



NYSE ArcaSM
Europe

**MEMBERSHIP
APPLICATION FORM**

1. Introduction

This membership application form is for those applicants that are not already Members of NYSE Arca Europe¹. NYSE Arca Europe² is a Pan-European Multilateral Trading Facility operated by Euronext Amsterdam N.V., under the supervision of the AFM (hereinafter “NYSE Arca Europe”).

Please complete the form and return it by post together with supporting documentation (as requested in the appendices) to the Euronext Securities Market Membership Department at the following address:

EURONEXT SECURITIES MARKET MEMBERSHIP DEPARTMENT
<p>P.O. Box 19163 1000 GD AMSTERDAM The Netherlands</p> <p>Phone: +31 (0)20 550 4425 Fax: +31 (0)20 550 4831 Email: membership@euronext.com</p>

All applicants should ensure that, where relevant, they have the appropriate regulatory authorisation(s) to conduct business on NYSE Arca Europe. Please note that there are restrictions on jurisdictions from where Members may operate.

Applicants should be aware that the AFM may contact your home state regulator for additional information. The AFM may also request further information from the applicant directly and may impose fees.

For further information please visit our website www.euronext.com/NAE or contact the Euronext Securities Market Membership Department.

¹ All capitalized terms shall have the meaning ascribed to them in the NYSE Arca Europe Rule Book, from time to time in force.

² NYSE Arca Europe will not provide any service or conduct any activity amounting to a regulated activity prior to becoming authorised by the Netherlands Authority for the Financial Markets (AFM).

2. Details of Applicant

Applicant's statutory name and legal form	
Commercial name (if different)	
V.A.T. (tax) registration number	
Bank Identified Code (BIC)	
Registered address	
Mailing address (if different)	
Switchboard telephone number	
Website address	
Contact name (for processing this application)	
Job title/position	
Telephone number (including extension)	
Email address	

3. Proposed Trading and Clearing Activity

3.1 Please indicate the type of trading activity³ you intend to perform on NYSE Arca Europe:

Proposed activity(ies)	(please tick ✓)
Dealing for own account	
Execution of orders for third parties	

3.2 Please add the name of the EuroCCP General Clearing Member(s) through which you intend to clear the stocks. If clearing your own business, please write "self".

Country	Clearing House	EuroCCP General Clearing Member(s)
Austria	EuroCCP	
Denmark	EuroCCP	
Finland	EuroCCP	
Germany	EuroCCP	
Ireland	EuroCCP	
Italy	EuroCCP	
Norway	EuroCCP	
Spain	EuroCCP	
Sweden	EuroCCP	
Switzerland	EuroCCP	
UK	EuroCCP	

3.3 If you intend to trade UK and/or Irish securities, please complete Annex A 'Stamp Duty Application for registration as a recognised intermediary for UK Securities'.

4. Applicant's Profile

Is the Applicant currently a member of any other futures and/or options, securities, or commodities exchange? If so, please provide details:

Member since (date)	Name of entity holding membership	Exchange	Membership capacity held

³ The proposed activity(ies) and authorisations of the Applicant will determine the Membership capacity to be designated
 NYSE Arca Europe Application Form – January 2009

5. Regulation

Please provide details of the Applicant's regulatory status (*please tick ✓*)

Credit Institution

Investment Firm

Non-MiFID⁴ / EEA⁵

Non-MiFID / Non-EEA

Applicants benefiting from passporting rights should contact their home state regulator to ensure the relevant cross border passports are in place.

Please confirm the name of the applicant's regulator and where it is subject to more than one regulatory body, please indicate which is the lead regulator.

Name of home state regulator(s)

If the applicant is not a regulated entity, please provide evidence that an application for authorisation from a competent authority has been made but authorisation has not yet been received or provide an explanation on a separate sheet as to why no such authorisation is required.

Firms should be aware that the AFM may contact your home state regulator to provide confirmation of the following:

- (i) *jurisdiction over the market activities of the applicant*
- (ii) *non-opposition to the application and,*
- (iii) *readiness to share information with AFM and offer cooperation*

*The AFM may request additional information from the applicant.
The AFM may impose fees.*

6. Disciplinary history and related matters

This question relates to the activities of not only the applicant (including relevant persons) itself, but also of other entities within the group, pertinent to its operation on NYSE Arca Europe. The response should include events which the applicant considers material and which occurred in the last 5 years. If an applicant is uncertain about the materiality of a specific disciplinary proceeding or event the matter should be disclosed.

Has the applicant or any other relevant parties within the group been:

- (i) found guilty in a criminal court
- (ii) the subject of an adverse finding in a civil or administrative court or tribunal
- (iii) in contravention of any provision of financial services legislation, rules, regulations or statements of principle
- (iv) the subject of disciplinary procedures by any government agency, self-regulating organisation or exchange
- (v) subject to a refusal or restriction to carry on a trade/business/profession or to disqualification from acting as a director
- (vi) under special investigation, or is it currently under special investigation, by any auditor, government agency, self-regulating organisation, exchange, taxation or other authority?

Yes

No

⁴ The Markets in Financial Instruments Directive (MiFID) is the legislative framework for investment firms and securities markets in the EU, providing for a "passport" for investment services (i.e. allowing investment services to be provided throughout the EU on the basis of home state authorisation);

⁵ European Economic Area (EU plus Iceland, Norway and Liechtenstein).

7. Authorised Representatives, Responsible Persons and key personnel

- 7.1 Pursuant to the NYSE Arca Euronext Rule Book, Applicants are required to appoint at least one Authorised Representative and two Responsible Persons. Please fill out the separate Authorised Representative and Responsible Person registration forms.
- 7.2 In addition to 7.1, please provide details of the key personnel that will be responsible for the business on NYSE Arca Europe:

Management of Trading

Full Name:	
Telephone No:	Fax No:
Email:	Date of Birth:

Compliance Officer

Full Name:	
Telephone No:	Fax No:
Email:	Date of Birth:

Back Office Manager

Full Name:	
Telephone No:	Fax No:
Email:	Date of Birth:

8. Declaration of Applicant

This Declaration and application for Membership is made by the Applicant to NYSE Arca Europe (the Applicant and NYSE Arca Europe being, collectively, "the Parties").

In consideration of (i) NYSE Arca Europe examining and processing this application and (ii) the Applicant co-operating with NYSE Arca Europe and furnishing it with all the necessary information in support of this application, the Parties hereby agree that this Declaration shall be legally binding upon the Parties.

Interpretation

The terms used in this Declaration shall have the meanings ascribed to them by the NYSE Arca Europe Rules.

The masculine gender shall include the feminine and the singular number shall include the plural and vice versa.

Admission as a Member

We understand that our Membership of NYSE Arca Europe will not commence until (i) we have completed the application form to the satisfaction of NYSE Arca Europe and have provided such additional information as is, and entered into such agreements as are, required by NYSE Arca Europe; (ii) our application has been approved by NYSE Arca Europe; and (iii) NYSE Arca Europe has notified us of its decision in writing.

We understand that Membership or any trading or other privileges arising from such Membership may not be transferred, assigned or encumbered by or on behalf of the Member except with the prior written approval of NYSE Arca Europe where such transfer, assignment or encumbrance is expressly provided for in the NYSE Arca Europe Rules.

We agree to pay the fees and charges applicable to our Membership in accordance with the terms determined and published by NYSE Arca Europe.

We understand that in order to maintain our NYSE Arca Europe Membership we must organise and control our affairs in a responsible manner in accordance with the Rules, and to this end that we must have staff who are fit and proper with suitable authorisation/qualifications and experience in order to implement and maintain adequate internal procedures and controls.

The clauses of this Declaration shall apply only to the period up to the Applicant's admission as a Member, except for the clauses relating to Admission as a Member and Compliance with the NYSE Arca Europe Rules, which shall continue beyond that date.

Compliance with the NYSE Arca Europe Rules

If we are approved as a Member, we agree to comply with and be bound by the NYSE Arca Europe Rules from time to time in force, and any obligations imposed by NYSE Arca Europe pursuant to those Rules.

Confidentiality of Data

We understand that any information provided by or on behalf of us during the application for Membership shall be kept confidential by NYSE Arca Europe for an indefinite period (whether or not our application for Membership is successful) and shall not be disclosed to any third party without our prior written approval except where permitted by the NYSE Arca Europe Rules or required by applicable law or regulation.

Data Protection Provisions

Notwithstanding the Confidentiality clause above, as the operator of regulated markets, NYSE Arca Europe is required to make public the names of Members. We acknowledge and agree that NYSE Arca Europe shall publish by any appropriate means such information in respect of us.

The personal data collected in this form is required to allow you to operate business on NYSE Arca Europe. This data is intended for use by NYSE Arca Europe and may, unless identified in writing by the relevant data subject, be communicated to any affiliated companies, including those located in the United States and other countries outside the European Economic Area. The data subject is entitled to have access to and to rectify the personal data relating to him, as well as, on legitimate grounds, to object to such processing. A data subject may exercise these rights by contacting NYSE Arca Europe.

NYSE Arca Europe may also use other information contained in the membership database in respect of the Member for the NYSE Arca Europe’s marketing purposes⁶. We agree that NYSE Arca Europe may quote our trade references, including our brands, to promote NYSE Arca Europe.

Settlement of Disputes

We agree that any dispute between us as the Applicant (or Member as the case may be) and NYSE Arca Europe in respect of membership issues or anything else under this Declaration and application for membership which is not resolved by an amicable settlement between the Parties shall be dealt with by the Courts applicable to NYSE Arca Europe (as specified in the Governing Law and Counterparty provision below).

Governing Law and Counterparty

The governing law and jurisdiction of this Declaration and application for Membership shall be that of the Netherlands. Euronext Amsterdam N.V. as operator of NYSE Arca Europe shall be the counterparty to this Declaration and application for Membership.

We certify that the statements in our application for membership and in this Declaration are true and complete.

WILFUL FALSIFICATION, MISREPRESENTATION, OR OMISSION OF ANY MATERIAL FACT REQUIRED TO BE STATED CONSTITUTES CAUSE FOR DENIAL, SUSPENSION, OR REVOCATION OF MEMBERSHIP.

Applicant's Statutory Name		
Signature of applicant	Job title	Date
	Print full name	

⁶ The information used by NYSE Arca Europe shall be subject to the privacy policy contained on the Euronext website www.euronext.com.

**Annex A Stamp Duty
Application for registration as a recognised intermediary for UK Securities**

To: Christine Dwyer
Market Secretariat
The London International Financial Futures and Options Exchange
Cannon Bridge House
1 Cousin Lane
London
EC4R 3XX

Telephone: + 44 (0)20 7379 2815
Facsimile: + 44 (0)20 7379 2409
E-mail: stampdutyreservetax@liffe.com

From: NYSE Arca Europe MTF Participant

Please note:

This application will be registered once the appropriate approvals for NYSE Arca Europe have been received from the FSA and HM Revenue & Customs in the UK.

Name of Participant: _____

Address: _____

Telephone No: _____

Facsimile No: _____

CREST Participant Code: _____

We hereby apply for recognition as an Intermediary and confirm that we:

- (a) carry on a bona fide business of dealing in shares; and
- (b) do not carry on an excluded business, as defined in the Finance Act 1986.

Signed: _____
(authorised signatory)

Name: _____

Position: _____

Date: _____

I confirm that I am/am not an intermediary for stamp duty/SDRT purposes through my membership of:

The London Stock Exchange: Yes No

Other (Please specify) _____

Please note:

A member without a UK presence must appoint a UK entity e.g. its Clearing Member to act as its agent for the purpose of providing access to records of trading activity to HM Revenue & Customs when required.

Accordingly, a member without a UK presence must fill in the following section:

Company Name: _____

Address: _____

Contact: _____

Telephone No: _____

Facsimile No: _____

Email Address: _____

[.....(name of member)] hereby nominates the above UK entity as its agent for the purpose of providing access to records of trading activity to HM Revenue & Customs as required to qualify for status of intermediary.

Signed _____
(authorised signatory)

Name _____

[.....[name of UK entity] hereby agree to act

as agent for [.....(name of member)] for the purpose of providing access to records of trading activity to HM Revenue & Customs, as required under stamp duty legislation.

Signed _____
(authorised signatory)

Name _____

For Official Use

Signed: _____

Date: _____

Appendix: Supporting documents

The relevant supporting documents should be submitted together with this application form.

Please use the checklist below to indicate which supporting documents you are submitting with your application.

Yes / NA (not applicable)	Information to be sent with the completed application form, where relevant
	Legal incorporation documentation e.g. Certificate of Incorporation and Memorandum and Articles of Association, or equivalent document(s) depending on country of incorporation
	Group structure diagram showing the ownership of the Applicant and where relevant the whole group structure, including percentage sizes of holdings and stakeholders' nationalities. The mandatory threshold for inclusion of stakeholders is an interest of 5% or more
	Details of any disciplinary history (as per Q.6)
	List of the Applicant's authorised signatories (and for Dutch firms, an extract from the Chamber of Commerce's trade register showing the authority of the signatories to represent the Applicant)
	<p><u>For Non-MiFID firms:</u></p> <ul style="list-style-type: none"> <li data-bbox="402 737 1458 793">(i) Evidence of authorisation indicating the permitted investment activities and financial instruments (where available) <li data-bbox="402 800 1458 884">(ii) Curriculum vitae of the two individuals who effectively direct the business (e.g. Chief Executive Officer and Managing Director) and, if available, their certificates stating an absence of criminal record

NYSE Arca Europe

U.K. EQUITY SECURITIES

ARRANGEMENTS FOR STAMP DUTY/SDRT RELIEFS

EXPLANATORY NOTE

1. Introduction

1.1 The purpose of this Explanatory Note is to:

- (a) describe the stamp duty/SDRT reliefs available to NYSE Arca Europe Members; and
- (b) set out the procedure to be followed by any Member who wishes to be recognised as an “intermediary” in order to qualify for stamp duty/SDRT reliefs.

2. The reliefs

2.1 Part III and Part IV of the Finance Act 1986 provide details of the reliefs from stamp duty and SDRT for any intermediary who inter alia is a member of a UK market.

2.2 The legislation includes a definition of “intermediary” for this purpose. Broadly, an intermediary is a person who carries on a bona fide business of dealing in equity securities and does not carry on a business which counts as an “excluded business”.

2.3 Attached to this Note are:

- (a) an extract of the relevant sections of the Finance Act 1986; and
- (b) an application form for recognition as an intermediary

3. Application for status of “intermediary”

3.1 Members of NYSE Arca Europe who wish to obtain stamp duty and SDRT reliefs available for trading U.K. equity securities must complete the attached Application Form.

Members should be aware of the following:

- (a) If the applicant is a member of the London Stock Exchange (“LSE”) and registered through LSE as an Intermediary (“LSE Intermediary”) provided that the shares traded through NYSE Arca Europe are also available on LSE the applicant will not have to register as an Intermediary through NYSE Arca Europe i.e. their status as an LSE Intermediary will be sufficient. **The applicant must, however, register their CREST Code with NYSE Arca Europe and confirm this status.**
- (b) The same principle would apply if the applicant had obtained Intermediary status via a regulated market other than LSE, provided such other regulated market admits to trading the same UK securities as NYSE Arca Europe. **Again, the applicant must register their CREST Code with NYSE Arca Europe.**
- (c) If any UK securities listed on NYSE Arca Europe are not listed on the London Stock Exchange or a regulated market, described in (b) above, a Member’s existing Intermediary Status would not be sufficient and the Member would need to apply for Intermediary Status through NYSE Arca Europe.

- (d) If the applicant is not already an LSE Intermediary or paragraph (c) applies, the applicant will have to apply for recognition as an Intermediary through NYSE Arca Europe¹. **Each applicant who wishes to rely on an exemption from stamp duty/SDRT must fill in and submit the appropriate form.**

3.2 The approach adopted by HM Revenue & Customs is one of self-certification. Each member who wishes to be recognised by NYSE Arca Europe as an intermediary for the purposes of the legislation must satisfy himself that he falls within the statutory definition and, in particular, that he does not carry on an excluded business. Where a member is not certain that he qualifies, he should seek clarification from the Stamp Office of HM Revenue & Customs or from his tax advisor.

4. Further information

4.1 Members seeking further information in respect of the application process should contact Christine Dwyer +44 20 7379 2815, Penny Wade +44 20 7379 2043 or Becky Phillips +44 20 7379 2048 at LIFFE. E-mail address stampdutyservetax@liffe.com.

Disclaimer:

This explanatory note has been provided by NYSE Arca Europe for general information purposes only. It does not constitute legal, accounting, tax or other professional advice or services and is presented without any representation or warranty as to the accuracy or completeness of the information. The application and impact of laws can vary widely based on the specific facts involved.

Version 1 – December 2008

¹ This will only be possible once the appropriate approvals for NYSE Arca Europe have been received from the FSA and HM Revenue & Customs in the UK.

**Attachment to NYSE Arca Europe Explanatory Note in respect of
Stamp duty/SDRT reliefs**

Extract from the Finance Act 1986 Section 80A

- (4) For the purpose of this section –
- (a) an intermediary is a person who carries on a bona fide business of dealing in stock and does not carry on an excluded business; and
- (5) The excluded businesses are the following-
- (a) any business which consists wholly or mainly in the making or managing of investments;
 - (b) any business which consists wholly or mainly in, or is carried on wholly or mainly for the purpose of, providing services to persons who are connected with the person carrying on the business;
 - (c) any business which consists in insurance business;
 - (d) any business which consists in managing or acting as trustee in relation to a pension scheme or which is carried on by the manager or trustee of such a scheme in connection with or for the purposes of the scheme;
 - (e) any business which consists in operating or acting as trustee in relation to a collective investment scheme or is carried on by the operator or trustee of such a scheme in connection with or for the purposes of the scheme.