

Winterflood Securities Limited  
&  
Winterflood Securities US Corporation

# Account Opening Pack

## Introduction

### Welcome to Winterflood Securities Limited (WSL)

Winterflood Securities (the “Firm”) is a market maker offering execution services to retail brokers and institutional clients. As a market maker we are committed to making two-way prices in a wide range of stocks and conditions. It is our belief that technology led innovation is a solid path to the development of our company. We, at Winterflood Securities pride ourselves on being client-centric and aim to provide our customers with a flexible, high quality service throughout the entire execution cycle from pre-trade right through to settlement.

We are regulated by the Financial Conduct Authority with Firm Reference Number 141455 and are subject to the provisions of The Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 in respect of the prevention of money laundering and terrorist financing. We also comply with the guidance of the Joint Money Laundering Steering Group (where applicable). The relationship between

### Welcome to Winterflood Securities US Corporation (WSUC)

We confirm that Winterflood Securities US Corporation (the “USFirm”) is a broker-dealer registered with the SEC and is a member of FINRA and the SIPC. Information on the background of the US Firm is available on FINRA’s BrokerCheck website.

The relationship between WSL and WSUC is bound by a 15a6 agreement, whereby WSUC will chaperone all trading activity. Certain obligations have been passed from WSUC to WSL as part of this agreement. For the avoidance of doubt all trades will be executed with WSL. WSUC will not form part of the execution chain.

## Further Information

For any information or documentation from WSUC please email [newclients@winterflood.us](mailto:newclients@winterflood.us)

For any information or documentation from WSL please email [winter-newclients@winterflood.com](mailto:winter-newclients@winterflood.com)

## Required Documentation

Winterflood Securities Ltd & Winterflood Securities US Corporation kindly request that you return the following documentation so that it may comply with the relevant jurisdictional laws:

Sub Accounts List (if applicable)

Authorised Signatory List

Institutional Suitability/Major US International Investor Certification

## Tax Forms – Required Documents

Tick <b>one</b> option	Tax Form for each Account
	<b>W-9</b> For Certification of the Tax Identification Number (“TIN”) of U.S. Persons
	<b>W-8BEN</b> To Establish non-U.S. Citizenship; To Claim Beneficial Ownership of the Income for which the W-8BEN is provided; and/or To Claim a Reduced Rate or Exemption from Foreign-Person or Other Types of Withholding.
	<b>W-8ECI</b> For use by Foreign Company’s US branch/subsidiary
	<b>W-8EXP</b> Certificate of Foreign Government or other Foreign Organisation for U.S. Tax Withholding
	<b>W-8IMY</b> Certificate of Foreign Intermediary, Flow-Through Entity; or Certain U.S. Branches for U.S. Tax Withholding

## Rule 15A-6(A)(3) Major U.S. Institutional Investor Certification Status Questionnaire

By completing and executing this form, you are certifying as to your status (and the basis for your status) as a “Major U.S. Institutional Investor” as such term is defined in Rule 15a-6 (“Rule 15a-6”) under the U.S. Securities Exchange Act of 1934 (the “Exchange Act”) and as, and to the extent, modified by the no-action letter issued by the staff of the Division of Market Regulation of the U.S. Securities and Exchange Commission (the “SEC”) (since renamed the Division of Trading and Markets), dated April 9, 1997 regarding “Securities Activities of U.S.-Affiliated Foreign Dealers”. You understand and acknowledge that Winterflood Securities US Corporation, a registered broker-dealer (the “Broker”) will be relying on this certification in entering into securities transactions with you in accordance with Rule 15a-6.

The undersigned hereby certifies that it is (check applicable boxes):

I. A Major U.S. Institutional Investor By Virtue Of Being:

- a) A U.S. Institutional Investor (by virtue of being one of the entities listed below, for which it must also check the applicable box below) that has, or has under management, total assets exceeding U.S. \$100 million.

An investment company registered with the SEC under Section 8 of the U.S. Investment Company Act of 1940.

A bank, savings and loan association, insurance company, business development company, small business investment company or employee benefit plan, each as defined in Rule 501(a)(1) under the U.S. Securities Act of 1933 (the “Securities Act”).

A private business development company defined in Rule 501(a)(2) under the Securities Act (which, in turn, refers to Section 202(a)(22) of the U.S. Investment Advisers Act of 1940 (the “Advisers Act”).

An organization described in Section 501(c)(3) of the U.S. Internal Revenue Code, as defined in Rule 501(a)(3) under the Securities Act (which, in turn, states that the organization must not be formed for the specific purpose of acquiring the securities offered).

A trust defined in Rule 501(a)(7) under the Securities Act (which, in turn, refers to any trust not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person, as described in Rule 506(b)(2)(ii) under the Securities Act).

- b) An investment adviser, registered with the SEC under Section 203 of the Advisers Act, that has total assets under management exceeding U.S.\$100 million.

- c) An entity, including an unregistered investment adviser, cash, money-market instruments, securities of unaffiliated issuers, futures and options on futures and other derivative instruments; and (ii) is calculated on a gross basis without deduction for liabilities of the institution, based on the balance sheet or comparable.

The undersigned agrees to notify the Broker of any change in the certifications herein, and each securities transaction entered into with you will constitute a reaffirmation of the certifications herein (as modified by any such notice) as of the time of such transaction.

Counterparty Name:

By:

Title:

Name:

Date:

## Customer Account Statement Waiver Form

As part of our effort at Winterflood Securities US Corporation to make the securities transaction, settlement, and reporting process more streamlined and efficient for our customers, we are sending this disclosure and election form to you to find out your preference regarding the delivery of quarterly account statements.

Pursuant to FINRA Rule 2340 regarding Customer Account Statements, it is entirely up to the you, the customer, as to whether you would like to receive quarterly Customer Account Statements for your Delivery Versus Payment/Receive Versus Payment (DVP/RVP) transaction account(s). In any event, you will continue to receive confirmations sent by Winterflood Securities Limited, on behalf of Winterflood Securities US Corporation within 24 hours of each security transaction conducted on your behalf.

If you choose (by checking the box below) to no longer receive quarterly account statements regarding the transaction activity in your DVP/RVP account, Winterflood Securities US Corporation will no longer send such statements to you. In this case you will only receive quarterly statements in the following cases:

1. The account shows a security or money position at quarter end that is anything other than a position of a temporary nature, such as a those arising from fails to receive or deliver, errors, questioned trades, dividend or bond interest entries and other similar transactions;
2. You request in writing any particular statement or statements to be sent to you; or
3. You request that Winterflood Securities US Corporation reinstate the delivery of quarterly statements to you.

I wish to continue receiving quarterly account statements for all accounts.

I no longer wish to receive quarterly account statements for all accounts.

Counterparty Name:

By:

Title:

Name:

Date:

## Institutional Suitability Certificate Affirmative Indication Of Exercise Of Independent Judgment (Pursuant to FINRA Rule 2111)

In connection with any recommended transaction or investment strategy by Winterflood Securities US Corporation, a registered broker-dealer (the “Broker”), the undersigned acknowledges on behalf of the Institution named below that:

- a) It (1) is capable of evaluating investment risks independently, both in general and with regard to all transactions and investment strategies involving a security or securities; and (2) will exercise independent judgment in evaluating the recommendations of any broker-dealer or its associated persons, unless it has otherwise notified the Broker, in writing;
- b) It will notify the Broker, and each broker-dealer servicing the Institutional Account if anything in this Certificate ceases to be true;
- c) This Certificate and the information contained herein may be shared with broker-dealers or third parties, including via a secure database or electronic platform established by the Broker; and
- d) He or she is authorised to sign on behalf of the Institutional Account named below.

By signing this Certificate, the undersigned affirms that the above statements are accurate but does not waive any rights afforded under U.S. federal or state securities laws, including without limitation, any rights under Section 10(b) of the U.S. Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder.

NOTE: This Certificate shall apply with respect to all recommended transactions and investment strategies involving securities that are entered into by the “Institutional Account” named in this Certificate, whether for the account of such Institutional Account or for the account of any beneficial owner that has delegated decision making authority to such Institutional Account.

Institutional Account Name:	
Name of Authorised Signatory:	
Title of Authorised Signatory:	
Signature of Authorised Signatory:	
Address, City, State, Zip:	
U.S. Tax ID/EIN (if applicable):	
Telephone:	
Email Address:	
Date:	

# Corporate Declaration

## Legal and Regulatory Information

Full Legal Name	
Registered Address	
Legal Entity Identifier	
Trading Name (if different from registered name)	
Company Formation i.e. Limited liability company, foundation trust, club, association etc.	
Tax identification number/GIIN	

### Organisational Structure

Does the company or group of companies include any trust (legal arrangement in which the legal title and control of an asset are separated from equitable interests to that asset):

Yes    No

Is the company a personal asset-holding vehicle within the meaning of item (1)(c) of Annex III of the [AML Directive](#):

Yes    No

Does the company have any nominee shareholders within the meaning of item (1)(d) of Annex III of the AML Directive:

Yes    No

Has the company issued any shares in bearer form:

Yes    No

## Standard Settlement Instructions/Middle Office Information

Settlement arrangements – please give details of the bank and custodian account(s) belonging to your organisation that you want Winterflood Securities to use or alternatively supply a PDF:

### Settlement Details

Settlement Bank Name	
Settlement Bank IBAN and SWIFT	
Settlement Account	
Correspondent Account	
Correspondent Bank Swift	
Euroclear or Clear Stream Account	
Other settlement details	
PDF	

### Account Contacts

Authorised Trading Person	Name	Email	Telephone
Compliance Department			
Operations Department			
Finance Department			
Settlement/Contract Note Destination			



## Sanctions Declaration

1a. Are you or any of your subsidiaries, joint venture, directors or officers the target of any economical or financial sanctions?

1b. If Yes, provide details. Please use a separate sheet if required

2. Are you or any of your Affiliates (and/or any joint ventures) located within or operating from any countries subject to global sanctions lists, including OFAC, UN, HMT, EU?

3. Are you or any of your Affiliates (and/or any joint ventures) engaged in transactions, investments, business or other dealings that directly or indirectly involve or benefit any countries subject to global sanction(s) or any person or entity which is the target of any sanctions

Signed for and on behalf of an authorised signatory:

Signed by:

Print Position:

Print Name:

Date:

Company Name:

### **Client Classification**

Following the implementation of the Markets in Financial Instruments Directive in the UK, we are required by the Financial Conduct Authority (“FCA”) rules to classify our clients into one of three regulatory categories. The classification given determines the regulatory requirements that will apply to us when providing services to that client from 3rd January 2018.

Please note that for the purposes of Clause 2.1 of the Terms, you are hereby notified that you have been classified as a Professional Client within the meaning and for the purposes of the FCA Rules (as defined in the Terms). Although under the FCA Rules you are entitled to contact us to request a different classification, we will not accept requests for reclassification as a Retail Client (as defined in the FCA Rules) and may not be able to continue to conduct business with you upon receipt of such a request.

Please note that notwithstanding anything to the contrary in any documentation (whether express or implied), where you do business with us as agent for an underlying principal, we will regard you (and not your underlying principal) solely as our client for regulatory purposes under the FCA Rules.

If you have any questions about the content of the enclosed documents, please do not hesitate to contact our Compliance department on 0203 1000 000, or [compliance@winterflood.com](mailto:compliance@winterflood.com)



## Disclosure Statement - Business Continuity Planning

Winterflood Securities US Corporation ("Winterflood") has developed a Business Continuity Plan on how we will respond to events that significantly disrupt our business. Since the timing and impact of disasters and disruptions is unpredictable, we will have to be flexible in responding to actual events as they occur. With that in mind, we are providing you with this information on our business continuity plan.

Contacting Winterflood - If, after a significant business disruption you cannot contact us as you usually do, you should contact us at [Ross.Marlin@Winterflood.US](mailto:Ross.Marlin@Winterflood.US).

**Our Business Continuity Plan** - We plan to quickly recover and resume business operations after a significant business disruption and respond by safeguarding our employees and property, making a financial and operational assessment, protecting the firm's books and records, and retrieving key customer records. In short, our business continuity plan is designed to permit our firm to resume operations as quickly as possible, given the scope and severity of the significant business disruption. Our business continuity plan addresses: data backup and recovery; financial and operational assessments; alternative communications with customers, employees and regulators; alternate physical location of employees; critical service provider, bank and customer impact; and regulatory reporting.

We have retained third party service providers to ensure remote backup facilities and off-site storage for our books and records. While every emergency situation poses unique problems based on external factors, such as time of day and the severity of the disruption, we expect to be able to promptly retrieve our books and records. We will quickly establish alternative arrangements if a critical service provider can no longer provide the needed goods or services when we need them because of a Significant Business Disruption to them or our firm.

**Varying Disruptions** - Significant Business Disruptions can vary in their scope, such as only our firm, a single building housing our firm, the business district where our firm is located, the city where we are located, or the whole region. Within each of these areas, the severity of the disruption can also vary from minimal to severe. In a disruption to only our firm or a building housing our firm, we will transfer our operations to a local site when needed and expect to recover and resume business within 48 hours. In a disruption affecting our business district, city, or region, we will transfer our operations to a site outside of the affected area, and recover and resume business as soon as possible. In either situation we plan to continue in business and notify you how to contact us. If the significant business disruption is so severe that it prevents us from remaining in business, we will discuss alternative arrangements with you.

**For more information** - If you have questions about our business continuity planning, you can contact us at [Ross.Marlin@Winterflood.US](mailto:Ross.Marlin@Winterflood.US).

**Winterflood Securities US Corporation**

1460 Broadway 9thFloor, NY, 10036, USA

T:917-382-1796 E:John.Schraff@winterflood.us/Ross.Marlin@winterflood.us

Winterflood Securities US Corporation is a broker-dealer registered with the SEC and is a member of FINRA and the SIPC



## Disclosure Statement – Confirmations

Below are important trade confirmation and compliance disclosures concerning your activity with Winterflood Securities US Corporation (“**WSUC**”) that shall be deemed to accompany each trade confirmation sent to you by WINS UK on behalf of WSUC. It is agreed between you and WINS US and Winterflood Securities Limited (“**WINS UK**” and with **WSUC**, collectively the “**Broker(s)**” or “**us**”, “**we**”, “**our**”):

1. WSUC is a securities broker-dealer registered with the Securities and Exchange Commission (the “**SEC**”), a member of the Financial Industry Regulatory Authority (“**FINRA**”) and the Securities Investor Protection Corporation (“**SIPC**”). WSUC headquarters is located at 404 5<sup>th</sup> Avenue, 3<sup>rd</sup> Floor, New York, NY 10018.
2. WINS UK has entered into a brokerage services agreement with WSUC pursuant to Rule 15a-6 (“**Rule 15a-6**”) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) whereby WINS UK acts as the foreign broker-dealer executing transaction in foreign securities and WSUC acts as the chaperoning broker-dealer effecting such transactions in the United States pursuant to Rule 15a-6.
3. Trade confirmations are being provided to you by WINS UK on behalf of WSUC, the US broker-dealer effecting transactions under Rule 15a-6. WINS UK is your counterparty to all transactions. WINS UK is not a member of the SIPC. WINS UK will only directly accept orders under the Rule 15a-6 arrangement when dealing directly with Major U.S. Institutional Investors, as defined by Rule 15a-6, which are customers of WSUC.
4. Pursuant to FINRA Notice to Members 98-3, you agree to receiving financial information, including confirmations, electronically. Unless you instruct us otherwise in writing, electronic delivery may be provided via email, CTM or Harmony.
5. Upon written request we will provide to you the compensation received by WSUC for each transaction executed for you pursuant to WSUC’s arrangement under Rule 15a-6 of the Exchange Act with WINS UK and such further information as may be required by the rules and regulations of the SEC and any other body having jurisdiction over the transaction.
6. With respect to securities transactions that are subject to UK stamp duty or stamp duty reserve tax (“Stampable Trades”), WSUC will execute and clear Stampable Trades via WINS UK pursuant to Rule 15a-6, as amended. Since WINS UK executes and clears as principal, WINS UK will apply applicable UK Stamp Tax on both the monetary value of the consideration as well as the commission for Stampable Trades.

### **Support, Operations and Compliance**

WSUC Operations Team: [operations@winterflood.us](mailto:operations@winterflood.us)

**Winterflood Securities US Corporation**

1460 Broadway 9thFloor, NY, 10036, USA

T:917-382-1796 E [John.Schraff@winterflood.us](mailto:John.Schraff@winterflood.us)/[Ross.Marlin@winterflood.us](mailto:Ross.Marlin@winterflood.us)

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