
CONDITIONAL PERMISSION FOR MEMBERS TO DEAL WITH ELIGIBLE U.S. PERSONS IN ELIGIBLE OPTIONS OF EURONEXT AMSTERDAM, BRUSSELS AND PARIS: QUALIFICATION REPRESENTATION TO BE COLLECTED FROM U.S. CLIENTS.

GENERAL BACKGROUND

Euronext Amsterdam, Brussels and Paris have respectively filed with the SEC appropriate representations allowing their corporate representatives and their Members to benefit from conditional permission to engage with eligible U.S. clients in specific activities relating to certain individual equity, ETF or equity index options¹.

Such permission is not applicable to options based on US securities, on an index that includes any securities of U.S. issuers or an ETF that would reference such index, which contracts are not available for sale to U.S. persons.

The associated requirements have been standardised by the SEC in a class no-action relief (“the class relief”) released on July 1, 2013. Please refer to the following link on SEC website for the official version:

<http://www.sec.gov/divisions/marketreg/mr-noaction/2013/liffe-am-070113.pdf>

CONDITIONS FOR EURONEXT MEMBERS

Concerning Members of Euronext Amsterdam, Brussels and Paris markets, the conditions to be complied with in order for them to be able to deal with eligible U.S. clients are more specifically the following:

- Euronext Members may only deal with US clients qualifying as “Eligible Broker-Dealers” and “Eligible Institutions”, defined as follows in the context of the class relief:
 - (i) the client must be a “qualified institutional buyer” as defined in Rule 144A(a)(1) under the United States Securities Act of 1933 (“Securities Act”), or an international organisation excluded from the definition of “U.S. Person” in Rule 902(k)(2)(vi) of Regulation S under the Securities Act; and
 - (ii) the client has had prior actual experience with traded options in the U.S. Options (and, therefore, would have received the disclosure document for U.S. standardised options called for by Rule 9b-1 under the United States Securities Exchange Act of 1934 (“Exchange Act”).
- Euronext Members are advised that, under U.S. law, if they are not registered with the SEC as broker-dealers they may deal with Eligible Institutions only in accordance with Rule 15a-6 under the U.S. Securities Exchange Act of 1934, principally through U.S. registered broker-dealers, as provided in Rule 15a-6.

¹ Corresponding representation letters for each market are accessible at

<http://www.sec.gov/divisions/marketreg/mr-noaction/2014/euronext-amsterdam-091714-qib.pdf>

<http://www.sec.gov/divisions/marketreg/mr-noaction/2014/euronext-brussels-091714-qib.pdf>

<http://www.sec.gov/divisions/marketreg/mr-noaction/2014/euronext-paris-091714-qib.pdf>

TEMPLATE DOCUMENT

In this context, Euronext makes available to Members of Euronext Amsterdam, Brussels and Paris a template that can be used to obtain appropriate prior representations of qualification from U.S. persons before engaging in the permitted activities and will have to be maintained in their records, including any update thereof, for further inspection.

REPRESENTATION OF ELIGIBLE STATUS

This form must be completed by any U. S. entity wishing to transact business in Eligible Options on Euronext Amsterdam, Brussels or Paris. It contains representations and warranties as to the status of the U.S. entity as an Eligible Person for the purposes of compliance with the SEC relevant class relief.

TO BE COMPLETED BY EURONEXT MEMBER:

Name of Euronext Member: _____

Name of Eligible Institution: _____

Address: _____

Name of Eligible Broker-Dealer: _____

Address: _____

REPRESENTATIONS BY U.S. CLIENT:

The Eligible Institution/Broker-Dealer identified above hereby represents and warrants to the Euronext Member as follows:

- 1. Its name and address set out above are correct.
- 2. It (i) is an Eligible Broker-Dealer or Eligible Institution, sufficient to be a qualified institutional buyer under Rule 144A under the U.S. Securities Act of 1933, as amended (the "Act"), and (ii) has had prior actual experience in the U.S. standardized options markets and as a result thereof has received the options disclosure document entitled "Characteristics and Risks of Standardized Options" (the "Options Disclosure Document" or "ODD") that is prepared by the Options Clearing Corporation and U.S. options exchanges.

Circle applicable item number(s) 3 through 6 and fill in applicable amount and date.

- 3. If an Eligible Broker-Dealer, it owns and invests on a discretionary basis US\$ _____ (an amount not less than US\$ 10 million) worth of securities eligible under Rule 144A under the Act as of _____ (a date at or since the close of its most recent fiscal year).

4. If an Eligible Institution, it owns and invests on a discretionary basis US\$_____ (an amount not less than US\$ 100 million) worth of securities eligible under Rule 144A under the Act as of _____ (a date at or since the close of its most recent fiscal year).
5. If the Eligible Institution is a bank, savings and loan association or other thrift institution, in addition, it has a net worth of US\$_____ (not less than US\$ 25 million) as of _____ (a date at or since the close of its most recent fiscal year).
6. If the Eligible Institution is a registered investment adviser and it is acting on behalf of a discretionary client that is not a registered investment company or a non-U.S. person within the meaning of Rule 902(k)(2)(i) of Regulation S under the Act, that client is an Eligible Institution which owns US\$_____ (an amount not less than US\$ 100 million) worth of securities eligible under Rule 144A under the Act as of _____ (a date at or since the close of its most recent fiscal year).
7. Its transactions in Euronext Amsterdam, Brussels or Paris Eligible Options will be for its own account or for the account of another Eligible Broker-Dealer or Eligible Institution or for the managed account of a non-U.S. person within the meaning of Rule 902(k)(2)(i) of Regulation S under the Act.
8. It will not transfer any interest or participation in a Euronext Amsterdam, Brussels or Paris Eligible Option it has purchased or written to any other U.S. person or any person in the U.S., who is not an Eligible Broker-Dealer or Eligible Institution.
9. It acknowledges that it will only cause any disposition of a Euronext Amsterdam, Brussels or Paris Eligible Option by instruction to the Euronext Member with whom it has a contract in respect of the Euronext Amsterdam, Brussels or Paris Eligible Option, and that the disposition of the Euronext Amsterdam, Brussels or Paris Eligible Option by the Euronext Member shall be effected only on Euronext and, by the actions of the Euronext Member directly or indirectly, there shall be settlement of the Euronext Amsterdam, Brussels or Paris Eligible Option at LCH S.A. clearing house in Paris. It also understands that any required payments for premium, settlement, exercise or closing of any Euronext Amsterdam, Brussels or Paris Eligible Option in respect of which it has a contract with the Euronext Member must be made in the local payment systems and measured in the currency in which the relevant Euronext Amsterdam, Brussels or Paris Eligible Option is denominated (i.e. currently euros). It also understands that, if in relation to a Euronext Amsterdam, Brussels or Paris Eligible Option it has a contract as a writer with the Euronext Member, margin must be provided to the Euronext Member in such form and amount as determined by that Euronext Member, and that such Euronext Member, if not a clearing member of LCH S.A., must provide margin to its clearing member in such form and amount as determined by that clearing member; and if a clearing member of LCH S.A. such member must maintain, measure and deposit such margin on such Eligible Option with LCH S.A, in such form and amount determined by LCH S.A. (i.e. currently measured in euros).
10. If it is an Eligible Broker-Dealer or Eligible Institution acting on behalf of another Eligible Broker-Dealer or Eligible Institution that is not a managed account, it has obtained from the other written representation to the same effect as these representations and will provide it to the Euronext Member upon demand.
11. It will notify the Euronext Member of any change in the foregoing representations prior to placing any future order, and the foregoing representations will be deemed to be made with respect to each order it gives to the Euronext Member.

Signed for and behalf of the Eligible Person by: _____
(Signature)

Name: _____
(Print)

Position: _____
(Chief Financial Officer, equivalent or other executive officer)

Date: _____

NOTES

An Eligible Person is a U.S. entity in either of the following categories:

1. An Eligible Broker-Dealer is a U. S. entity that (i) is registered as a broker-dealer with the U.S. Securities and Exchange Commission (“SEC”), (ii) in the aggregate owns and invests on a discretionary basis, at least US\$ 10 million of securities (excluding securities of issuers affiliated with such broker-dealer and the following “excluded instruments”: securities issued or guaranteed by the United States or an instrumentality thereof, bank deposit notes and certificates of deposit, loan participations, repurchase agreements and securities subject to repurchase agreements, and interest rate, currency and commodity swaps) and (iii) has had prior actual experience with traded options in the U.S. options market.

2. An Eligible Institution is a U.S. entity that (i) in the aggregate owns and invests on a discretionary basis at least US\$ 100 million in securities (excluding securities of issuers affiliated with such institution and the “excluded instruments” as defined for Eligible Broker-Dealers above), (ii) has had prior actual experience with traded options in the U.S. options market and (iii) falls within one of the following eleven categories:
 - (1) An insurance company regulated by a state in the U.S.

 - (2) An investment company registered with the SEC under the U.S. Investment Company Act of 1940, as amended (the “Company Act”). To reach the US\$ 100 million invested in securities, a registered investment company may aggregate securities owned by the entire “family of investment companies” of which it is a part, defined to include investment companies having the same investment adviser (or, in the case of unit investment trusts, the same depositor) or having advisers (or depositors) that are majority-owned subsidiaries of the same parent or of each other.

 - (3) An investment adviser registered with the SEC under the U.S. Investment Advisers Act of 1940, as amended (the “Advisers Act”).

 - (4) A bank (including a U.S. agency or branch of a foreign bank), savings and loan association or other thrift institution regulated in the U.S. which has a minimum net worth of US\$ 25 million.

 - (5) A corporation (other than a bank or thrift institution), partnership, or business trust.

SEC CLASS RELIEF – ELIGIBILITY RELIEF FOR US CLIENTS

- (6) An employee benefit plan within the coverage of the U.S. Employee Retirement Income Security Act of 1974, as amended (“ERISA”).
- (7) An employee benefit plan established and maintained by a state or municipal government or instrumentality in the U.S.
- (8) A U.S. tax-exempt charitable organisation.
- (9) A business development company as defined in the Company Act or Advisers Act.
- (10) A small business investment company licensed by the U.S. Small Business Administration.
- (11) An international organisation, such as the International Monetary Fund, the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank, the African Development Bank, the United Nations, or an agency, affiliate or pension plan of such international organisations.