

Nomura International plc

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

6 January 2021

Dear Sirs

AFME Spanish 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) (each a **Group Adhering Party**), to the AFME Spanish Financial Transactions Tax Protocol (the **Protocol**).

By executing this letter, on our behalf and on behalf of each Group Adhering Party, we make the representations set out in article 6 of the Protocol and confirm our intention to be bound by the terms of the Protocol as amended from time to time. We represent and warrant that we are authorised to submit this letter on behalf of each Group Adhering Party. 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. Corporate Group Parties to whom this Adherence Letter applies

- Nomura International plc, of registered office 1 Angel Lane, London EC4R 3AB, with registered company number 01550505 and UK FCA number 124422
- Nomura Financial Products Europe GmbH, of registered office Rathenauplatz 1, 60313 Frankfurt am Main, Germany with trade register number HRB 110223, German BaFin number 148807 and LEI 5493002XYZZ0CGQ6CB58

Each party listed above shall be a separate Adhering Party.

We hereby confirm that each adhering party listed above deals on its own account and is duly licensed for dealing on own account and/or it executes orders on behalf of clients and is 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

https://register.fca.org.uk/ShPo_FirmDetailsPage?id=001b000000MfF7uAAF

<https://portal.mvp.bafin.de/database/InstInfo/institutDetails.do?cmd=loadInstitutAction&institutId=148807>

an English translation of which is given below:

Authorization to conduct banking transactions and to provide financial services pursuant to sec. 32 (1) of the Credit Act [Kreditwesengesetz (KWG)] to engage in:

a. credit business in the following scope: granting of money loans and acceptance credits to investors for the performance of transactions with one or more financial instruments, so long as the firm granting the credit or loan participates in these transactions (sec. 1 (1) sentence 2 no. 2 KWG),
b. principal broking services (sec. 1 (1a) sentence 2 no. 4 KWG),
c. underwriting business (sec. 1 (1a) sentence 2 no. 10 KWG),

and to provide the following financial services:

d. investment broking (sec. 1 (1a) sentence 2 no. 1 KWG),
e. investment advice (sec. 1 (1a) sentence 2 no. 1a KWG),
f. placement business (sec. 1 (1a) sentence 2 no. 1c KWG),
g. contract broking (sec. 1 (1a) sentence 2 no. 2 KWG),
h. portfolio management (sec. 1 (1a) sentence 2 no. 3 KWG),
i. proprietary trading (sec. 1 (1a) sentence 2 no. 4 KWG).

3. Appointment as Administrator and Release

We (on our own behalf and as agent for all adhering parties listed above) 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: Nomura International plc
FAO: Michael Kearney
Address: 1 Angel Lane, London, EC4R 3AB
E-mail: michael.kearney1@nomura.com

Our contact details for receipt of invoices for Adherence Fees are:¹

Organisation:

Name: Nomura International plc
Billing Address: 1 Angel Lane
City: London
Post Code: EC4R 3AB
Country: United Kingdom
VAT Number: 447 2492 35

We undertake to notify AFME of any changes to these details at any time throughout our adherence to the Protocol, by either:

(a) 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; and we will also 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; or

(b) sending to AFME at fttprotocol@afme.eu an electronically signed original and a conformed copy of such notice.

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

Where this letter applies to a Corporate Group Party, we acknowledge that we will be the Primary Group Adhering Party for the purposes of the Protocol.

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

Nomura International plc

Signed by: _____

Name: Angela Shah

Title: Managing Director, EMEA Head of Tax

Nomura Financial Products Europe GmbH

Signed by: _____

Name: Dr. Marc Lappas

Title: Executive Director

Name: Michael Schmelzer

Title: Executive Director, CFO