

EBS Global Facility Limited - SEF Application - Exhibit C: Fitness Standards

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The fitness standards set forth herein are the Applicant's (the "**Company**") Board of Directors Corporate Governance Principles (the "**Governance Principles**"). The Governance Principles have been adopted by the Board of Directors (the "**Board**") to assist the Board in the exercise of its responsibilities. The Governance Principles are not intended to supersede or interpret any applicable law or regulation or the Company's Certificate of Incorporation or Articles of Association.

A. Overview

The Company has set high standards for the Board that reflect our commitment to our shareholders and to the institutions and individuals who will rely on us to provide swap execution services, and to comply with our role as a swap execution facility subject to oversight by the Commodity Futures Trading Commission.

The Board must act as a prudent fiduciary for shareholders and oversee the management of the Company's business. The Board is responsible for general oversight of the Company, including:

- ensuring that the Company complies with all statutory, regulatory and self-regulatory responsibilities under applicable law;
- reviewing, approving and monitoring major strategic, financial and business activities, the Company's budget and the Company's financial performance;
- evaluating risks and opportunities facing the Company and proposing options for addressing such issues;
- overseeing and reviewing recommendations from the Company's committees and its Chief Compliance Officer; and
- setting the payment dates and amounts of any dues, assessments or fees to be levied on Company participants.

The Board should be committed to upholding the highest legal and ethical conduct in fulfilling its responsibilities. Each director is expected to comply with all applicable laws, rules and regulations, and Company policies, and promote compliance by the Company and all of its employees. The Board will discharge its responsibilities and exercise its authority in a manner, consistent with applicable legal and regulatory requirements, that promotes the sound and efficient operation of the Company and its swap execution activities. The Board shall, to the extent consistent with such responsibilities and as long as the Company remains an indirect subsidiary of ICAP plc, operate within the restraints and delegated authorities set by the ICAP

B. Composition

The Board will consist of no less than two, and up to twelve, directors from time to time designated by the Company's shareholders for such purpose.

At such time as determined in the discretion of the Board (or at and for such other time as may otherwise be required by the Commodity Futures Trading Commission Regulations), at least thirty-five (35%) percent, but no less than two, of the directors will be Public Directors, as such term is defined from time to time in the rules, regulations, orders, directives or any interpretation thereof promulgated by the Commodity Futures Trading Commission. Public Directors shall be capable of exercising independent judgment to guard against conflicts of interest and assisting the entire Board to carry out their responsibilities more effectively.

Each director shall serve a one year term, and may be reappointed to one or more successive one year terms. The initial directors shall be appointed by the shareholders, and thereafter, directors will be proposed by the Nomination Committee, if then established, and must be approved by the Company's shareholders in order to assume office. Any vacancies caused by death, resignation or any other reason may be immediately filled by the Company's shareholders without a proposal from the Nomination Committee with any qualified person, who shall hold office for the unexpired term and until his or her successor shall be duly chosen. Any director may be removed either for or without cause at any time by the affirmative vote of a majority of the directors or by the affirmative vote of a majority interest of the shareholders entitled to vote, at the annual meeting or at a special meeting called for that purpose.

The identities of all directors will be published on the Company's website and will be available to the public.

C. Qualifications

In order to fulfill their responsibilities, directors (including Public Directors) will be selected based on their experience, qualifications, attributes and skills and the understanding that their leadership will play an integral role in fulfilling the Company's business objectives and legal obligations.

In particular, directors should:

- Demonstrate sufficient experience in the Company's scope or intended scope of financial services (including ancillary services valuable for the Company to fulfill its core mission); and
- All directors shall be of sufficiently good repute, including the absence of (i) disciplinary offenses that would be disqualifying under Section 1.63(c) of the Commodity Futures Trading Commission's regulations, and (ii) any felony conviction in the last 10 years, and (iii) any grounds for refusal to register under Section 8a(2) of the Commodity Exchange Act. At least twenty percent of the directors must be person who meet the criteria of Section 1.64(b)(1) of the Commodity Futures Trading Commission's regulations.

D. Verification of Qualifications

In order to verify that each director is qualified to serve, the Company will require (a) a written statement from each prospective director containing the following: (x) biographical information demonstrating the prospective director's experience in the Company's scope and intended scope of financial services (including ancillary services valuable for the Company to fulfill its

core mission); and (y) representations that the prospective director has (i) no disciplinary offenses that would be disqualifying under Section 1.63(c) of the Commodity Futures Trading Commission's regulations, (ii) no felony conviction in the last 10 years and (iii) no grounds for refusal to register under Section 8a(2) of the Commodity Exchange Act (b). Each director to inform the Company's Chief Compliance Officer in writing if any of the information in the statement materially changes thereafter. Upon receipt of the written statement, the Company's Chief Compliance Officer will conduct a search on NFA BASIC to determine whether there is anything contradictory to the prospective director's statement, and will attempt to resolve any inconsistencies. The Chief Compliance Officer will report the results of this review to the shareholders and the Board prior to the election of the prospective director.

E. Conflicts of Interest

Each director is required to act in the best interests of the Company and to refrain from any conduct that would be, or gives the appearance of being, a conflict of interest. Generally, a "conflict of interest" exists when a director's private interest, including those of his or her immediate family, is inconsistent with or opposed to, or appears to be inconsistent with or opposed to, the Company's interests. This includes a personal interest in a Company member (as defined in Section 1a(34) of the Commodity Exchange Act), vendor or other person that could be significantly and disproportionately impacted by a decision of the Board.

No director, member of any committee or oversight panel, or officer or other person authorized to exercise authority on behalf of the Company will knowingly participate in such body's deliberations or voting, including in any inquiry, investigation or any disciplinary proceeding, suspension, emergency or other executive action (each, an "Executive Proceeding") if such person has a conflict of interest between such person's position acting on behalf of the Company and such person's personal interests (each, an "Interested Person"), unless deliberations are permitted as set forth below. Material conflicts of interest include, but are not limited to, instances where an Interested Person (a) is a named party in interest in an Executive Proceeding, (b) is an employer, employee or fellow employee of a named party in interest or potential named party in interest in an Executive Proceeding, (c) has any other significant, ongoing business relationship with a named party in interest or potential named party in interest in an Executive Proceeding, excluding relationships limited to executing transactions opposite each other or to clearing transactions through the same clearing members, (d) has a family relationship with a named party in interest or potential named party in interest in an Executive Proceeding (each of (a) through (d) being a "Relationship Conflict of Interest") or (e) has a direct and substantial financial interest in the result of the deliberations or vote of any Executive

Proceeding based upon either Company or non-Company positions (a "Financial Conflict of Interest"). A "family relationship" exists between a named party in interest or potential named party in interest in an Executive Proceeding and a potential Interested Person if one person is the other's spouse (including a domestic partner or partner in a civil union), co-habitator, former spouse, parent, stepparent, child or other legal dependent, sibling, stepbrother, stepsister, grandparent, grandchild, uncle, aunt, nephew, niece or in-law.

Prior to the consideration of any matter or significant action that will be considered by the Board or a committee of the Board in an Executive Proceeding, each potential Interested Person must disclose the existence of any potential conflict of interest, including any potential Relationship

Conflict of Interest and/or Financial Conflict of Interest, to the Chairman of the Board or the chairman of the relevant committee and may choose to abstain and recuse himself or herself from the deliberations and voting. The potential Interested Person is encouraged to consult with the Company's Secretary and any necessary internal or external advisors in advance of the topic being discussed or voted upon.

If disclosure of a potential conflict of interest is required, a potential Interested Person must disclose all information required under Applicable Law in relation to any conflict of interest, including:

- (a) In the case of any potential Relationship Conflict of Interest, such disclosure must include the specific type of Relationship Conflict of Interest based on the categories (a) through (d) above; and/or
- (b) In the case of any potential Financial Conflict of Interest, such disclosure must include the financial interest and related position information (including information regarding positions held by such person, positions held by individuals of such person's family and positions held by a firm with which such person is affiliated) that is known to such person with respect to any particular month or months that are under consideration, and any other positions which the deliberating body reasonably expects could be affected by the significant action, including but not limited to:
 - (A) gross positions held in such person's personal accounts or "controlled accounts," as defined in Commodity Futures Trading Commission Regulation § 1.3(j);
 - (B) gross positions held in proprietary accounts, as defined in Commodity Futures Trading Commission Regulation § 1.17(b)(3), at such person's affiliated firm;
 - (C) gross positions held in accounts in which such person is a principal, as defined in Commodity Futures Trading Commission Regulation § 3.1(a);
 - (D) net positions held in customer accounts, as defined in Commodity Futures Trading Commission Regulation § 1.17(b)(2), at such person's affiliated firm; and
 - (E) any other types of positions, held in such person's personal accounts or the proprietary accounts of such person's affiliated firm, that the Company reasonably expects could be affected by the significant action.
- (c) Notwithstanding (b) above, in the case of a potential Financial Conflict of Interest, no such disclosure is required by a potential Interested Person if such person chooses to abstain from deliberations and voting on the relevant Executive Proceeding.

If a potential Interested Person who discloses a potential material conflict of interest does not choose to abstain and recuse himself or herself from deliberations and voting in any Executive Proceeding, the directors, or committee or oversight panel, as applicable, will determine whether such person is an Interested Person prohibited from participation in the Executive Proceeding. Such determination will be made by a majority vote and will be based upon a review of:

- (a) the information provided by such potential Interested Person;
- (b) any other source of information that is held by or reasonably available to the Company;
- (c) in the case of a Financial Conflict of Interest, the most recent large trader reports and clearing records available to the Company; and
- (d) any applicable law.

With respect to Financial Conflicts of Interest only, and save for where applicable law prohibits it, any person determined to be an Interested Person who would otherwise be required to abstain from deliberations and voting pursuant to this policy, may participate in deliberations, but not in voting, if the Board, or committee or oversight panel, as applicable, determines by a majority vote (excluding all relevant Interested Persons) that such participation would be consistent with the public interest after considering the following factors:

- (a) whether such Interested Person's participation in the deliberations is necessary to achieve a quorum;
- (b) whether the Interested Person has unique or special expertise, knowledge or experience in the matter being considered; and
- (c) the position information which is the basis for the Interested Person's Financial Conflict of Interest.

In addition to the general restrictions against conflicts of interest, all Public Directors will be prohibited from having "material relationships" (as defined from time to time in the rules, regulations, orders, directives or any interpretation thereof promulgated by the Commodity Futures Trading Commission and in the Governance Policy of the Company) with the Company which reasonably could affect the independent judgment or decision-making of such director. "Material relationships" are currently defined to include the following:

- (i) The director, or an immediate family member of the director, may not be an officer or employee of the Company or its affiliate.
- (ii) The director, or an immediate family member of the director, may not be a member of the Company, or a director, officer or employee of a Company member (as defined in Section 1a(34) of the Commodity Exchange Act and any regulation promulgated thereunder).

(iii) The director, or an immediate family member of the director, may not be an officer of another entity, which entity has a compensation committee (or similar body) on which any officer of the Company serves.

(iv) The director, or an immediate family member of the director, or an entity with which the director or such immediate family member is a partner, an officer, an employee or a director, may not receive more than \$100,000 in combined annual payments for legal, accounting, or consulting services from the Company, any affiliate thereof, any member of the Company or any affiliate of such member.

Notwithstanding the foregoing, (a) compensation for services as a director of the Company or as a director of an affiliate of the Company shall not count toward the \$100,000 threshold specified in clause (iv) of this definition, nor shall compensation for services rendered by such individual prior to becoming a director of the Company, so long as such compensation is or was in no way contingent, conditioned or revocable; and (b) a Public Director may also serve as a director of an affiliate of the Company if he or she otherwise meets the requirements set forth in clauses (i) through (iv) of this definition.

Each of the preceding disqualifying circumstances is subject to a one-year look back. Public Directors will have an affirmative duty to investigate from time to time, and promptly disclose, the existence and nature of any such material relationships to the Board. The Board must make such findings of any material relationship upon the nomination or appointment of the proposed Public Director and as often as necessary in light of all circumstances relevant to such director, but in no case less than annually.

F. Compensation

Compensation awarded to Public Directors and other nonexecutive directors shall not be linked to the Company's business performance.

G. Certification and Compliance

Each director must become familiar with, and abide by, these Governance Principles. Each prospective director and director shall, before taking office, acknowledge his or her receipt and understanding of the Governance Principles, as well as upon any publication of a revised set of Governance Principles or amendment thereto. In addition, (i) upon request from the Company, the director shall certify that the qualification information he/she provided to the Company before being elected as a director has not changed materially, and (ii) from time to time the director shall provide an updated statement of qualification information that reflects any material changes.

Directors are required to report suspected violations of the Governance Principles or of any applicable law, rule or regulation by any director to the Board, the Regulatory Oversight Committee or the Chief Compliance Officer (who will subsequently relay any such suspected violations to the Board or the Regulatory Oversight Committee, unless such reported violation is proven incorrect after a prompt initial review of its merits). The Board or the Regulatory Oversight Committee, as applicable, shall determine whether to conduct an investigation and what appropriate action should be taken. Directors may consult with the Company's General

Counsel if there is any doubt as to whether a particular transaction or course of conduct complies with or is subject to the Governance Principles.

H. Self-Review

The Board shall review its performance and that of its individual directors on an annual basis, before the expiration of each one year term of office for the directors. The Board, or a committee delegated such responsibility, shall establish criteria for the Board's evaluation, shall conduct the evaluation in accordance with such criteria, and shall make recommendations to improve deficiencies.

I. Removal for Cause

Any director failing to comply with, or certify compliance with, the Governance Principles, or whose conduct otherwise is likely to be prejudicial to the sound and prudent management of the Company, may be removed for cause at any time by the affirmative vote of a majority of the directors, other than the director whose conduct is at issue, or by the affirmative vote of a majority interest of the shareholders, at the annual meeting or at a special meeting called for that purpose.