FAO The Tax Division
Association for Financial Markets in Europe
St. Michael's House
1 George Yard
London
EC3V 9DH
United Kingdom

30th July 2012

Dear Sirs

AFME French Financial Transactions Tax Protocol – Adherence Letter

1. ADHERENCE

The purpose of this letter is to declare our adherence and that of each other party whose name is listed in paragraph 2 below (for whom we act as agent for the purposes of this Adherence Letter), to the AFME French Financial Transactions Tax Protocol (the Protocol).

By executing this letter, we make the representations set out in paragraph 5.1 of the Protocol and confirm our intention to be bound by the terms of the Protocol as amended from time to time. This letter constitutes an Adherence Letter as referred to in the Protocol.

The definitions and provisions contained in the Protocol are incorporated into this Adherence Letter.
2. **PARTIES TO WHOM THIS ADHERENCE LETTER APPLIES**

Liquidnet Europe Ltd  
Liquidnet Canada Inc  
Liquidnet Japan Inc  
Liquidnet Inc  
Liquidnet Asia Limited  
Liquidnet Australia Pty Ltd

Our BIC codes

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<th>Member Mnemonic</th>
<th>Member ID</th>
<th>Crest Code</th>
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<td>LIQUIDNET AUSTRALIA PTY LTD</td>
<td>SYDNEY</td>
<td>AUSTRALIA</td>
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<td>LICDCAT1</td>
<td>LIQUIDNET CANADA INC.</td>
<td>TORONTO</td>
<td>CANADA</td>
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<td>LIQAHK1</td>
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<td>HONG KONG</td>
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<td>LIQUIDNET JAPAN INC.</td>
<td>MINATO-KU</td>
<td>JAPAN</td>
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<td>LNELGB21</td>
<td>LIQUIDNET EUROPE LIMITED</td>
<td>LONDON</td>
<td>UNITED KINGDOM</td>
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DTC number is 352  
EOC number 90014  
FSA number is 198039  
Companies house 04232799

Our LSE number is:

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3. **APPOINTMENT AS ADMINISTRATOR AND RELEASE**

We hereby appoint AFME as administrator for the limited purposes of the Protocol and accordingly we waive, and hereby release AFME from, any rights, claims, actions or causes of action whatsoever (whether in contract, tort or otherwise) arising out of or in any way relating to this Adherence Letter or our adherence to the Protocol or any actions contemplated as being required by AFME.

4. **CONTACT DETAILS**

Our contact details for the purposes of the Protocol are:

Name FAO: Natalie Bourne  
Address: Liquidnet Europe Limited  
Telephone: 0207-614-1617  
Fax: 0207-614-1690  
E-mail: NBourne@liquidnet.com

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1 To the extent that each adhering entity does not share the same contact details, please provide the contact details for each adhering entity.
1.1 We undertake to notify AFME of any changes to these details at any time throughout our adherence to the Protocol, by delivering to AFME by (i) certified or registered mail (or airmail, if overseas) or equivalent; (ii) courier; or (iii) personal delivery to AFME’s address set out in this Adherence Letter, two copies of such notice: one a manually signed original and the other a conformed copy containing, in place of each signature, the printed or typewritten name of each signatory. In addition, we will send scanned pdf copies of the manually signed original and conformed copies of the notice of change of details to AFME at FITTProtocol@afme.eu.

1.2 We agree to the publication by AFME of the conformed copy of any such notice.

5. **AGENT FOR SERVICE OF PROCESS**

Liquidnet Europe Limited will agree that we will at all times while we remain an Adhering Party to the Protocol maintain an agent for service of process and any other documents in proceedings in England. Any claim form, judgment or other notice of legal process will be sufficiently served on us if delivered to such agent at its address for the time being. We undertake not to revoke the authority without giving prior notification to the AFME.

We consent to the publication of the conformed copy of this letter by AFME and to the disclosure by AFME of the contents of this letter.

Yours faithfully

Signed by on behalf of

Liquidnet Europe Limited: Simon Ormrod

Name: Simon Ormrod
Title: Director of Liquidnet Europe Limited