

## ADDITIONAL REGULATORY DISCLOSURES RELATING TO TP ICAP (EUROPE) SA AND ITS BRANCH OFFICES

### PARIS

The onboarding letter and all its attachments constitute a categorisation notice pursuant to Article 45 of Commission Delegated Regulation (EU) 2017/565 of 25 April 2016 and Article D. 533-4 of the French Monetary and Financial Code.

The onboarding letter and all its attachments (as well as the TP ICAP EU Terms of Business, the relevant Rulebooks and the relevant product specifications) will constitute the terms of the written agreement required for the provision of investment services, in particular, under Article 58 of Commission Delegated Regulation (EU) 2017/565 and Article 314-11 of the French AMF General Regulations. They will also form part of the record of documents for the purposes of Article L. 533-14 of the French Monetary and Financial Code.

#### **Types of entities which are Per se Eligible Counterparties**

1. An entity required to be authorised or regulated to operate in the financial markets. Such entities include the following entities as defined by Article D. 533-13 of the French Monetary and Financial Code (or any superseding provision), whether French or foreign (to the extent that they have equivalent status):
  - a. a credit institution;
  - b. an investment firm;
  - c. any other authorised or regulated financial institution;
  - d. an insurance company;
  - e. a collective investment scheme or management company of such a scheme;
  - f. a pension fund or management company of a pension fund;
  - g. a commodity or commodity derivatives dealer;
  - h. a local.
2. The French State, the Public Debt Fund (*Caisse de la dette publique*), the Social Security Debt Repayment Fund (*Caisse d'amortissement de la dette sociale*), the Bank of France (*Banque de France*), the Overseas Departments Note-Issuing Bank (*Institut d'émission des départements d'outre-mer*), the Overseas Note-Issuing Bank (*Institut d'émission d'outre-mer*) or equivalent foreign entities.
3. Any international financial body of a public nature to which France or any other member of the Organisation for Economic Co-operation and Development adheres.
4. A large French or equivalent foreign undertaking meeting two of the following size requirements on a company basis, to the extent that such undertaking has also expressly confirmed its consent to its classification as eligible counterparty:
  - a. balance sheet total equal or in excess of EUR 20,000,000;
  - b. net turnover equal to or in excess of EUR 40,000,000; and
  - c. own funds equal to or in excess of EUR 2,000,000.
5. The Deposits and Consignments Fund (*Caisse des dépôts et consignations*) and other authorised or regulated institutional investors.
6. At their request, per se professional clients who are legal entities referred to in Article D. 533-11 of the French Monetary and Financial Code, but in such case the client may only be treated as an eligible counterparty with respect to those services or transactions in respect of which it already holds professional client status.

## AMSTERDAM

The onboarding letter and all its attachments constitute a categorisation notice pursuant to Article 45 of Commission Delegated Regulation (EU) 2017/565 of 25 April 2016 and Article 4:1(2) of the Dutch Act on Financial Supervision.

The onboarding letter and all its attachments (as well as the TP ICAP EU Terms of Business, the relevant Rulebooks and the relevant product specifications) will constitute the terms of the written agreement required for the provision of investment services, in particular, under Article 58 of Commission Delegated Regulation (EU) 2017/565 and Section 4:89 of the Dutch Act on financial supervision and Section 168 of the Dutch Decree on Conduct of Business Supervision of Financial Undertakings. They will also form part of the record of documents for the purposes of MiFID II, Section 4:89 of the Dutch Act on financial supervision.

### **Types of entities which are Eligible Counterparties**

Eligible counterparties include but are not limited to, the following entities as defined by MiFID II as implemented and transposed into applicable domestic laws and regulations:

1. An entity required to be authorised or regulated to operate in the financial markets. Such entities include the following entities as defined by MiFID II, as implemented and transposed into applicable domestic laws and regulations, including Article 4:1(2) of the Dutch Act on financial supervision, whether French or foreign (to the extent that they have equivalent status):
  - a. a bank;
  - b. a manager of an investment institution or manager of a UCITS;
  - c. a manager of a pension fund or of a comparable legal person or company;
  - d. an investment institution or UCITS;
  - e. an investment firm;
  - f. a national or regional government body or government body that manages the government debt;
  - g. a central bank;
  - h. a financial institution;
  - i. an international or supranational public law organization or comparable international organization;
  - j. a pension fund or comparable legal entity or company;
  - k. an insurer.
2. A large undertaking meeting two of the following size requirements on a company basis, to the extent that such undertaking has also expressly confirmed its consent to its classification as eligible counterparty:
  - balance sheet total equal to or in excess of EUR 20,000,000;
  - net turnover equal to or in excess of EUR 40,000,000; and
  - own funds equal to or in excess of EUR 2,000,000.
3. At their request, professional clients who are legal entities Article 4:1(2) of the Dutch Act on Financial Supervision but in such case the client may only be treated as an eligible counterparty with respect to those services or transactions in respect of which it already holds professional client status.

## COPENHAGEN

The onboarding letter and all its attachments constitute a categorisation notice pursuant to Article 45 of Commission Delegated Regulation (EU) 2017/565 of 25 April 2016 and Section 4 of the Danish Executive Order of Investor Protection in connection with Securities Trading.

The onboarding letter and all its attachments (as well as the TP ICAP EU Terms of Business, the relevant Rulebooks and the relevant product specifications) will constitute the terms of the written agreement required for the provision of investment services, in particular, under Article 58 of Commission Delegated Regulation (EU) 2017/565 and Section 6 of the Danish Executive Order of Investor Protection in connection with Securities Trading. They will also form part of the record of documents for the purposes of MiFID II, including Section 10 of the Danish Executive Order of Organisational Requirement for Securities Dealers.

### **Types of entities which are Eligible Counterparties**

1. An entity required to be authorised or regulated to operate in the financial markets. Such entities include the following entities as defined by MiFID II as implemented and transposed into applicable domestic laws and regulations, including Annex 2, Section (a-c) of the Danish Executive Order of Investor Protection in connection with Securities Trading, whether French or foreign (to the extent that they have equivalent status):
  - a. investment firms
  - b. credit institutions;
  - c. insurance companies;
  - d. collective investment schemes and management companies of such schemes;
  - e. pension funds and their management companies;
  - f. other financial institutions authorised or regulated under Union law or under the national law of a Member State;
  - g. national governments and their corresponding offices, including public bodies that deal with public debt at national level;
  - h. central banks;
  - i. supranational organisations.
2. A large undertaking meeting two of the following size requirements on a company basis, to the extent that such undertaking has also expressly confirmed its consent to its classification as eligible counterparty:
  - I. balance sheet total equal to or in excess of EUR 20,000,000;
  - II. net turnover equal to or in excess of EUR 40,000,000; and
  - III. own funds equal to or in excess of EUR 2,000,000.
1. At their request, eligible counterparties may be treated as professional clients or retail clients either on a general form or on an ad-hoc basis pursuant to Section 4 (1) of the Danish Executive Order of Investor Protection in connection with Securities Trading.

## FRANKFURT

The onboarding letter and all its attachments constitute a categorisation notice pursuant to Article 45 of Commission Delegated Regulation (EU) 2017/565 of 25 April 2016 and Sections 63 (7), (13) No. 5, 68 of the German Securities Trading Act (Wertpapierhandelsgesetz or "WpHG").

The onboarding letter and all its attachments (as well as the TP ICAP EU Terms of Business, the relevant Rulebooks and the relevant product specifications) will constitute the terms of the written agreement required for the provision of investment services, in particular, under Article 58 of Commission Delegated Regulation (EU) 2017/565 and Section 63 (13) No 1 of the German Securities Trading Act. They will also form part of the record of documents for the purposes of MiFID II, including Section 83 of the German Securities Trading Act in conjunction with Section 9 WpDVerOV.

### **Types of entities which are Eligible Counterparties**

1. An entity required to be authorised or regulated to operate in the financial markets as described in the Section 67 (4) German Securities Trading Act. Such entities include the following entities as defined by MiFID II, as implemented and transposed into applicable domestic laws and regulations, including Section 67 (2) of the German Securities Trading Act, whether German or foreign (to the extent that they have equivalent status):
  - a) investment services company,
  - b) other authorized or supervised financial institutions,
  - c) insurance company,
  - d) undertakings for collective investment and their management companies,
  - e) pension funds and their management companies,
2. Entities that are not required to be authorised or regulated within the meaning of point 1 that exceed at least two of the following three criteria:
  - a. balance sheet total equal to or in excess of EUR 20,000,000;
  - b. net turnover equal to or in excess of EUR 40,000,000; and
  - c. own funds equal to or in excess of EUR 2,000,000.
3. National and regional governments as well as public bodies that manage public debt.
4. Central banks, international and supranational institutions such as the World Bank, the International Monetary Fund, the European Central Bank, the European Investment Bank and other similar international organisations.
5. In accordance with the above, ECPs are also to treat undertakings within the meaning of point 2 with registered office is in Germany or another country, and undertakings whose registered office is in another Member State of the European Union or in another signatory state to the Agreement on the European Economic Area and that are considered to be eligible counterparties under the law of their home country within the meaning of Article 30(3) sentence 1 of Directive 2014/65/EU, if they have agreed to be treated as eligible counterparties for all transactions or for individual transactions.

## MADRID

The onboarding letter and all its attachments constitute a categorisation notice pursuant to Article 45 of Commission Delegated Regulation (EU) 2017/565 of 25 April 2016 and Article 203 of the Spanish Securities Act.

The onboarding letter and all its attachments (as well as the TP ICAP EU Terms of Business, the relevant Rulebooks and the relevant product specifications) will constitute the terms of the written agreement required for the provision of investment services, in particular, under Article 58 of Commission Delegated Regulation (EU) 2017/565 and Article 218 of the Spanish Securities Act. They will also form part of the record of documents for the purposes of MiFID II, including Article 218 of the Spanish Securities Act.

### **Types of entities which are Eligible Counterparties**

1. An entity required to be authorised or regulated to operate in the financial markets. Such entities include the following entities as defined by MiFID II as implemented and transposed into applicable domestic laws and regulations, including Article 207.1 of the Spanish Securities Act, whether French or foreign (to the extent that they have equivalent status):
  - investment firms;
  - credit institutions;
  - insurance and reinsurance companies;
  - collective investment institutions and management companies of collective investment institutions;
  - venture capital entities, other closed-ended collective investment institutions and management companies of closed-ended collective investment institutions;
  - pension funds and their management companies;
  - other financial institutions authorised or regulated by EU law or by the national law of a member state;
  - national governments and their related services, including those negotiating national public debt, central banks and supranational bodies. Equivalent third country entities and regional governments shall also be considered as such.
2. A large undertaking meeting two of the following size requirements on a company basis, to the extent that such undertaking has also expressly confirmed its consent to its classification as eligible counterparty:
  - balance sheet total equal to or in excess of EUR 20,000,000;
  - net turnover equal to or in excess of EUR 40,000,000; and
  - own funds equal to or in excess of EUR 2,000,000.
3. At their request, professional clients who are legal entities Article 207.2 of the Spanish Securities Act but in such case the client may only be treated as an eligible counterparty with respect to those services or transactions in respect of which it already holds professional client status.