(c) of the 2028 Notes Indenture or pursuant to Section 5.01(a), Section 5.01(b) or Section 5.01(c) of the 2034 Notes Indenture, as applicable, with respect to such debt security.

Concerning the Trustee under the Indenture

We have and may continue to have banking and other business relationships with The Bank of New York Mellon, or any subsequent trustee, in the ordinary course of business.

Jefferies Financial Group Inc.

Equity Compensation Plan

Restricted Stock Units Agreement – Three-Year Cliff Vest

[Grant Date]

This Agreement ("Agreement") sets forth the terms of the grant of Restricted Stock Units on [] (the Grant Date) from Jefferies Financial Group Inc., (Jefferies or, when referring to Jefferies and its affiliates, the Company) to [] ("Employee").

1 . **Grant of RSUs.** The Compensation Committee of the Board of Directors of Jefferies (the Committee) has approved the following grant of Restricted Stock Units ("RSUs") to Employee under Jefferies' Equity Compensation Plan, amended and restated on March 28, 2024 (the "Plan"):

Grant Date: []

Grant Type: Time-Vesting RSUs - Granted Based on FY 20__ Performance

Number of RSUs Granted: []

2. **Incorporation of Plan by Reference.** The Plan and information regarding the Plan, including documents that constitute the "Prospectus" for the Plan under the Securities Act of 1933, can be viewed and printed from the Company's secure intranet website. The terms, conditions and other provisions of the Plan are hereby incorporated by reference into this Agreement. Capitalized terms used in this Agreement but not defined herein shall have the same meanings as in the Plan. If there is any conflict between the provisions of this Agreement and the provisions of the Plan, the provisions of the Plan shall govern. Employee hereby acknowledges that the Plan and information regarding the Plan have been made readily available to Employee. Employee agrees to be bound by all the terms and provisions thereof (as presently in effect or hereafter amended), the rules and regulations adopted from time to time thereunder and by all decisions and determinations of the Committee and the Company.

3 . **Vesting, Forfeiture and Settlement Provisions.** The following provisions will govern vesting, forfeiture, Settlement and related provisions of the RSUs. Certain capitalized terms used in this Section 3 are defined below in Subsection 3(e).

(a) **Continuous Service.** If no Termination of Employment occurs prior to the Service Vesting Date, then 100% of the RSUs will vest on the Service Vesting Date and, if not subsequently forfeited, will be Settled on the Settlement Date.

(b) **Death or Disability.** 100% of the RSUs (if not previously vested) will immediately vest upon Termination of Employment by reason of Employee's death or upon the occurrence of Employee's Disability, and 100% of the vested RSUs will be Settled within 30

days after the Company's receipt of notification of Employee's death (but in any case not later than six months after Employee's death) or the occurrence of Employee's Disability.

(c) *Termination by the Company not for Cause Not in Connection with a Change in Control* Upon an involuntary Termination of Employee's Employment by the Company not for Cause not upon or within 24 months after a Change in Control, 100% of the RSUs will vest (if not previously vested), provided that Employee executes a separation agreement and release in such form as may be reasonably requested by the Company and returns the executed separation agreement and release to the Company within 21 days of Employee's receipt (or such longer period as may be required by law) and any additional period during which Employee may revoke as required by law has expired without Employee exercising the right to revoke the separation agreement and release; all vested RSUs will then be Settled at the date such separation agreement and release has become legally binding and non-revocable, provided that, if circumstances would enable Employee to control the tax year of Settlement based on the timing of his return of the separation agreement and release, the applicable provisions of the Jefferies' "Compliance Rules Under Code Section 409A" will govern, and provided further that the Settlement Date will be subject to Section 7(b) (if applicable). The Company will provide to Employee the form of the separation agreement and release required hereunder not later than five business days after Employee's Termination. If Employee does not return to the Company an executed separation agreement and release within the applicable time period as required under this Subsection 3(c) (or signs and then timely revokes his agreement to the separation agreement and release), all of the unvested RSUs will be forfeited.

(d) *Qualifying Termination in Connection With a Change in Control* If, upon a Change in Control or within 24 months thereafter, there occurs an involuntary Termination of Employment by the Company not for Cause or a Termination of Employment by Employee for Good Reason, 100% of the RSUs will vest (if not previously vested) and 100% of the then outstanding RSUs will be Settled on the date of Termination (or, if that is not practicable, within five business days after Termination), subject to Section 7(b) (if applicable).

(e) *Termination by Employee for Other Reasons or Termination by the Company for Cause* Upon Termination of Employment by Employee for any reason other than a Termination governed by Section 3(b) or 3(d), or upon Termination of Employment by the Company for Cause, the number of RSUs not vested at the date of Termination will be forfeited, and the number of RSUs vested prior to the date of Termination will be Settled on the date of Termination (or, if that is not practicable, within five business days after Termination), subject to Section 7(b) (if applicable).

(f) *Certain Definitions*. The following definitions apply for purposes of this Agreement:

(i) *"Cause"* shall have the meaning under the Company's Employee Handbook as in effect at the date of Employee's Termination of Employment.

(ii) "Change in Control" means the occurrence of any of the following events after the Grant Date:

- (A) Any "person," as such term is used in Section 13(d) and 14(d) of the Exchange Act (other than Jefferies, any trustee or other fiduciary holding securities under an employee benefit plan of Jefferies, or any company owned, directly or indirectly, by the shareholders of Jefferies in substantially the same proportions as their ownership of stock of Jefferies), acquires voting securities of Jefferies and immediately thereafter is a "50% Beneficial Owner." For purposes of this provision, a "50% Beneficial Owner" shall mean a person who is the "beneficial owner" (as defined in Rule 13d-3 under the Exchange Act), directly or indirectly, of securities of Jefferies representing 50% or more of the combined voting power of Jefferies' then-outstanding voting securities;
- (B) During any period of two consecutive years commencing on or after the Grant Date, individuals who at the beginning of such period constitute the Board, and any new director whose election by the Board or nomination for election by Jefferies' shareholders was approved by a vote of at least two-thirds (2/3) of the directors then still in office who either were directors at the beginning of the period or whose election or nomination for election was previously so approved (the "Continuing Directors"), cease for any reason to constitute at least a majority thereof;
- (C) Jefferies has consummated a merger, consolidation, recapitalization, or reorganization of Jefferies, or a reverse stock split of any class of voting securities of Jefferies, other than any such transaction which would result in at least 50% of the combined voting power of the voting securities of Jefferies or the surviving entity outstanding immediately after such transaction being beneficially owned by persons who together beneficially owned at least 80% of the combined voting power of the voting securities of Jefferies outstanding immediately prior to such transaction, with the relative voting power of each such continuing holder compared to the voting power of each other continuing holder not substantially altered as a result of the transaction; provided that, for purposes of this subsection, such continuity of ownership (and preservation of relative voting power) shall be deemed to be satisfied if the failure to meet such 50% threshold (or to substantially preserve such relative voting power) is due solely to the acquisition of voting securities by an employee benefit plan of Jefferies or of such surviving entity or a subsidiary thereof; or
- (D) The shareholders of Jefferies have approved a plan of complete liquidation of Jefferies or an agreement for the sale or disposition by Jefferies of all or substantially all (that being not less than 60%) of Jefferies' assets (or any

transaction having a similar effect), and Jefferies has taken a substantial step to implement such liquidation or sale or disposition of assets.

(iii) "Disability" shall have the meaning under the Company's long-term disability policy as in effect at the date of Employee's Termination of Employment, provided that such definition in any event shall conform to the requirements of Treasury Regulation Section 1.409A-3(i)(4).

(iv) "Good Reason" means the occurrence of any of the following events without Employee's written consent: (A) a material diminution in Employee's authority, offices, titles, duties or responsibilities at the Company, (B) a failure by the Company to pay compensation consistent with past practices that is due and owing to Employee or provide benefits, including perquisites, at levels provided in the year immediately preceding the Change in Control (other than minor and insubstantial changes to compensation and benefits), or (C), relocation of Employee's principal office to a location outside of New York City or the counties of Westchester, Nassau or Suffolk (NY); provided, however, that in all cases (1) Employee must give notice of the existence of the Good Reason condition within 30 days of its initial existence by providing written notice to the General Counsel of Jefferies, (2) Jefferies shall have 30 days during which it may remedy or "cure" the circumstances giving rise to Good Reason and no Good Reason shall exist if Jefferies has remedied or cured the Good Reason during such time period, and (3) Employee must terminate his employment for Good Reason within six months of the initial existence of the Good Reason.

(v) "Service Vesting Date" means the third anniversary of the Grant Date.

(vi) "Settle" or "Settlement" means the delivery of one share of the Company's common shares for each RSU being settled.

(vii) "Settlement Date" means the Service Vesting Date, provided that Settlement may occur at an earlier date in accordance with Section 3(b) (death or Disability), 3(c) (upon a Termination not for Cause not in connection with a Change in Control) or 3(d) (upon a qualifying Termination at or following a Change in Control).

(viii) "Termination" or "Termination of Employment" means Employee's "Separation from Service" as defined in Treasury Regulation Section 1.409A-1(h).

(ix) "Vest" or "Vested" means the RSUs are no longer subject to risk of forfeiture based on the employment status of Employee.

5. *Dividends, Splits and Adjustments.*

(a) *Dividends.* Dividends shall be credited and adjustments shall be made to the RSUs as follows:

(i) *Cash Dividends.* If the Company declares and pays a dividend (including any distribution) on its common shares in the form of cash, then a number of additional RSUs shall be credited to Employee's Account to give effect to such dividend as if it were reinvested into additional RSUs with such adjustment made on the payment date for such dividend. The credit shall equal (A) the cash amount of the dividend paid on each outstanding common share *multiplied by* the number of RSUs then credited to Employee's Account (whether or not then vested, and including RSUs previously credited under this Section 5(a)) *divided by* (B) the Fair Market Value of a common share on the dividend payment date.

(ii) *Non-Common Share Property Dividends.* If the Company declares and pays a dividend (including any distribution) on common shares in the form of property other than common shares, then, subject to Section 5(b), a number of additional RSUs shall be credited to Employee's Account to give effect to such dividend as if it were reinvested into additional RSUs with such adjustment made on the payment date for such dividend (unless the RSUs are adjusted by the Committee in an alternative manner under Section 5(b)). The credit shall equal (A) the Fair Market Value of the property paid on each outstanding common share *multiplied by* the number of RSUs then credited to Employee's Account (whether or not then vested, and including RSUs previously credited under this Section 5(a)) *divided by* (ii) the Fair Market Value of a common share on the payment date (such Fair Market Value to be determined on an "ex distribution" basis).

(iii) *Common Share Dividends and Splits.* If the Company declares and pays a dividend (including any distribution) on common shares in the form of additional common shares, or there occurs a split of common shares, then the number of RSUs shall be increased on the payment date for such dividend or split to give effect to such dividend or split (or decreased in the event of a reverse split).

(b) *Adjustments.* The number of RSUs subject to this Agreement and related terms of the RSUs shall be appropriately adjusted by the Committee in order to prevent dilution or enlargement of Employee's rights with respect to RSUs resulting from any event referred to in Section 5.2 of the Plan. Adjustments under this Section 5(b) will take into account any crediting of RSUs under Section 5(a) relating to the event triggering the adjustment, provided that the Committee may determine to make an adjustment under Section 5(b) in lieu of crediting additional RSUs under Section 5(a) (ii).

(c) *Risk of Forfeiture and Settlement of RSUs Resulting from Dividends, Splits and Adjustments.* RSUs that directly or indirectly result from dividends, splits and adjustments shall be subject to the same risk of forfeiture, Settlement terms and other terms as apply to the underlying RSUs.

(d) *Changes to Manner of Crediting Dividends, Splits and Adjustment.* The provisions of this Section 5 notwithstanding, the Company or the Committee may vary the manner and timing of crediting dividend equivalents, splits and adjustments for reasonable administrative convenience.

6. **Other Conditions.** As a condition to any non-forfeiture of the RSUs at or after Termination of Employment and to any Settlement of the RSUs, Jefferies or the Committee may require Employee (a) to make any representation or warranty to the Company as may be reasonably requested by the Company or the Committee or required under any applicable law or regulation, and (b) to take any action the Company or the Committee reasonably deems necessary in order to comply with federal and state laws, or the rules and regulations of the NYSE, the Financial Industry Regulatory Authority, any other stock exchange or self-regulatory organization or any other obligation of the Company or Employee relating to the RSUs or this Agreement. Whenever this Agreement or the Plan authorizes the Company to take or not take any action, Employee and all persons with a possible conflict of interest or interest similar to Employee shall not participate in any manner in the decision to take or not take such action.

7. **Other Terms Relating to RSUs.**

(a) *Non-transferability.* Until RSUs are Settled in accordance with the terms of this Agreement, Employee may not sell, transfer, assign, pledge, margin or otherwise encumber or dispose of RSUs or any rights hereunder to any third party other than by will or the laws of descent and distribution, except for transfers to a Beneficiary or as otherwise permitted and subject to the conditions under Section 9.2 of the Plan.

(b) *Deferral of Settlement; Compliance with Code Section 409A.* At grant, it is intended that the RSUs will constitute a "short-term deferral" under Code Section 409A, and

conversely will not constitute a deferral of compensation for purposes of Code Section 409A. Settlement of any RSU, which otherwise would occur at the Settlement Date or in connection with a Termination of Employment, will be deferred in certain cases if Employee makes a valid deferral election relating to the RSUs. If and to the extent that any portion of the RSUs constitutes a deferral of compensation under Code Section 409A, such RSUs and the provisions of this Agreement are subject to Jefferies' "Compliance Rules Under Code Section 409A." Deferrals, whether elective or mandatory under the terms of this Agreement, will comply with requirements under Code Section 409A. Deferrals will be subject to such other restrictions and terms as may be specified by the Company prior to deferral. It is understood that Code Section 409A and regulations thereunder require any elective deferral to comply with Section 409A(a)(4)(C). Other provisions of this Agreement notwithstanding, under U.S. federal income tax laws and Treasury Regulations as presently in effect or hereafter implemented, with respect to RSUs other than those that are excluded from being deemed deferrals of compensation under 409A, (i) a distribution in Settlement of RSUs to Employee triggered by a Termination of Employment will occur only if the Termination constitutes a "separation from service" within the meaning of Code Section 409A(a)(2)(A)(i), (ii) if, at the time of such separation from service, Employee is a "specified employee" under Code Section 409A(a)(2)(B)(i) and a delay in distribution is required in order that Employee will not be subject to a tax penalty under Code Section 409A, such distribution in Settlement of RSUs will occur at the date six months and one day after Termination of Employment; and (iii) any rights of Employee or retained authority of the Company with respect to RSUs hereunder shall be automatically modified and limited to the extent necessary so that Employee will not be deemed to be in constructive receipt of income relating to the RSUs prior to the distribution and so that Employee will not be subject to any penalty under Code Section 409A. Other provisions of this Agreement notwithstanding, if a separation from service occurs within less than six months before the fixed date specified as the Settlement Date (or elected as a deferred Settlement date) and the six-month delay rule would apply to a Settlement triggered by such separation from service, the settlement will not be made based on the separation from service, but instead the Settlement shall be made based on the fixed date specified as the Settlement Date (or deferred Settlement date). If any portion of the RSUs constitutes a deferral of compensation under Code Section 409A (for example, if a deferral is validly elected by Employee), that portion of the RSUs will be deemed a separate payment from the portion of RSUs that is not a deferral of compensation under Section 409A.

(c) *Tax Withholding.* Employee understands and acknowledges that certain amounts must be withheld to satisfy federal, state, local or foreign tax obligations associated with the lapse of the risk of forfeiture and/or Settlement of the RSUs ("Withholdings"). Employee shall make arrangements satisfactory to the Company, in advance of any event triggering a Withholding obligation on the part of the Company, to provide for payment of all applicable Withholdings. Employee expressly authorizes the Company to withhold the applicable amount of Withholdings from any payment to Employee or other source of Employee's funds or securities, including any payment relating to an Award or any payroll or other source of Employee's funds or securities, and/or withhold shares deliverable in Settlement of the RSUs having a Fair Market Value equal to the amount of such tax liability required to be withheld as Withholdings in connection with the event triggering Withholding. This may include a withholding upon the vesting of the RSUs if and to the extent permitted under Treasury Regulation Section 1.409A-3(j)(4)(vi). Unless Employee has made alternative arrangements

satisfactory to the Company to satisfy mandatory Withholding requirements or unless otherwise determined by the Company, the Company will withhold shares to satisfy any Withholding obligation. Upon the Withholding of shares, the value of shares withheld shall not exceed the minimum applicable withholding tax rate for federal (including FICA), state and local tax liabilities, unless withholding of shares with a greater value is permitted without triggering additional expense recognition under applicable accounting rules. This provision does not obligate the Company to withhold shares to satisfy Withholding obligations. The Company may specify a reasonable deadline (for example, the end of the latest window period during which Employee is permitted to trade under any then applicable insider trading policy of the Company prior to an event causing a tax liability) by which Employee must make alternative arrangements for the payment of Withholdings.

(d) *Clawback Policy.* Notwithstanding anything to the contrary in this Agreement, all RSUs and common shares issued in Settlement of RSUs shall be subject to Section 7.7 of the Plan and otherwise shall be subject to any applicable clawback policy of the Company and to any similar policy adopted by the Company, the Committee, the Board of Directors of Jefferies or any committee of the Board of Directors of Jefferies from time to time (including, but not limited to, any policy adopted in accordance with the Dodd-Frank Wall Street Reform and Consumer Protection Act or other applicable law), regardless of whether any such policy is adopted before or after the date of this Agreement or before or after the date RSUs become vested or are Settled.

(e) *Unfunded Plan.* Any provision for distribution in Settlement of Employee's Account hereunder shall be by means of bookkeeping entries on the books of the Company and shall not create in Employee or any Beneficiary any right to, or claim against any, specific assets of the Company, nor result in the creation of any trust or escrow account for Employee. With respect to any entitlement of Employee or any Beneficiary to any distribution hereunder, Employee or such Beneficiary shall be a general creditor of the Company.

8. *Miscellaneous.*

This Agreement shall be binding upon the heirs, executors, administrators and successors of the parties. This Agreement and the Plan, and any deferral election separately filed with the Company relating to this Award, constitute the entire agreement between the parties with respect to the RSUs, and supersede any prior agreements or documents with respect thereto. No amendment, alteration, suspension, discontinuation or termination of this Agreement that may impose any additional obligation upon the Company shall be valid unless in each instance such amendment, alteration, suspension, discontinuation or termination is expressed in a written instrument duly executed in the name and on behalf of Jefferies or an affiliate. Neither the RSUs nor the granting thereof shall constitute or be evidence of any agreement or understanding, express or implied, that Employee has a right to continue as an officer, director or employee of the Company for any period of time, or at any particular rate of compensation. Any waiver by the Company of a breach of any provision of this Agreement shall not operate or be construed as a waiver of any subsequent breach of such provision or any other provision hereof.

THIS AGREEMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK WITHOUT GIVING EFFECT TO CONFLICTS OF LAWS PRINCIPLES.

Employee hereby acknowledges that the type and periods of restriction imposed in the provisions of this Agreement are fair and reasonable. Employee hereby further acknowledges that the provisions of this Agreement shall be enforced to the fullest extent permissible under the laws and public policies applied in each jurisdiction in which enforcement is sought. Accordingly, Employee agrees that if any particular provision of this Agreement shall be adjudicated to be invalid or unenforceable, such provision shall be deemed amended to delete therefrom the portion thus adjudicated to be invalid or unenforceable, such deletion to apply only with respect to the operation of such provision in the particular jurisdiction in which such adjudication is made. In addition, if any one or more of the provisions contained in this Agreement shall for any reason be held to be excessively broad as to duration, geographical scope, activity or subject, it shall be construed by limiting and reducing it, so as to be enforceable to the extent compatible with the applicable law as it shall then appear. Any provision of this Agreement which is prohibited or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such prohibition or unenforceability without invalidating the remaining provisions hereof, and any such prohibition or unenforceability in any jurisdiction shall not invalidate or render unenforceable such provision in any other jurisdiction.

9 . Grantee's Acceptance. Employee hereby accepts the RSUs described in this Agreement and agrees to be bound by the terms and provisions set forth in the Plan and this Agreement. Employee hereby further agrees that all the decisions and determinations of the Committee and the Company shall be final and binding.

Accepted and agreed.

Employee Jefferies Financial Group Inc.

_____ By: _____

Please contact Stock Administration at stock_administration@jefferies.com with any questions.

Jefferies Financial Group Inc.

Equity Compensation Plan

Restricted Stock Units Agreement – Three-Year Performance-Based RSUs

[Grant Date]

This Agreement ("Agreement") sets forth the terms of the grant of Restricted Stock Units on [] (the Grant Date) from Jefferies Financial Group Inc. ("Jefferies" or, when referring to Jefferies and its affiliates, the "Company") to [] ("Employee").

1. **Grant of RSUs.** The Compensation Committee of the Board of Directors of Jefferies (the Committee) has approved the following grant of Restricted Stock Units ("RSUs") to Employee under Jefferies' Equity Compensation Plan, as amended and restated on March 28, 2024 (the "Plan"):

Grant Date: []

Grant Type: Performance-Based RSUs - Granted Based on FY 20__ Performance

Number of RSUs Granted: [] RSUs at Target; [] RSUs at Maximum

2. **Incorporation of Plan by Reference.** The Plan and information regarding the Plan, including documents that constitute the "Prospectus" for the Plan under the Securities Act of 1933, can be viewed and printed from the Company's secure intranet website. The terms, conditions and other provisions of the Plan are hereby incorporated by reference into this Agreement. Capitalized terms used in this Agreement but not defined herein shall have the same meanings as in the Plan. If there is any conflict between the provisions of this Agreement and the provisions of the Plan, the provisions of the Plan shall govern. Employee hereby acknowledges that the Plan and information regarding the Plan have been made readily available to Employee. Employee agrees to be bound by all the terms and provisions thereof (as presently in effect or hereafter amended), the rules and regulations adopted from time to time thereunder and by all decisions and determinations of the Committee and the Company.

3. **Performance Goal and Earning of RSUs.**

(a) *Three-Year Return on Tangible Equity.* The number of RSUs earned by performance hereunder will be based on the level of achievement of the performance goal, return on tangible equity ("ROTE"), during the three-fiscal-year period ending November 30, 20__ ("Performance Period").

Such Three-Year ROTE is expressed as the following formula:

$$[(\text{Adjusted Tangible Book Value at 11/30/20__} + \text{Aggregate Adjusted Net Income for fiscal 20__, 20__ and 20__}) / \text{Adjusted Tangible Book Value at 11/30/20__})^{1/3}] - 1$$

"Three-Year ROTE" means the compound annual return on tangible equity during the three-fiscal-year period ended November 30, 20__, which is the percentage that equals:

- (A) adjusted tangible book value at November 30, 20__ (calculated as shareholders' equity *minus* goodwill, intangible assets and deferred tax assets and *minus* the weighted average of dividends and share repurchases made during the Performance Period, *provided that* the reacquisition of Common Shares exchanged by Sumitomo Mitsui Banking Corporation ("SMBC") for Series B Preferred Stock shall not be deemed to be "shares repurchased"), *plus* net income attributable to Jefferies common shareholders during fiscal years 20__, 20__ and 20__ *plus* that portion of "Allocation of earnings to participating securities" attributable to the Series B Preferred Stock held by SMBC and its successors and assigns or any non-voting Common Shares issued upon conversion of such Preferred Stock (if not otherwise attributed to common shareholders), *excluding* intangible amortization and goodwill and intangible impairments (in all cases, net of any tax impact) during each of fiscal years 20__, 20__ and 20__; *divided by*
- (B) adjusted tangible book value at November 30, 20__ (calculated in the same manner as in (A) above)
- (C) with the quotient *raised* to the power of 1/3rd, and then *subtracting* one.

(b) *Earned RSUs Resulting from Performance.* Employee is eligible to earn the number of RSUs shown below in the far-right column set opposite the applicable ROTE performance result during the Performance Period:

Metric	Three-Year ROTE	Number of RSUs Resulting from Three-Year ROTE Performance
Three-Year ROTE	Less than 7.5%	0
	7.5%	[____]
	10%	[____]
	15% or Greater	[____]
	Between 7.5%-10% or between 10%-15%	Between [____] and [____] and between [____] and [____], by straight-line interpolation

The Compensation Committee will certify (i) the number of RSUs resulting from the Company's Three-Year ROTE (such number, the "Earned RSUs"). The number of RSUs that

were potentially earnable hereunder but which exceed the number of Earned RSUs will be immediately forfeited.

(c) *Projected Level of Performance.* In the case of certain Terminations of Employment under Section 4, the number of RSUs earned by performance will be calculated as provided in Section 3(a) and (b) but based on the level of ROTE determined by assuming that the rate of earning of net income under clause (A) of Section 3(a) through the end of the month in which Termination occurred would continue for the remainder of the Performance Period and, for purposes of clauses (A) and (B) of Section 3(a), using the weighted average of dividends and share repurchases through the end of the month in which Termination occurred, weighted based on the full three-year Performance Period (the "Projected Level").

4 . ***Vesting, Forfeiture and Settlement Provisions.*** The following provisions will govern vesting, forfeiture, Settlement and related provisions of the Earned RSUs. Certain capitalized terms used in this Section 4 are defined below in Subsection 4(e).

(a) *Continuous Service.* If no Termination of Employment occurs prior to the Service Vesting Date, then 100% of the Earned RSUs will vest on the Service Vesting Date and, if not subsequently forfeited, will be Settled on the Settlement Date.

(b) *Death or Disability.* The RSUs (if not previously earned) will be deemed Earned RSUs at the Projected Level and (if not previously vested) will immediately vest upon Termination of Employment by reason of Employee's death or upon the occurrence of Employee's Disability, and 100% of such vested RSUs will be Settled within 30 days after the Company's receipt of notification of Employee's death (but in any case not later than six months after Employee's death) or the occurrence of Employee's Disability.

(c) *Termination by the Company not for Cause Not in Connection with a Change in Control.* Upon an involuntary Termination of Employee's Employment by the Company not for Cause not upon or within 24 months after a Change in Control, the Earned RSUs (or deemed Earned RSUs at the Projected Level if Termination occurs before the end of the Performance Period) will vest in full (if not previously vested), provided that Employee executes a separation agreement and release in such form as may be reasonably requested by the Company and returns the executed separation agreement and release to the Company within 21 days of Employee's receipt (or such longer period as may be required by law) and any additional period during which Employee may revoke as required by law has expired without Employee exercising the right to revoke the separation agreement and release; all such vested RSUs will then be Settled at the date such separation agreement and release has become legally binding and non-revocable, provided that, if circumstances would enable Employee to control the tax year of Settlement based on the timing of his return of the separation agreement and release, the applicable provisions of the Jefferies' "Compliance Rules Under Code Section 409A" will govern, and provided further that the Settlement Date will be subject to Section 7(b) (if applicable). The Company will provide to Employee the form of the separation agreement and release required hereunder not later than five business days after Employee's Termination. If Employee does not return to the Company an executed separation agreement and release within the applicable time period as required under this Subsection 4(c)(i) (or signs and then timely revokes his agreement

to the separation agreement and release), all of the unvested RSUs will be forfeited. RSUs that are not earned and vested upon application of the Projected Level formula, if applicable, will be forfeited.

(d) *Qualifying Termination in Connection With a Change in Control* If, upon a Change in Control or within 24 months thereafter, there occurs an involuntary Termination of Employment by the Company not for Cause or a Termination of Employment by Employee for Good Reason, 100% of the Earned RSUs (or deemed Earned RSUs at the Projected Level if Termination occurs before the end of the Performance Period) will vest and 100% of the then outstanding vested RSUs will be Settled on the date of Termination (or, if that is not practicable, within five business days after Termination), subject to Section 7(b) (if applicable).

(e) *Termination by Employee for Other Reasons or Termination by the Company for Cause*. Upon Termination of Employment by Employee for any reason other than a Termination governed by Section 4(b) or 4(d), or upon Termination of Employment by the Company for Cause, the number of RSUs not earned or not vested at the date of Termination will be forfeited, and the number of Earned RSUs vested prior to the date of Termination will be Settled on the date of Termination (or, if that is not practicable, within five business days after Termination), subject to Section 7(b) (if applicable).

(f) *Certain Definitions*. The following definitions apply for purposes of this Agreement:

(i) "Cause" shall have the meaning under the Company's Employee Handbook as in effect at the date of Employee's Termination of Employment.

(ii) "Change in Control" means the occurrence of any of the following events after the Grant Date:

- (A) Any "person," as such term is used in Section 13(d) and 14(d) of the Exchange Act (other than Jefferies, any trustee or other fiduciary holding securities under an employee benefit plan of Jefferies, or any company owned, directly or indirectly, by the shareholders of Jefferies in substantially the same proportions as their ownership of stock of Jefferies), acquires voting securities of Jefferies and immediately thereafter is a "50% Beneficial Owner." For purposes of this provision, a "50% Beneficial Owner" shall mean a person who is the "beneficial owner" (as defined in Rule 13d-3 under the Exchange Act), directly or indirectly, of securities of Jefferies representing 50% or more of the combined voting power of Jefferies' then-outstanding voting securities;
- (B) During any period of two consecutive years commencing on or after the Grant Date, individuals who at the beginning of such period constitute the Board, and any new director whose election by the Board or nomination for election by Jefferies' shareholders was approved by a vote of at least

two-thirds (2/3) of the directors then still in office who either were directors at the beginning of the period or whose election or nomination for election was previously so approved (the "Continuing Directors"), cease for any reason to constitute at least a majority thereof;

- (C) Jefferies has consummated a merger, consolidation, recapitalization, or reorganization of Jefferies, or a reverse stock split of any class of voting securities of Jefferies, other than any such transaction which would result in at least 50% of the combined voting power of the voting securities of Jefferies or the surviving entity outstanding immediately after such transaction being beneficially owned by persons who together beneficially owned at least 80% of the combined voting power of the voting securities of Jefferies outstanding immediately prior to such transaction, with the relative voting power of each such continuing holder compared to the voting power of each other continuing holder not substantially altered as a result of the transaction; provided that, for purposes of this subsection, such continuity of ownership (and preservation of relative voting power) shall be deemed to be satisfied if the failure to meet such 50% threshold (or to substantially preserve such relative voting power) is due solely to the acquisition of voting securities by an employee benefit plan of Jefferies or of such surviving entity or a subsidiary thereof; or
- (D) The shareholders of Jefferies have approved a plan of complete liquidation of Jefferies or an agreement for the sale or disposition by Jefferies of all or substantially all (that being not less than 60%) of Jefferies' assets (or any transaction having a similar effect), and Jefferies has taken a substantial step to implement such liquidation or sale or disposition of assets.

(iii) "Disability" shall have the meaning under the Company's long-term disability policy as in effect at the date of Employee's Termination of Employment, provided that such definition in any event shall conform to the requirements of Treasury Regulation Section 1.409A-3(i)(4).

(iv) "Good Reason" means the occurrence of any of the following events without Employee's written consent: (A) a material diminution in Employee's authority, offices, titles, duties or responsibilities at the Company, (B) a failure by the Company to pay compensation consistent with past practices that is due and owing to Employee or provide benefits, including perquisites, at levels provided in the year immediately preceding the Change in Control (other than minor and insubstantial changes to compensation and benefits), or (C), relocation of Employee's principal office to a location outside of New York City or the counties of Westchester, Nassau or Suffolk (NY); provided, however, that in all cases (1) Employee must give notice of the existence of the Good Reason condition within 30 days of its initial existence by providing written notice to the General Counsel of Jefferies, (2) Jefferies shall have 30 days during which it may remedy or "cure" the circumstances giving rise to Good Reason and no Good

Reason shall exist if Jefferies has remedied or cured the Good Reason during such time period, and (3) Employee must terminate his employment for Good Reason within six months of the initial existence of the Good Reason.

(v) "Service Vesting Date" means the third anniversary of the Grant Date.

(vi) "Settle" or "Settlement" means the delivery of one share of the Company's common shares for each RSU being settled.

(vii) "Settlement Date" means the Service Vesting Date, provided that Settlement may occur at an earlier date in accordance with Section 4(b) (death or Disability), 4(c) (upon a Termination not for Cause not in connection with a Change in Control) or 4(d) (upon a qualifying Termination at or following a Change in Control).

(viii) "Termination" or "Termination of Employment" means Employee's "Separation from Service" as defined in Treasury Regulation Section 1.409A-1(h).

(ix) "Vest" or "Vested" means the RSUs are no longer subject to risk of forfeiture based on the employment status of Employee.

5. ***Dividends, Splits and Adjustments.***

(a) *Dividends.* Dividends shall be credited and adjustments shall be made to the RSUs as follows:

(i) *Cash Dividends.* If the Company declares and pays a dividend (including any distribution) on shares of its common shares in the form of cash, then a number of additional RSUs shall be credited to Employee's Account to give effect to such dividend as if it were reinvested into additional RSUs with such adjustment made on the payment date for such dividend. The credit shall equal (A) the cash amount of the dividend paid on each outstanding share of common shares *multiplied by* the number of RSUs then credited to Employee's Account whether or not then earned or vested (and thus including RSUs potentially earnable for above-target performance) but, at Settlement, treating such credited RSUs as earned and vested only to the extent the underlying RSU is an Earned RSU that has become vested, and including RSUs previously credited indirectly on such Earned/vested underlying RSU under this Section 5(a) *divided by* (B) the Fair Market Value of a common share on the dividend payment date.

(ii) *Non-Common Share Property Dividends.* If the Company declares and pays a dividend (including any distribution) on common shares in the form of property other than common shares, then, subject to Section 5(b), a number of additional RSUs shall be credited to Employee's Account to give effect to such dividend as if it were reinvested into additional RSUs with such adjustment made on the payment date for such dividend (unless the RSUs are adjusted by the Committee in an alternative manner under Section 5(b)). The credit shall equal (A) the Fair Market Value of the property paid on each outstanding common share *multiplied by* the number of RSUs then credited to Employee's Account (whether or not then earned or vested but, at Settlement, treating such credited RSUs as earned or

vested only to the extent the underlying RSU is an Earned RSU and/or is vested, and including RSUs previously credited indirectly on such Earned/vested underlying RSU under this Section 5(a) *divided by* (ii) the Fair Market Value of a common share on the payment date (such Fair Market Value to be determined on an "ex distribution" basis).

(iii) *Common Share Dividends and Splits.* If the Company declares and pays a dividend (including any distribution) on common shares in the form of additional common shares, or there occurs a split of common shares, then the number of RSUs shall be increased on the payment date for such dividend or split to give effect to such dividend or split (or decreased in the event of a reverse split), whether or not then earned or vested but, at Settlement, treating such credited RSUs as earned or vested only to the extent the underlying RSU is an Earned RSU and/or is vested, and including RSUs previously credited indirectly on such Earned/vested underlying RSU under this Section 5(a).

(b) *Adjustments.* The number of RSUs subject to this Agreement and the performance goal and related terms in Section 3 shall be appropriately adjusted by the Committee in order to prevent dilution or enlargement of Employee's rights or the incentive opportunity with respect to RSUs resulting from any event referred to in Section 5.2 of the Plan or a change in the Company's capital structure, a change in accounting standards, conventions, or terms used in Company financial statements or a change in applicable tax or other laws affecting the performance goal. Adjustments under this Section 5(b) will take into account any crediting of RSUs under Section 5(a) relating to the event triggering the adjustment, provided that the Committee may determine to make an adjustment under Section 5(b) in lieu of crediting additional RSUs under Section 5(a)(ii).

(c) *Risk of Forfeiture and Settlement of RSUs Resulting from Dividends, Splits and Adjustments.* RSUs that directly or indirectly result from dividends, splits and adjustments shall be subject to the same risk of forfeiture, settlement terms and other terms as apply to the underlying RSUs.

(d) *Changes to Manner of Crediting Dividends, Splits and Adjustment.* The provisions of this Section 5 notwithstanding, the Company or the Committee may vary the manner and timing of crediting dividend equivalents, splits and adjustments for reasonable administrative convenience.

6. ***Other Conditions.*** As a condition to any non-forfeiture of the RSUs at or after Termination of Employment and to any Settlement of the RSUs, Jefferies or the Committee may require Employee (a) to make any representation or warranty to the Company as may be reasonably requested by the Company or the Committee or required under any applicable law or regulation, and (b) to take any action the Company or the Committee reasonably deems necessary in order to comply with federal and state laws, or the rules and regulations of the NYSE, the Financial Industry Regulatory Authority, any other stock exchange or self-regulatory organization or any other obligation of the Company or Employee relating to the RSUs or this Agreement. Whenever this Agreement or the Plan authorizes the Company to take or not take

any action, Employee and all persons with a possible conflict of interest or interest similar to Employee shall not participate in any manner in the decision to take or not take such action.

7. Other Terms Relating to RSUs.

(a) *Non-transferability.* Until RSUs are Settled in accordance with the terms of this Agreement, Employee may not sell, transfer, assign, pledge, margin or otherwise encumber or dispose of RSUs or any rights hereunder to any third party other than by will or the laws of descent and distribution, except for transfers to a Beneficiary or as otherwise permitted and subject to the conditions under Section 9.2 of the Plan.

(b) *Deferral of Settlement; Compliance with Code Section 409A* At grant, it is intended that the RSUs will constitute a "short-term deferral" under Code Section 409A, and conversely will not constitute a deferral of compensation for purposes of Code Section 409A Settlement of any RSU, which otherwise would occur at the Settlement Date or in connection with a Termination of Employment, will be deferred in certain cases if Employee makes a valid deferral election relating to the RSUs. If and to the extent that any portion of the RSUs constitutes a deferral of compensation under Code Section 409A, such RSUs and the provisions of this Agreement are subject to Jefferies' "Compliance Rules Under Code Section 409A." Deferrals, whether elective or mandatory under the terms of this Agreement, will comply with requirements under Code Section 409A. Deferrals will be subject to such other restrictions and terms as may be specified by the Company prior to deferral. It is understood that Code Section 409A and regulations thereunder require any elective deferral to comply with Section 409A(a)(4)(C). Other provisions of this Agreement notwithstanding, under U.S. federal income tax laws and Treasury Regulations as presently in effect or hereafter implemented, with respect to RSUs other than those that are excluded from being deemed deferrals of compensation under 409A, (i) a distribution in Settlement of RSUs to Employee triggered by a Termination of Employment will occur only if the Termination constitutes a "separation from service" within the meaning of Code Section 409A(a)(2)(A)(i), (ii) if, at the time of such separation from service, Employee is a "specified employee" under Code Section 409A(a)(2)(B)(i) and a delay in distribution is required in order that Employee will not be subject to a tax penalty under Code Section 409A, such distribution in Settlement of RSUs will occur at the date six months and one day after Termination of Employment; and (iii) any rights of Employee or retained authority of the Company with respect to RSUs hereunder shall be automatically modified and limited to the extent necessary so that Employee will not be deemed to be in constructive receipt of income relating to the RSUs prior to the distribution and so that Employee will not be subject to any penalty under Code Section 409A. Other provisions of this Agreement notwithstanding, if a separation from service occurs within less than six months before the fixed date specified as the Settlement Date (or elected as a deferred Settlement date) and the six-month delay rule would apply to a Settlement triggered by such separation from service, the Settlement will not be made based on the separation from service, but instead the Settlement shall be made based on the fixed date specified as the Settlement Date (or deferred Settlement date). If any portion of the RSUs constitutes a deferral of compensation under Code Section 409A (for example, if a deferral is validly elected by Employee), that portion of RSUs will be deemed a separate payment from the portion of RSUs that is not a deferral of compensation under Section 409A.

(c) *Tax Withholding.* Employee understands and acknowledges that certain amounts must be withheld to satisfy federal, state, local or foreign tax obligations associated with the lapse of the risk of forfeiture and/or Settlement of the RSUs ("Withholdings"). Employee shall make arrangements satisfactory to the Company, in advance of any event triggering a Withholding obligation on the part of the Company, to provide for payment of all applicable Withholdings. Employee expressly authorizes the Company to withhold the applicable amount of Withholdings from any payment to Employee or other source of Employee's funds or securities, including any payment relating to an Award or any payroll or other source of Employee's funds or securities, and/or withhold shares deliverable in Settlement of the RSUs having a Fair Market Value equal to the amount of such tax liability required to be withheld as Withholdings in connection with the event triggering Withholding. This may include a withholding upon the vesting of the RSUs if and to the extent permitted under Treasury Regulation Section 1.409A-3(j)(4)(vi). Unless Employee has made alternative arrangements satisfactory to the Company to satisfy mandatory Withholding requirements or unless otherwise determined by the Company, the Company will withhold shares to satisfy any Withholding obligation. Upon the Withholding of shares, the value of shares withheld shall not exceed the minimum applicable withholding tax rate for federal (including FICA), state and local tax liabilities, unless withholding of shares with a greater value is permitted without triggering additional expense recognition under applicable accounting rules. This provision does not obligate the Company to withhold shares to satisfy Withholding obligations. The Company may specify a reasonable deadline (for example, the end of the latest window period during which Employee is permitted to trade under any then applicable insider trading policy of the Company prior to an event causing a tax liability) by which Employee must make alternative arrangements for the payment of Withholdings.

(d) *Clawback Policy.* Notwithstanding anything to the contrary in this Agreement, all RSUs and common shares issued in Settlement of RSUs shall be subject to Section 7.7 of the Plan and otherwise shall be subject to any applicable clawback policy of the Company and to any similar policy adopted by the Company, the Committee, the Board of Directors of Jefferies or any committee of the Board of Directors of Jefferies from time to time (including, but not limited to, any policy adopted in accordance with the Dodd-Frank Wall Street Reform and Consumer Protection Act or other applicable law), regardless of whether any such policy is adopted before or after the date of this Agreement or before or after the date RSUs become vested or are Settled.

(e) *Unfunded Plan.* Any provision for distribution in Settlement of Employee's Account hereunder shall be by means of bookkeeping entries on the books of the Company and shall not create in Employee or any Beneficiary any right to, or claim against any, specific assets of the Company, nor result in the creation of any trust or escrow account for Employee. With respect to any entitlement of Employee or any Beneficiary to any distribution hereunder, Employee or such Beneficiary shall be a general creditor of the Company.

8. Miscellaneous. This Agreement shall be binding upon the heirs, executors, administrators and successors of the parties. This Agreement and the Plan, and any deferral election separately filed with the Company relating to this Award, constitute the entire agreement between the parties with respect to the RSUs, and supersede any prior agreements or documents with respect thereto. No amendment, alteration, suspension, discontinuation or termination of this Agreement that may impose any additional obligation upon the Company shall be valid unless in each instance such amendment, alteration, suspension, discontinuation or termination is expressed in a written instrument duly executed in the name and on behalf of Jefferies or an affiliate. Neither the RSUs nor the granting thereof shall constitute or be evidence of any agreement or understanding, express or implied, that Employee has a right to continue as an officer, director or employee of the Company for any period of time, or at any particular rate of compensation. Any waiver by the Company of a breach of any provision of this Agreement shall not operate or be construed as a waiver of any subsequent breach of such provision or any other provision hereof.

THIS AGREEMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK WITHOUT GIVING EFFECT TO CONFLICTS OF LAWS PRINCIPLES.

Employee hereby acknowledges that the type and periods of restriction imposed in the provisions of this Agreement are fair and reasonable. Employee hereby further acknowledges that the provisions of this Agreement shall be enforced to the fullest extent permissible under the laws and public policies applied in each jurisdiction in which enforcement is sought. Accordingly, Employee agrees that if any particular provision of this Agreement shall be adjudicated to be invalid or unenforceable, such provision shall be deemed amended to delete therefrom the portion thus adjudicated to be invalid or unenforceable, such deletion to apply only with respect to the operation of such provision in the particular jurisdiction in which such adjudication is made. In addition, if any one or more of the provisions contained in this Agreement shall for any reason be held to be excessively broad as to duration, geographical scope, activity or subject, it shall be construed by limiting and reducing it, so as to be enforceable to the extent compatible with the applicable law as it shall then appear. Any provision of this Agreement which is prohibited or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such prohibition or unenforceability without invalidating the remaining provisions hereof, and any such prohibition or unenforceability in any jurisdiction shall not invalidate or render unenforceable such provision in any other jurisdiction.

9 . Grantee's Acceptance. Employee hereby accepts the RSUs described in this Agreement and agrees to be bound by the terms and provisions set forth in the Plan and this Agreement. Employee hereby further agrees that all the decisions and determinations of the Committee and the Company shall be final and binding.

Accepted and agreed.

Employee Jefferies Financial Group Inc.

[] [] By: _____

Please contact Stock Administration at stock_administration@jefferies.com with any questions.

Insider Trading and Anti-Tipping Policy

Introduction

During the course of our employment, we periodically become aware of confidential and highly sensitive information concerning Jefferies Financial Group Inc. ("Jefferies") and other companies. Federal securities laws impose severe civil and criminal penalties on persons who trade in securities while aware of material nonpublic information, or who "tip" or provide material information to any other person (including family members) who may trade on the basis of that information.

The laws apply not only to persons such as company directors and officers, but also to any employee or other person who becomes aware of such information.

The terms "trade" or "transaction" in this policy includes purchases, sales, pledges, gifts and other direct or indirect acquisitions or dispositions.

Jefferies Corporate Policy

It is the policy of Jefferies to comply with all applicable laws and regulations in conducting its business.

I. No insider trading. Our policy is that no director, officer or employee of Jefferies or any of its subsidiaries who is aware of material nonpublic information ("MNPI") relating to any company may trade such company's securities or pass such information on to others. Specifically, this would include Jefferies, its subsidiaries, companies in which Jefferies has an investment or significant relationship and its customers and clients. This prohibition means:

- You must not trade in any Jefferies security (equity or debt) while you possess (are aware of) MNPI about Jefferies.
- You must not trade in any other company security while you are in possession (are aware of) MNPI about such company, or if in the course of working for Jefferies, you learn of information that is expected to affect another company's stock price, then you may not trade in such other company's securities until the information becomes public or is no longer material. Be aware that MNPI about a company in which Jefferies has an investment or significant relationship may also constitute MNPI about Jefferies, thereby precluding you from trading in Jefferies securities as well.
- You must not "tip" such information to anyone else.
- You must not trade in (or tip regarding) the securities of other companies if you become aware of MNPI concerning them in the course of your employment or otherwise (including as MNPI, that Jefferies is

Insider Trading and Anti-Tipping Policy

considering making an investment in, has made an investment in, or is considering an acquisition of such other public company).

- You must not trade any stocks or bonds or trade in derivative securities such as put and call options if you are aware of MNPI.

Persons Subject to this Policy.

This policy applies to all directors, officers and other employees of Jefferies and its subsidiaries. This policy also applies to your family members who reside with you, anyone else who lives in your household, any family members who do not live in your household but whose transactions in Jefferies securities are directed by you or are subject to your influence or control, such as parents or children who consult with you before they trade in Jefferies securities (collectively referred to as "Family Members").

You are responsible for the transactions of these other persons and therefore should make them aware of the need to confer with you before they trade in any Jefferies securities. This policy also applies to any entities that are under your or your Family Members' influence or control, including corporations, partnerships or trusts.

Consequences of Non-Compliance

Individuals who violate the insider trading laws can be liable for a civil fine of up to three times the profit gained or loss avoided and criminal penalties up to \$5 million, including a jail term of up to 25 years, disgorgement of profits and can be barred from serving as an officer or director of Jefferies or any other company filing reports with the SEC. Companies and supervisory personnel who fail to prevent such illegal trading may face civil penalties of the greater of \$1 million or three times the profit gained, regulatory actions and criminal penalties.

In addition, failure to comply with this policy will result in disciplinary action that may include termination.

Material Nonpublic Information ("MNPI")

"Material" information refers to any information that a reasonable investor would consider important in making a decision to buy, sell, hold, or vote securities, given the total mix of available information in the marketplace. In simple terms, material information is any type of information that reasonably could be expected to affect the price of a company's securities or that would be likely to be considered important by investors who are considering trading in that company's securities. Certainly, if such information makes you want to buy or sell a company's securities, it would probably have the same effect on others. "Nonpublic" information is simply information that has not been disclosed to the general public. This sort of information only becomes public after it is released to the public and the market has had time to absorb and adjust to the information. What constitutes "public disclosure" will vary on a case-by-case basis.

MNPI may include (but is not limited to) information about: dividend increases or decreases; earnings or earnings estimates; changes in previously released earnings or estimates; write downs of assets; additions to reserves for bad debts; expansion or curtailment of operations; increases or declines in orders; new products or discoveries; borrowing; litigation; liquidity problems; management developments; contests for corporate control; public offerings of securities; changes of ratings of debt securities; proposed transactions such as refinancings; tender offers, recapitalizations, leveraged buyouts, acquisitions, mergers, restructurings or purchases or sales of assets; advance knowledge of unannounced government action that is likely to have an effect on the market; knowledge of cyber security incidents; knowledge of unannounced events that will affect one or more companies

Insider Trading and Anti-Tipping Policy

in a significant way; knowledge of unannounced inventions; information about a company's corporate strategy or employees; information regarding prospective investments; and information pertaining to policies.

There can be no single definition of what constitutes MNPI. The evaluation will be made on a case-by-case basis and is often only known in hindsight.

If you are uncertain if you possess MNPI, you should consult Jefferies Financial Group Inc.'s Corporate Secretary, Laura Ulbrandt DiPietro (lulbrandt@jefferies.com or 212-460-1977) and advise her of any information in your possession that you believe could be MNPI. The Corporate Secretary will discuss the matter with the General Counsel before advising you as to whether you may engage in trading in the subject securities.

IF YOU ARE IN POSSESSION OF MNPI OR IF YOU HAVE RECEIVED NOTIFICATION FROM JEFFERIES THAT YOU ARE IN POSSESSION OF MNPI, YOU CANNOT TRADE IN ANY SECURITIES OF JEFFERIES OR ANY OTHER AFFECTED COMPANY, NOR CAN YOU DISCLOSE OR "TIP" THAT INFORMATION TO PERSONS NOT YET POSSESSING THAT INFORMATION.

II. Transactions in Jefferies Securities

This policy applies to all transactions in Jefferies debt or equity securities, including but not limited to, the

following:

Sales of Jefferies Financial Group Inc. equity securities that were acquired by Jefferies Financial Group Inc. employees through or distributed from the:

- Employee Stock Purchase Plan;
- Employee Stock Ownership Plan; and
- Deferred Compensation Plan.

Exchanges in/out of the Jefferies Financial Group Inc. Share Fund in the Jefferies Financial Group Inc. Employee 401k / Profit Sharing Plan.

Open market or private purchases of Jefferies Financial Group Inc. securities.

Open market or private purchases of Jefferies Financial Group Inc. debt securities.

Gifts or charitable donations of Jefferies Financial Group Inc. securities and Jefferies Financial Group Inc. debt securities.

Pledges of Jefferies Financial Group Inc. securities and Jefferies Financial Group Inc. debt securities

As a director or employee of Jefferies or of one of its subsidiaries, you are subject to the following policy with respect to transactions in Jefferies debt or equity securities:

Prohibition on Hedging

Directors and executive officers of Jefferies are prohibited from hedging Jefferies securities. This includes all forms of hedging, including, directly or indirectly, engaging in short selling, option transactions and other derivative transactions involving our and our subsidiaries' securities. This prohibition does not apply to holding options and similar securities issued by Jefferies as part of an employee or director compensation or benefit plan.

Blackout Periods – No Trading Permitted

Jefferies Financial Group Inc. / November 2024 / Version 1.2

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Insider Trading and Anti-Tipping Policy

No employee or director of Jefferies or one of its subsidiaries (or their Family Members) may enter into any transaction in Jefferies equity or debt securities during the preparation and announcement of earnings results, such periods of time commonly known as "Blackout Periods," as described below. The term transaction in this paragraph includes purchases, sales, pledges, gifts and other direct or indirect acquisitions or dispositions.

The Jefferies Blackout Periods will begin at the close of business on the 15th day of the months of February, May, August and November (or, if the 15th day falls on a weekend or holiday, the close of business on the business day immediately prior to the 15th) and will be lifted 24 hours after the release of Jefferies quarterly or annual earnings for the most recent period end (whether by earnings press release or by filing a Form 10-Q or Form 10-K).

Jefferies may impose additional Blackout Periods as determined to be necessary or appropriate from time to time. These additional Blackout Periods may be imposed without prior notice or explanation and will be communicated by the General Counsel (or his or her designee).

In appropriate circumstance, including upon the showing of hardship, Jefferies General Counsel has the authority to suspend the application of the Blackout Period(s) with respect to one or more transactions in securities of Jefferies by any employee or director.

III. Pre-Clearance Requirement

You must pre-clear all transactions in Jefferies securities, whether equity or debt with the General Counsel (or his or her designee).

Jefferies shall maintain the confidence of employee trading records that arise in the pre-clearance process and Jefferies expects that each individual shall maintain the fact of pre-clearance trading restrictions in strictest confidence.

**EVEN IF YOU RECEIVE PRE-CLEARANCE TO TRADE, IF YOU HAVE MNPI, YOU MAY NOT TRADE IN
JEFFERIES SECURITIES**

Transactions with Jefferies

Exercising stock options for cash or by delivery of Jefferies shares to Jefferies is not prohibited by this policy. However, exercising stock options through a broker-sponsored "cashless exercise" transaction is effectively selling securities to the public and is therefore covered by the restrictions set forth in this policy, including Blackout Periods and Pre-Clearance Restrictions.

Delivering shares of Jefferies stock to Jefferies in satisfaction of tax obligations upon vesting (or for other reasons approved by the General Counsel (or his or her designee) is not prohibited by this policy.

Six Month Hold Requirement. All open market transactions in Jefferies securities (which for this purpose does not include broker-sponsored "cashless exercise" transactions) will subject to a six-month holding period.

Insider Trading and Anti-Tipping Policy

Pre-Clearance Procedure

This pre-clearance procedure is part of this policy and is not to be interpreted as financial or personal legal advice on securities trading.

Prior to any trade in any of Jefferies' or any subsidiaries' securities, you must comply with the following applicable pre-clearance procedures:

- If you are subject to Jefferies Financial Group Inc.'s Compliance policies and procedures, you must comply with the employee trading pre-clearance procedures established by the Compliance Department located on the firm's intranet.
- If you are NOT subject to Jefferies Financial Group Inc.'s Compliance policies and procedures, you must submit to the Corporate Secretary, Laura Ulbrandt DiPierro at lulbrandt@jefferies.com or 212- 460-1977 or, Executive Vice President and General Counsel, Mike Sharp at msharp@jefferies.com or 212-707-6409 (or their authorized designee(s)) or (each, a "Corporate Contact"), by email an Application and Certification (which is attached to this policy) to assist Jefferies in determining whether a trade at such time is permitted under this policy. Upon receipt of a completed Application and Certification, the Corporate Contact will consult with the General Counsel concerning the requested clearance.

You will be notified orally or in writing (including by email) whether or not your transaction has been approved.

Please note the following:

- Be certain that you obtain pre-clearance prior to effecting any transaction in Jefferies' securities.
- If your proposed transaction is approved, the approval is effective from the time approval is given until the close of business on that day, unless you are advised otherwise at the time of pre-clearance.
- In the event that you are advised not to trade, such advice must be followed and be kept confidential. Maintaining such advice in confidence will prevent the inadvertent signal to others that something material and nonpublic may be occurring with respect to Jefferies (or any other affected company under this policy).

For the avoidance of doubt, the following transactions will not be approved:

- Transactions which do not comply with the six-month holding period
- Direct or indirect short selling
- Transactions that do not comply with any applicable employee stock or incentive plan
- Option transactions of any kind
- Derivatives involving Jefferies Financial Group Inc. securities or Jefferies Financial Group Inc. debt securities

Pre-Arranged Trading Plans

Under current securities laws, in certain circumstances an individual may pre-arrange a plan of trading in Jefferies securities or the securities of other companies. A pre-arranged trading plan may provide an individual with an

Insider Trading and Anti-Tipping Policy

However, such an arrangement must be entered into in good faith, at a time when you do not possess MNPI and must meet the criteria set forth in Rule 10b5-1. Establishing any trading plan involving Jefferies securities must be pre-cleared by the General Counsel.

Share Repurchases

The Board of Directors of Jefferies may from time to time authorize Jefferies to repurchase Jefferies' securities or securities of any subsidiary of Jefferies under such terms and conditions that the Board of Directors may determine. In general, repurchase authorizations should be effected (a) when Jefferies is not aware of material non-public information about Jefferies or Jefferies' securities (b) pursuant to a contract, instruction, or plan that satisfies the requirements of Rule 10b5-1(c) under the Securities Exchange Act of 1934, as amended, (c) in compliance with Rule 10b-18, or (d) otherwise in compliance with applicable law.

Application and Certification for Trading by Directors, Executive Officers and Employees of Jefferies and its Subsidiaries

Name _____ Title _____

Proposed Trade Date

Name of Company and Type of Security to Be Traded:

Insider Trading and Anti-Tipping Policy

Certification

I _____, hereby certify that I have read and understand my obligations under Jefferies Insider Trading and Anti-Tipping Policy and agree to be bound by its terms; (ii) to the best of my knowledge, the proposed trade(s) listed above will not, upon receipt of pre clearance approval, violate the policy; and (ii) the proposed trade(s) listed above will comply with Rule 144 under the Securities Act of

1933, if applicable.

Signature

Name	State/Country of Incorporation
Aircadia Leasing II LLC	Delaware
ASOF Warehouse LLC	Delaware
Baldwin Enterprise, LLC	Colorado
BEI Italia Wireless LLC	Delaware
BEI-Beach LLC	Delaware
HomeFed LLC	Delaware
HomeFed Village 8, LLC	Delaware
Jefferies (Australia) Pty Ltd	Australia
Jefferies (Japan) Limited Tokyo	Japan
Jefferies Asia Holding Pte. Ltd.	Singapore
Jefferies Capital Services, LLC	Delaware
Jefferies Financial Services, Inc	Delaware
Jefferies Funding LLC	Delaware
Jefferies GmbH	Germany
Jefferies Hong Kong Holdings Limited	Hong Kong
Jefferies Hong Kong Limited	Hong Kong
Jefferies India Private Limited	India
Jefferies International Finance Corporation	Delaware
Jefferies International Limited	England and Wales
Jefferies Investment Advisers LLC	Delaware
Jefferies Leveraged Credit Products, LLC	Delaware
Jefferies LLC	Delaware
Jefferies Mortgage Finance, Inc.	Delaware
Jefferies Research Services LLC	Delaware
Jefferies Singapore Limited	Singapore
Jefferies Strategic Investments, LLC	Delaware
Jefferies Structured Credit LLC	Delaware
Jefferies US Holdings LLC	Delaware
JTOP Investments LLC	Delaware
Leucadia Asset Management Holdings LLC	Delaware
Leucadia Asset Management LLC	Delaware
Lucid Markets LLP	England and Wales
LUK Servicing, LLC	Delaware
LVC AM, LLC	Delaware
M Science Holdings LLC	Delaware
M Science LLC	Delaware
Phlcorp Holding LLC	Pennsylvania
Shellnet S.P.A	Italy
SR Warehouse LLC	Delaware
Stratos Global LLC	Saint Vincent and the Grenadines
Stratos Global Services, LLC	Delaware
Stratos Group International LLC	Delaware
Stratos Support EAD	Bulgaria
TESSELIS S.p.A.	Italy
The Residences at Sweetbay, LLC	Delaware

Subsidiaries not included on this list, considered in the aggregate as a single subsidiary, would not constitute a significant subsidiary as of November 30, 2024.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement Nos. 333-185318, 333-232532 and 333-268095 on Form S-8, and No. 333-271881 on Form S-3ASR of our reports dated January 28, 2025, relating to the financial statements of Jefferies Financial Group Inc. and subsidiaries (the "Company") and the effectiveness of Company's internal control over financial reporting, appearing in this Annual Report on Form 10-K for the year ended November 30, 2024.

/s/ Deloitte & Touche LLP

New York, New York

January 28, 2025

CERTIFICATIONS

I, Richard B. Handler, certify that:

1. I have reviewed this annual report on Form 10-K of Jefferies Financial Group Inc.;
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: January 28, 2025

By: /s/ Richard B. Handler

Name: Richard B. Handler
Title: Chief Executive Officer

CERTIFICATIONS

I, Matt Larson, certify that:

1. I have reviewed this annual report on Form 10-K of Jefferies Financial Group Inc.;
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: January 28, 2025

By: /s/ Matt Larson

Name: Matt Larson
Title: Chief Financial Officer

CERTIFICATION
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED BY SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Richard B. Handler, as Chief Executive Officer of Jefferies Financial Group Inc. (the "Company"), certify, as of the date hereof and solely for purposes of and pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- (1) The Annual Report on Form 10-K for the period ending November 30, 2024 as filed with the U.S. Securities and Exchange Commission (the "Report") fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: January 28, 2025

By:

/s/ Richard B. Handler

Name: Richard B. Handler
Title: Chief Executive Officer

CERTIFICATION
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED BY SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Matt Larson, as Chief Financial Officer of Jefferies Financial Group Inc. (the "Company"), certify, as of the date hereof and solely for purposes of and pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- (1) The Annual Report on Form 10-K for the period ending November 30, 2024 as filed with the U.S. Securities and Exchange Commission (the "Report") fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: January 28, 2025

By:

/s/ Matt Larson

Name: Matt Larson
Title: Chief Financial Officer