

Definition of Professional Client - UK

(1) An entity required to be authorised or regulated to operate in the financial markets. The following list includes all authorised entities carrying out the characteristic activities of the entities mentioned, whether authorised by an EEA State or a third country and whether or not authorised by reference to a directive:

- (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 the management company of such a scheme;
- (f) a pension fund or the management company of a pension fund;
- (g) a commodity or commodity derivatives dealer;
- (h) a local;
- (i) any other institutional investor;

(2) In relation to MiFID or equivalent third country business a large undertaking meeting two of the following size requirements on a company basis:

- (a) balance sheet total of EUR 20,000,000;
- (b) net turnover of EUR 40,000,000;
- (c) own funds of EUR 2,000,000;

(3) In relation to business that is not MiFID or equivalent third country business a large undertaking meeting any of the following conditions:

- (a) a body corporate (including a limited liability partnership) which has (or any of whose holding companies or subsidiaries has) (or has had at any time during the previous two years) called up share capital or net assets of at least £5 million (or its equivalent in any other currency at the relevant time);
- (b) an undertaking that meets (or any of whose holding companies or subsidiaries meets) two of the following tests:
 - (i) a balance sheet total of EUR 12,500,000;
 - (ii) a net turnover of EUR 25,000,000;
 - (iii) an average number of employees during the year of 250;

(c) a partnership or unincorporated association which has (or has had at any time during the previous two years) net assets of at least £5 million (or its equivalent in any other currency at the relevant time) and calculated in the case of a limited partnership without deducting loans owing to any of the partners;

(d) a trustee of a trust (other than an occupational pension scheme, SSAS, personal pension scheme or stakeholder pension scheme) which has (or has had at any time during the previous two years) assets of at least £10 million (or its equivalent in any other currency at the relevant time) calculated by aggregating the value of the cash and designated investments forming part of the trust's assets, but before deducting its liabilities;

(e) a trustee of an occupational pension scheme or SSAS, or a trustee or operator of a personal pension scheme or stakeholder pension scheme where the scheme has (or has had at any time during the previous two years):

(i) at least 50 members; and

(ii) assets under management of at least £10 million (or its equivalent in any other currency at the relevant time);

(f) a local authority or public authority.

(4) A national or regional government, a public body that manages public debt, a central bank, an international or supranational institution (such as the World Bank, the IMF, the ECP, the EIB) or another similar international organisation;

(5) Another institutional investor whose main activity is to invest in financial instruments (in relation to the firm's MiFID or equivalent third country business) or designated investments (in relation to the firm's other business). This includes entities dedicated to the securitisation of assets or other financing transactions.

We would apply the same standards for a client who has elected to be treated like a professional investor as described above.

Note: the above definition of "professional client" has been extracted from section 3.5.2 of the Conduct of Business Sourcebook of the Financial Conduct Authority ("FCA") Handbook. Please refer to the FCA website (www.fca.org.uk) for additional information. We reserve the right to amend this definition in line with possible amendments to chapter 3.5 of the Conduct of Business Sourcebook of the FCA Handbook.