

COWEN

CONFORMED LETTER

**FAO The Tax Division
Association for Financial Markets in Europe
39th Floor
25 Canada Square
London
E14 5LQ
United Kingdom**

10/25/2017

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 article 5 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

- **COWEN EXECUTION SERVICES LLC**
BD SEC Number: 8-46838
CRD Number: 35693
NFA ID: 0324375
LEI Number: 5493005RJDJD18OPUP27
BIC Code: CVGXUS33XXX
- **COWEN EXECUTION SERVICES LIMITED**
Companies House Number 06262150
FCA Reference Number 472780
LEI Number: 213800SS94VGJTFLIG64
BIC Code: CVGXGB21XXX
- **COWEN INTERNATIONAL LIMITED**
Companies House Number 5622839
FCA Reference Number 442744
LEI Number: 213800S7FGLGM4J4MV84
BIC Code: CWCOGB21XXX

We hereby confirm that we deal on our own account and are duly licensed for dealing on own account and/or we execute orders on behalf of clients and are duly licensed for the execution of orders on behalf of clients.

We provide a link to the relevant regulator's register of investment service providers to confirm our accreditation:

Cowen Execution Services LLC:

<https://brokercheck.finra.org/firm/summary/35693>

Cowen Execution Services Limited:

https://register.fca.org.uk/ShPo_FirmDetailsPage?id=001b000000Mg4jGAAR

Cowen International Limited:

https://register.fca.org.uk/ShPo_FirmDetailsPage?id=001b000000MfcZ8AAJ

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 DETAILS¹

Our contact details for the purposes of the Protocol are:

Name: Philip Gough

FAO: Cowen Execution Services Limited

Address: 16-18 New Bridge Street London, EC4V 6AG

Telephone: +44 (0)20 7070 0157

E-mail: philip.gough@cowen.com

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 fttprotocol@afme.eu.

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

¹ To the extent that each adhering entity does not share the same contact details, please provide the contact details for each adhering entity.

5. AGENT FOR SERVICE OF PROCESS²

Cowen Execution Services LLC has appointed Cowen Execution Services Limited - 16-18 New Bridge Street London, EC4V6AG, United Kingdom as our agent for service of process and any other documents in proceedings in England. We 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 of the above agent without giving prior notification to the AFME of a replacement agent. 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

Cowen Execution Services LLC

Signed by: Michael Healy
Name: Michael Healy
Title: Chief Operations Officer of Equities of
Cowen Execution Holdco LLC, the Member

Cowen Execution Services Limited

Signed by: Michael Healy
Name: Michael Healy
Title: Director

Cowen International Limited

Signed by: Michael Healy
Name: Michael Healy
Title: Director

² Non-UK Adhering Parties only. To the extent that each non-UK Adhering Party is not using the same agent, please modify this paragraph as necessary.