

"Deemed" Professional Clients

(A) A Person is a "deemed" Professional Client if that Person is:

- I. a Person which, as at the date of its most recent financial statements, met at least two of the following requirements:
 - a balance sheet total of US\$ 20 million;
 - a net annual turnover of US\$ 40 million; or
 - own funds or called up capital of at least US\$ 2 million (a "Large Undertaking");
- II. a supranational organization whose members are either countries, central banks or national monetary authorities;
- III. a properly constituted government, government agency, central bank or other national monetary authority of any country or jurisdiction;
- IV. a public authority or state investment body;
- V. a Recognized Body or Remote Body;
- VI. an Authorized Person;
- VII. the management company of a regulated pension fund;
- VIII. a Collective Investment Fund or a regulated pension fund;
- IX. a Body Corporate whose shares are listed or admitted to trading on any exchange of an IOSCO member country;
- X. any other institutional investor whose main activity is to invest in Financial Instruments, including an entity dedicated to the securitization of assets or other financial transactions;
- XI. a trustee of a trust which has, or had during the previous twelve months, assets of at least US\$10,000,000. An individual trustee on the board of such a trust is only a "deemed" Professional Client in relation to that particular trust;
- XII. a single-family office with respect to its activities carried on exclusively for the purposes of, and only in so far as it is, carrying out its
- XIII. duties as a single-family office; or
- XIV. a Subsidiary or a Parent of any of the Persons described in Rules 2.4.2(a)(i)(xii).

(B) An Authorized Person must have a reasonable basis for classifying a Person as falling within the list of “deemed” Professional Clients above, including by inspecting copies of any necessary supporting documentation and keeping records of the same.

Service-based” Professional Clients

Service being provided is as per the following description:

Advising on financial products or credit or arranging credit or deals in Investments for the purposes of “corporate structuring and financing” which includes takeovers and merger activities, capital raising activities of companies including any IPO or other offers of securities for capital raising purposes, an acquisition, disposal, structuring, restructuring, financing or refinancing of a corporate or other legal entity.

Market Counterparties

(A) An Authorized Person may classify a Person as a Market Counterparty if:

- I. that Person is a “deemed” Professional Client; and
- II. the requirements in Rule (b) have been met.

(B) An Authorized Person must, before classifying a Person as a Market Counterparty, ensure that such a Person has:

- I. been given a prior written notification of the classification as a Market Counterparty in relation to a particular Regulated Activity or Transaction, or in respect of all Regulated Activities and Transactions; and
- II. not requested to be classified otherwise within the period specified in the notice.

(C) An Authorized Person must, before classifying a Person as a Market Counterparty, ensure that such a Person has:

- I. in the case of a Fund, either to the Fund or its Fund Manager; and
- II. in the case of a pension fund, either to such fund or its management company

Assessed Professional Client:

Individuals

An individual who has sufficient financial experience and understanding of relevant financial markets, products or transactions and any associated risks as detailed out in the Identification Form AND has at least USD 500,000 in net assets, and has provided ICM Limited with sufficient proof thereof;

OR

An individual who has been in the previous two (2) years an employee in a relevant professional position of another ADGM Authorized Firm or Regulated Financial Institution AND has at least USD 500,000 in net assets, and has provided ICM Limited with sufficient proof thereof.

Undertakings

An Authorized Person may classify an Undertaking as an "assessed" Professional Client if the Undertaking, or (as assessed by the Authorized Person) its Controller (provided that if such controller is a natural person), it meets the Professional Client criteria, of Holding Company, Subsidiary or joint venture partner:

i. either:

- (A) has own funds or called up capital of at least US\$500,000;
- (B) appears, on reasonable grounds, to have sufficient experience and understanding of relevant financial markets, products or transactions and any associated risks, following the analysis set out for Assessment of knowledge and experience
- (C) has not opted to be classified as a Retail Client; or

meets any of the criteria for a "deemed" Professional Client.