**Retail Investor AIF Application Form Section 2 ORION**

January 2025

**SECTION 2 –PROSPECTUS**

**Retail Investor AIF**

Where information specified below is not included in the prospectus, this must be clearly explained in the accompanying documentation.

Please complete the following by inserting the information requested and ticking the applicant column of boxes (to confirm compliance), unless otherwise indicated

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | Applicant | |  | | | **Applicant** | | | |  | | | **Applicant** | | | | | |  | |  | | | | | |
|  |  | Page | |  | | | **Paragraph** | | | |  | | |  | | | | | |  | |  | | | | | |
| 2.1 | Information concerning the Retail Investor AIF |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
|  |  |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
|  | Disclose: |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
| 2.1.1 | Name of Retail Investor AIF |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
|  |  |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
| 2.1.2 | Form in Law on cover page (tick as appropriate) |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
| a) | Investment Company with Variable Capital |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
| b) | Unit Trust |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
| c) | ILP |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
| d) | CCF |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
| e) | Irish Collective Asset-management Vehicle (‘ICAV’) |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
|  |  |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
| 2.1.3 | Date of establishment/incorporation of the |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
|  | Retail Investor AIF |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
|  |  |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
| 2.1.4 | Give an indication of duration, if limited |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
|  | Investment Company/ICAV |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
| 2.1.5 | Registered Office in the case of an Investment |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
|  | Company/ICAV |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
|  |  |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
| 2.1.6 | Head Office (if different from registered office) |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
|  |  |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
| 2.1.7 | Names and positions of the directors in the |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
|  | Company/ICAV |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
|  |  |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
| 2.1.8 | A brief description of the directors’ work |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
|  | experience which is relevant to the company/ICAV |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
|  | a) current; |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
|  | b) past; and |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
|  | c) their main activities outside the company |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
|  | where these are of significance with respect to the Company/ICAV |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
|  |  |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
| 2.1.9 | Disclose the authorised share capital of the |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
|  | Investment Company/ICAV |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
|  |  |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
| 2.1.10 | Name and address of the Auditor |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
|  |  |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
| 2.1.11 | Name and address of the (Company) Secretary |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
|  | (investment company/ICAV) |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
|  |  |  | |  | | |  | | | |  | | |  | | | | | |  | |  | | | | | |
| 2.1.12 | If applicable, the stock exchange(s) or markets on |  |  | | | | |  | | |  | | |  | | | | |  | | | | |  | | | | | | |
|  | which the units/shares of the Retail Investor AIF will be listed/dealt in |  |  | | | | |  | | |  | | |  | | | | |  | | | | |  | | | | | | |
|  |  |  |  | | | | |  | | |  | | |  | | | | |  | | | | | | | |  | |
| 2.1.13 | Details of the persons who accept responsibility for |  |  | | | | |  | | |  | | |  | | | | |  | | | | | | | |  | | | |
|  | the information contained in the prospectus (i.e., directors of the scheme or directors of the manager) |  |  | | | | |  | | |  | | |  | | | | |  | | | | | | | |  | | | |
|  |  |  |  | | | | |  | | |  | | |  | | | | |  | | | | | | | |  | | | |
| 2.1.14 | Disclose the base currency of the Retail Investor AIF |  |  | | | | |  | | |  | | |  | | | | |  | | | | | | | |  | | | |
|  |  |  | | |  | | |  | | |  | | | |  | | | |  | | | | | |  | | | | | |
| 2.1.15 | Insert details of derogations granted by the Central |  | | |  | | |  | | |  | | | |  | | | |  | | | | | |  | | | | | |
|  | Bank |  | | |  | | |  | | |  | | | |  | | | |  | | | | | |  | | | | | |
|  |  |  | | |  | | |  | | |  | | | |  | | | |  | | | | | |  | | | | | |
| 2.1.16 | Disclose the risks applicable to the Retail Investor AIF in a prominent position **in bold:** |  | | |  | | |  | | |  | | | |  | | | |  | | | | | |  | | | | | |
|  |  |  | | |  | | |  | | |  | | | |  | | | |  | | | | | |  | | | | | |
| a) | **Investors should consult a stockbroker or financial** |  | | |  | | |  | | |  | | | |  | | | |  | | | | | |  | | | | | |
|  | **adviser about the contents of the Prospectus** |  | | |  | | |  | | |  | | | |  | | | |  | | | | | |  | | | | | |
|  |  |  | | |  | | |  | | |  | | | |  | | | |  | | | | | |  | | | | | |
| b) | **Prices of units/shares in the Retail Investor AIF may** |  | | |  | | |  | | |  | | | |  | | | |  | | | | | |  | | | | | |
|  | **fall as well as rise** |  | | |  | | |  | | |  | | | |  | | | |  | | | | | |  | | | | | |
|  |  |  | | |  | | |  | | |  | | | |  | | | |  | | | | | |  | | | | | |
| c) | **Authorisation of the Retail Investor AIF is not an** |  | | |  | | |  | | |  | | | |  | | | |  | | | | | |  | | | | | |
|  | **endorsement or guarantee of the Retail Investor AIF by the Central Bank nor is the Central Bank responsible for the contents of the Prospectus** |  | | |  | | |  | | |  | | | |  | | | |  | | | | | |  | | | | | |
|  |  |  | | | |  | |  | | |  | | | | |  | | |  | | | | | |  | | | | | |
| d) | **The Central Bank shall not, by virtue of its** |  | | | |  | |  | | |  | | | | |  | | |  | | | | | |  | | | | | |
|  | **authorisation of this Retail Investor AIF or by reason of its exercise of the functions conferred on it by legislation in relation to this Retail Investor AIF, be liable for any default of the Retail Investor AIF. Authorisation of this Retail Investor AIF does not constitute a warranty by the Central Bank as to the creditworthiness or financial standing of the various parties to the Retail Investor AIF** |  | | | |  | |  | | |  | | | | |  | | |  | | | | | |  | | | | | |
|  |  |  | | | |  | |  | | |  | | | | |  | | |  | | | | | |  | | | | | |
|  | Where a subscription and/or redemption charge is provided for, the applicant should consider whether or not the following warning is appropriate: |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| e) | **The difference at any one time between the sale and** |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | **repurchase price of units/shares in this Retail Investor AIF means that the investment should be viewed as medium to long term** |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| f) | Where the Retail Investor AIF invests in gold, set out in bold type the following statement at the beginning of |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | the prospectus: |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | **The price of gold varies considerably over time. This** |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | **makes investment in gold high risk, particularly for medium to long term investor. If the price of gold falls considerably, as it has in the past, you could face a significant loss on your investment.** |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| g) | Where the Retail Investor AIF invests in emerging stock exchanges and markets it must recommend, in a prominent manner, in bold type at the beginning of the prospectus that: |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | **Unitholders should not invest a substantial** |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | **proportion of their investment portfolio in the Retail Investor AIF** |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | And |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | Cross refer to the more detailed disclosure of risk |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | factors which are contained in the body of the prospectus |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| h) | Where relevant, the prospectus must contain a |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | prominent risk warning which will make specific reference to the following: |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| (i) | Any potential for above average risk involved |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | and |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| (ii) | The suitability of this type of investment with |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | the potential for above average risk only for |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | people who are in a position to take such a risk. |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| 2.1.17 | Please provide the name and a valid email address for a Director of the |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | RIAIF (in the case of an Investment Company or ICAV) or a Director of the management company (in the case of a Unit Trust or Common Contractual Fund) or a Director or partner of the General Partner (in the case of an Investment Limited Partnership). Please note that the Additional Supervisory Levy notice under The Central Bank Act 1942 (Section 32D) (Additional and Supplementary Supervisory Levies – Regulated Entities) Regulations 2019 will issue to this individual. |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | Name\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  Email address\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
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|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| 2.1.18 | Investment Limited Partnership |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | For **Investment Limited Partnerships** (“ILPs”), please note that in accordance with Section 8 (4) of the Investment Limited Partnerships Act, 1994 (as amended): ‘The application shall be in such form as the Bank may prescribe and shall be accompanied by a payment to the Bank of an authorisation fee of such amount as the Minister shall from time to time by regulation prescribe’, and in accordance with Investment Limited Partnerships Act, 1994 (Authorisation Fee) Regulations, 1994, that amount is equal to £1,000 (an amount deemed equivalent to €1,269.70).  **Please note that this fee is payable in euro prior to authorisation and** **no authorisation can take place until this fee has been received by the Central Bank**.  Fee                                         €1,269.70  Please make the relevant payment by electronic transfer in the following format to the bank account listed below:  Please quote ILPXXXX (ILP followed by your relevant C-Number without the C, e.g., C12345 should be ILP12345) in the payment advice for an electronic transfer to the account details below.  Billing Account Name: Central Bank of Ireland — Application Fees Account  BIC :       DABAIE2D  IBAN :    IE93 DABA 951990 1000 3891 |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| 2.2 | Investment Objective and Policy |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| 2.2.1 | Disclose investment objective |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| 2.2.2 | Insert a description of the investment objectives and |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | policies and strategies of the Retail Investor AIF. These descriptions must be comprehensive and accurate, readily comprehensive to investors and be sufficient to enable investors make an informed judgement on the investment proposed to them. |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| 2.2.3 | Investment in Securities (including units/shares of |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | closed-ended schemes (e.g. equities, bonds) |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| a) | Disclose full details of the types of securities |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | the Retail Investor AIF will invest in (it is not sufficient to simply state securities) |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| b) | Where ‘cash equivalents’, ‘equity-related’ securities, |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | ‘money market instruments’, ‘short-term investments’, etc., are provided for, give an indication of the proposed investment types |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| c) | Where a scheme invests in bonds, indicate whether they are |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | a) government and/or corporate; and |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | b) fixed and/or floating rate |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | and |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | c) disclose investment rating |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| d) | Indicate if the Retail Investor AIF will concentrate |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | investment in any industry or geographical sectors |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| e) | Where a Retail Investor AIF intends to track the performance of an index |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| (i) | Disclose this clearly |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| (ii) | Provide a description of the index. |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | (Note: any change in the index is a change in policy and must be disclosed in the Prospectus) |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| (iii) | Outline the procedure to be adopted when the |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | weighting of any particular stock exceeds the permitted investment restrictions |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| f) | Where a Retail Investor AIF intends to measure its |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | performance against a particular index disclose a description of the index. (Note: any change in the index must be disclosed in periodic reports) |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| 2.2.4 | Investment in other investment funds |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| a) | Clearly indicate the extent to which it is intended to |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | invest in underlying investment funds |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| b) | Where this is the case, confirm Appendix 4 and/or |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | Appendix 5 is attached |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| c) | State that additional fees will arise from this |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | investment policy |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| d) | Disclose, and quantify to the extent possible, the types |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | of charges and other costs relating to the underlying investment funds which will be borne by the Retail Investor AIF. |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| e) | Disclose, to the extent possible, the fees which will |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | arise at the level of the underlying investment funds. |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| f) | Disclose both the jurisdiction and type of underlying |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | investment fund into which the Retail Investor AIF proposes to invest |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| g) | If it is intended to invest in unregulated investment |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | funds, disclose the nature of the underlying investment fund and information on whether the underlying investment fund may be leveraged and the attendant risks |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| h) | Where the Retail Investor Fund invests more than 30% |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | of net assets in other investment funds, it must ensure that the investment funds in which it invests are prohibited from investing more than 30% of net assets in other investment funds |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| 2.2.5 | A structured Retail Investor AIF must disclose: |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| (i) | full details regarding the investment policy; |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| (ii) | the underlying exposure; |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| (iii) | payoff formulas in clear language which can |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | be easily understood by the retail investor; and |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| (iv) | a prominent risk warning informing |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | unitholders who redeem their investment prior to maturity that they do not benefit from the pre-defined payoff and may suffer significant losses |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| 2.2.6 | Leverage |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | Disclose the quantitative parameters on the extent of |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  | leverage which will be engaged in by the Retail Investor AIF |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  |  |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  | Disclose the method (i.e. commitment/VaR)of |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  | calculating the Retail Investor AIF’s global exposure. |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  | Where the commitment method is used state that the |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  | Retail Investor AIF shall ensure that its global exposure does not exceed its total net asset value. The retail investor AIF may not therefore be leveraged in excess of 100% of NAV |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  |  |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  | Disclose the circumstances in which the Retail Investor |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  | AIF may use leverage |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  |  |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  | Disclose the types and sources of leverage permitted |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  | and the associated risks |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  |  |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  | Disclose any restrictions on the use of leverage and |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  | any collateral and asset reuse arrangements |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  |  |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  | Disclose the maximum level of leverage which the |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  | AIFM are entitled to employ on behalf of the Retail Investor AIF |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  |  |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  | Markets/Exchanges |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| 2.2.7 | Disclose, in the policy section, on which |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | exchanges/markets the Retail Investor AIF’s investments in securities (other than permitted investments in unlisted investments) will be listed or traded (This should include any short term securities held for temporary defensive/ancillary liquid asset purposes.) |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| 2.2.8 | Where it is the intention to seek exposure to a country |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | or region through investment in companies/instruments traded on stock exchanges or markets located in other jurisdictions, disclose this |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| 2.2.9 (a) | List the markets and stock exchanges (including |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | derivative markets) on which securities or financial derivative instruments of the Retail Investor AIF are listed or traded. |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| b) | Insert the following statements with the list of |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | exchanges/markets (including derivative markets) on which securities or financial derivative instruments of the Retail Investor AIF are listed or traded: |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | The exchanges and markets are listed in accordance |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | with the requirements of the Central Bank; |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | The Central Bank does not issue a list of approved |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | markets |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | Note: Only those stock exchanges and markets which meet with the regulatory criteria (i.e. regulated, operate regularly, be recognised and open to the public) at the date of the prospectus, may be included. |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| 2.2.10 | Retail Investor AIF with higher than normal risk |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| a) | Does the investment policy of the Retail Investor AIF |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | involve a higher than normal level of risk, i.e. invest |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| (i) | more than:20% in emerging markets (“Emerging |  | | | |  | | Yes/No | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | Markets Retail Investor AIF”)? |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | Or |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| (ii) | 30% in below investment grade securities |  | | | |  | | Yes/No | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | (“Sub-Investment Grade Bond Retail Investor AIF”)? |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| b) | If yes disclose in bold text in a prominent position in the prospectus: |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| (i) | An investment in the Retail Investor AIF should not |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors. |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| (ii) | The Retail Investor AIFs must identify, and describe in |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | a comprehensive manner, the risks applicable to investing in that particular Retail Investor AIF. In particular the Retail Investor AIF should make reference to: |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | (a) the fact that prices of units may fall as well as rise; |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | (b) the desirability of consulting a stockbroker or |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | financial adviser about the contents of the prospectus; and |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | (c) where relevant, the fact that the difference at any |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | one time between the sale and repurchase price of units in the Retail Investor AIF means that the investment must be viewed as medium to long term. |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| 2.2.11 | Techniques and instruments for the purpose of efficient portfolio management |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| (i) | Disclose if it is the Retail Investor AIF’s intention to use |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | the techniques and instruments for efficient portfolio management purposes and state that these are subject to the conditions and limits applicable to Retail Investor AIFs as laid down in the AIF Rulebook. |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| (ii) | Disclose the different techniques and instruments |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | which can be utilised |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| (iii) | Disclose the policy regarding direct and indirect |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | operational costs/fees arising from efficient portfolio management techniques that may be deducted from revenue delivered to the Retail Investor AIF. |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| (iv) | These costs and fees should not include hidden revenue. |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| (v) | Disclose the identity of the entity (ies) to which the |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | direct and indirect costs and fees are paid and indicate if these are related parties to the management company, AIFM of the depository. |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  |  |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
|  | Risk Disclosure |  | | | |  | |  | | |  | | | | | |  | |  | | | | | | |  | | | | |
| 2.2.12 | Identify, and describe in a comprehensive manner, the |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  | risks applicable to investing in that particular Retail Investor AIF. |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  |  |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
| a) | Sub-Investment Grade Bond Retail Investor AIF should include |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  | (i) default and |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  | (ii) liquidity risks |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  |  |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
| b) | Emerging Markets Scheme should include |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  | (i) political |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  | (ii) settlement |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  | (iii) liquidity |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  | (iv) currency |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  | (v) accounting standards and |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  | (vi) custodial risk |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  |  |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
| c) | If there is custodial/registration risk, this must also be |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  | disclosed along with the relevant markets |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  |  |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
| d) | Investment in Russia |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  | Disclose the particular risk factors associated with |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  | Russian investment, in particular corporate governance and investor protection issues |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  |  |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
| e) | Investment in Split Capital Investment Trusts |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  | Disclose specific risks of these types of investments |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  | (i.e. characteristics of different share classes, gearing levels, etc.) |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  |  |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
| f) | Sustainable Finance Risk |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  | Disclose the following: |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
| (i) | (a) the manner in which sustainability risks are |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  | integrated into investment decisions; and |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  | (b) the results of the assessment of the likely |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  | impacts of sustainability risks on the returns of the fund |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
| (ii) | Where the responsible person deems |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  | sustainability risks not to be relevant, the descriptions referred to in the (f)(i) shall include a clear and concise explanation of the reasons therefor |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  |  |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
|  |  |  | | |  | | |  | | | |  | | | | | |  |  | | | | |  | | | | | | |
| 2.2.13 | Changes in investment objective and/or material changes to the investment policy |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | Provide that: |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| a) | Changes to the investment objective and/or material |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | changes to the investment policies of the Retail Investor AIF may not be effected without the prior written approval of all unitholders/shareholders or on the basis of a majority of votes cast at general meeting; |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| b) | In the event of a change of investment objective and/or |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | investment policy on the basis of a majority of votes cast at general meeting the Retail Investor AIF shall provide a reasonable notification period to enable unitholders/shareholders redeem their units/shares prior to implementation of these changes. |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | Changes in maximum annual management company/investment manager (where paid out of the |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | assets of the Retail Investor AIF) for Open-Ended Retail Investor AIFs |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| c) | Provide that this fee may not be increased without |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | approval on the basis of a majority of votes cast at a general meeting |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | Note: the annual fee includes any performance related |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | fee charged by the AIFM Management company or the investment manager |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | Note: if the fee disclosed in the prospectus is less than the maximum fee permitted in the constitutional document, unitholder approval will also be required for |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | an increase in the fee disclosed in the prospectus unless the prospectus also provides that a higher fee may be charged |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| d) | Provide that in the event of the increase of the |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | maximum annual fee a reasonable notification period |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | shall be provided by the Retail Investor AIF to enable |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | unitholders redeem their unit prior to the implementation of the increase |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | Closed-Ended Retail Investor AIFs |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| e) | *Changes to the investment objective or material changes to the investment policy of a Retail Investor AIF* |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | No realistic liquidity provisions: Where there is a |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | proposed change of investment objectives and/or material change of investment policies with no opportunity for unitholders to redeem or otherwise exit the closed ended Retail Investor AIF, the Retail Investor AIF shall ensure that votes in favour of the change must represent at least 75% of votes cast. |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | Realistic liquidity provisions: Where there is a |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | proposed change of investment objective and/or material change of investment policies with an opportunity for unitholders to redeem or otherwise exit the closed ended Retail Investor AIF, the Retail Investor AIF shall ensure that votes in favour of the change must represent at least 50% of votes cast. |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| f) | *Non-material changes to the investment policy of a Retail Investor AIF* |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | Where the closed ended Retail Investor AIF makes |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | non-material changes to investment policies, it shall notify unitholders of these changes. Notification can be provided by means of appropriate disclosure in the next periodic report. |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| g) | *Changes to Fees or Charges* |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | Where a closed-ended Retail Investor AIF proposes to amend the maximum redemption charge as disclosed in the constitutional document or the maximum annual fee charged by the management company as disclosed in the constitutional documents[[1]](#footnote-1), the following approach must be adopted: |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | No realistic liquidity provisions: Where there |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | is a proposed increase in these fee or charges with no opportunity for unitholders to redeem or otherwise exit the Retail Investor AIF, it shall ensure that votes in favour of the increase must represent at least 75% of votes cast. |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | Realistic liquidity provisions: Where there is a |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | proposed increase in these fees or charges with an opportunity for unitholders to redeem or otherwise exit the Retail Investor AIF, it shall ensure that votes in favour of the increase must represent at least 50% of votes cast. |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| 2.2.14 | Securities Financing Transactions (“SFTs”) as defined in Regulation (EU) 2015/2365 |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| (a) | Provide a general description of the SFTs and total |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | return swaps used by the collective investment undertaking and the rationale for their use |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| (b) | Disclose the overall data for each type of |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | SFT and total return swap including: |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| (i) | Types of assets that can be subject to them |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| (ii) | Maximum proportion of AUM that can be subject to |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | them |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| (iii) | Expected proportion of AUM that will be subject to |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | each of them |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| (c) | Disclose the criteria used to select counterparties |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | (including legal status, country of origin, minimum credit rating) |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| (d) | Provide a description of acceptable collateral with |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | regard to asset types, issuer, maturity, liquidity as well as the collateral diversification and correlation policies |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| (e) | Provide a description of the collateral valuation |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | methodology used and its rationale, and whether daily mark-to-market and daily variation margins are used. |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| (f) | Provide a description of the risks linked to SFTs and |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | total return swaps as well as risks linked to collateral management, such as operational, liquidity, counterparty, custody and legal risks and, where applicable, the risks arising from its reuse. |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| (g) | Specify how assets subject to SFTs and total return |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | swaps and collateral received are safe-kept (e.g. with fund depositary.) |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| (h) | Specify any restrictions (regulatory or self-imposed) on |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | reuse of collateral |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| (i) | Disclose the policy on sharing of return generated by |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | SFTs and total return swaps: description of the proportions of the revenue generated by SFTs and total return swaps that is returned to the collective investment undertaking, and of the costs and fees assigned to the manager or third parties (e.g. the agent lender). Indicate if these are related parties to the manager. |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| 2.2.15 | Sustainable Finance |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| (a) | Include the following: |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| (i) | information on how environmental or social |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | characteristics, or a combination of those characteristics are met |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| (ii) | if an index has been designated as a reference |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | benchmark, information on whether and how this index is consistent with those characteristics |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| (iii) | Indicate where the methodology used for the |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | calculation of the index can be found |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| (b) | Where a fund has sustainable investment as its objective and an index has been designated as a reference benchmark, include: |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| (i) | information on how the designated index is aligned |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | with the objective |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| (ii) | an explanation as to why and how the designated |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | index aligned with that objective differs from a broad market index |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| (c) | Where a fund has sustainable investment as its |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | objective and no index has been designated as a reference benchmark, include an explanation on how that objective is to be attained. |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| (d) | Where a fund has a reduction in carbon emissions as |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | its objective, include the objective of low carbon emission exposure in view of achieving the long‐term global warming objectives of the Paris Agreement |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| (e) | Include a detailed explanation of how the continued |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | effort of attaining the objective of reducing carbon emissions is ensured in view of achieving the long‐term global warming objectives of the Paris Agreement where the index requirements of (b) above is not available |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| (f) | Indicate where the methodology used for the |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | calculation of the index can be found |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| 2.3 | Investment Restrictions |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| 2.3.1 | Provide that the Retail Investor AIF may derogate |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | from the investment restrictions contained in this Section 2.3 for six months following the date of their launch provided they observe the principle of risk spreading. |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| 2.3.2 | The limits on investments contained in this Section 2.3 |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | are deemed to apply at the time of purchase of the investments and continue to apply thereafter. If the limits laid down in this Section are subsequently exceeded for reasons beyond the control of a Retail Investor AIF or as a result of the exercise of subscription rights, the Retail Investor AIF must adopt as a priority objective the remedying of that situation, taking due account of the interests of its unitholders. |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| 2.3.3 | The Retail Investor AIF shall not, nor shall it appoint a |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | management company or general partner or AIFM which would , acquire any shares carrying voting rights which would enable it to exercise significant influence over the management of an issuing body. |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | *Securities* |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| 2.3.4 | The Retail Investor AIF shall not invest more than 20% |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | of its net assets in securities which are not traded in or dealt on a regulated market which operates regularly and is recognised and open to the public |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| 2.3.5 | Subject to paragraph 7 of Chapter 1, Part I, Section 1 (ii) of the AIF Rulebook, the Retail Investor AIF |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | shall not invest more than 20% of its net assets in securities issued by the same institution. |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | Where the Retail Investor AIFs investment policy is to |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | replicate an index, this limit is increased to 35% in the case of a single issuer where this is justified by exceptional market circumstances. |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| 2.3.6 | Subject to paragraph 1 of Chapter 1, Part I, Section 1 (i) |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | of the AIF Rulebook, the Retail Investor AIF shall not hold more than 20% of any class of security issued by any single issuer. This requirement does not apply to investments in other open-ended investment funds. . |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| 2.3.7 | The Retail Investor AIF may only invest up to 100% of |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | its net assets in transferable securities issued or guaranteed by any state, its constituent states, its local authorities, or public international bodies of which one or more states are members with the prior approval of the Central Bank. |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | Full disclosure must be made indicating the states, |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | local authorities and public international bodies in the securities of which it is intended to invest more than 20% of the assets in accordance with the provision of the preceding sentence ; the issuers may be drawn from the following list:  OECD Governments (provided the relevant issues are investment grade), Government of Brazil (provided the issues are of investment grade), Government of India (provided the issues are of investment grade), Government of Saudi Arabia (provided the issues are of investment grade), Government of Singapore, European Investment Bank, European Bank for Reconstruction and Development, International Finance Corporation, International Monetary Fund, Euratom, The Asian Development Bank, European Central Bank, Council of Europe, Eurofima, The European Coal & Steel Community, African Development Bank, International Bank for Reconstruction and Development (The World Bank), The Inter American Development Bank, European Union, Federal National Mortgage Association (Fannie Mae), Federal Home Loan Mortgage Corporation (Freddie Mac), Government National Mortgage Association (Ginnie Mae), Student Loan Marketing Association (Sallie Mae), Federal Home Loan Bank, Federal Farm Credit Bank, Tennessee Valley Authority, Straight-A Funding LLC.  Export-Import Bank – may be permissible it should be given its full title and a submission attached |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | *Cash* |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| 2.3.8 | The Retail Investor AIF shall not keep on deposit more |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | than 10% of its net assets with any one institution; this limit is increased to 30% of net assets for deposits with or securities evidencing deposits issued by or securities guaranteed by the following:  (a) a credit institution authorised in the European Economic Area (EEA) (European Union Member States, Norway, Iceland, Liechtenstein);  (b) a credit institution authorised within a signatory state, other than a Member State of the EEA, to the Basle Capital Convergence Agreement of July 1988 (Switzerland, Canada, Japan, United States);  (c) a credit institution authorised in Jersey, Guernsey, the Isle of Man, Australia or New Zealand;  (d) the depositary; or  (e) with the prior approval of the Central Bank, a credit institution which is an associated or related company of the depositary. |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | *Investment in other investment funds* |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| 2.3.9 | Subject to paragraph 12 of Chapter 1, Part I, Section 1 |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | (ii) of the AIF Rulebook , the Retail Investor AIF shall not invest more than 30% of net assets in any one open-ended investment fund. |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| 2.3.10 | The Retail Investor AIF shall not invest more |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | than 20% of net assets in unregulated open-ended investment funds |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| 2.3.11 | The Retail Investor AIF shall only invest in units of an |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | investment fund managed by its management company or AIFM or by an associated or related company of either of these, where the management company of the investment fund in which the investment is being made has waived the preliminary/initial/redemption charge which it would normally charge |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| 2.3.12 | The Retail Investor AIF shall ensure that any |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | commission or other fee received by the management company or AIFM must be paid into the property of the Retail Investor AIF |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | *Financial Derivative Instruments* |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| 2.3.13 | State that the Retail Investor AIF shall not have a risk exposure to a counterparty in an OTC derivative transaction which exceeds the following: |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | (a) where the counterparty is a relevant institution, |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | 10% of the Retail Investor AIF’s net assets; or |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | (b) in any other case, 5% of the Retail Investor AIF’s |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | net assets. |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| 2.3.14 | State that the Retail Investor AIF shall ensure that its |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | global exposure relating to derivative instruments will not exceed the total net asset value of its portfolio. |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| 2.3.15 | When a transferable security or money market |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | instrument contains an embedded derivative, the latter shall be taken into account when complying with the requirements of Section 2.3.14 above |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| 2.3.16 | Where the Retail Investor AIF invests in FDI dealt in over-the-counter, "OTC derivatives" confirm that: |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| (i) | the counterparty is a relevant institution or an |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | investment firm, authorised in accordance with MiFID in an EEA Member State, or is an entity subject to regulation as a Consolidated Supervised Entity (“CSE”) by the US Securities and Exchange Commission; or |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| (ii) | in the case of a counterparty which is not a relevant |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | institution, the counterparty has a minimum credit rating of A-2 or equivalent, or is deemed by the Retail Investor AIF to have an implied rating of A-2 or equivalent. |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| (iii) | Alternatively, an unrated counterparty will be |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | acceptable where the Retail Investor AIF is indemnified or guaranteed against losses suffered as a result of a failure by the counterparty, by an entity which has and maintains a rating of A-2 or equivalent. |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| 2.4 | Borrowing Powers |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| 2.4.1 | The Retail Investor AIF shall not borrow, or have at any given time borrowings, exceeding 25% of its net assets |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | | | | | |  |  | | | | | | | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| 2.4.2 | Disclose where assets of the fund are used to secure |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | borrowings |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| 2.4.3 | The Retail Investor AIF shall not raise capital from the |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | public through the issue of debt securities |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| 2.5 | Distribution/Dividend policy |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| 2.5.1 | Disclose the distribution policy and indicate whether |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | income will be reinvested or paid to shareholders |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | Disclose the: |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| 2.52 | Distribution date(s); |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| 2.5.3 | Time limit, if any, after which entitlement to dividend |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | lapses and the procedure in that event; |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| 2.5.4 | Method of payment of dividends; and |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| 2.5.5 | Insert a description of the rules for determining |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | and applying income |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| 2.5.6 | Distributions out of capital are permitted subject to the following: |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | | | | | |  |  | | | | | | | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| a) | Clearly outline the rationale behind the policy |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| b) | Include a prominent risk warning, at the front |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | of the prospectus, which describes the effects of making distributions from capital. This warning must include the following: |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | * That capital will be eroded; * That the distribution is achieved by forgoing the potential for future capital growth; * This cycle may continue until all capital is depleted |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| c) | Highlight that distributions out of capital may have |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | different tax implications to distributions of income and recommend that investors seek advice in this regard |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| d) | The Retail Investor AIF which proposes to make |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | distributions out of capital and which invests greater than 20% in fixed income instruments must highlight the greater risk of capital erosion given the lack of potential for capital growth and the likelihood that, due to capital erosion, the value of future returns would also be diminished |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| e) | Where the Retail Investor AIF invests more |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | than 20% in fixed income instruments, and the priority of the Retail Investor AIF is the generation of income rather than capital growth this priority shall be specified.  In addition include a statement that distributions made during the life of the Retail Investor AIF must be understood as a type of capital reimbursement. |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| f) | Confirm that a similar risk warning to 2.6.6 b) above is contained in any subscription form or marketing material |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | | | | | |  |  | | | | | | | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| g) | Insert here relevant clause/article number in |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | the constitutional document which permits distributions out of capital |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| 2.5.7 | Where the Retail Investor AIF proposes to charge fees |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | and expenses, including management fees, to capital, include the following: |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | (a) indicate that fees and expenses, including |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | management fees, or a portion thereof, may be charged to capital; |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | (b) a prominent risk warning in bold text at |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | front of prospectus which states: |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | “Unitholders/Shareholders should note that all or part of fees and expenses, including (if applicable) management fees, will be charged to the capital of the Retail Investor AIF. This will have the effect of lowering the capital value of your investment”; and |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | (c) a description of the effects of the charging |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | of fees and expenses, including management fees, to capital i.e. that capital may be eroded. |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| 2.5.8 | Accumulating Retail Investor AIF /classes |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | Indicate that it is not the current intention to pay dividends |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  |  |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
| 2.5.9 | For Accumulating and Distributing Retail Investor AIF/ |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | classes |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | If provisions are made for a Retail Investor AIF to |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |
|  | change its dividend policy (to accumulating/distributing as appropriate), indicate that full details will be disclosed in an updated prospectus/supplement and that all shareholders/unitholders will be notified in advance |  | | | | | |  |  |  | | |  | | | | | | | |  | |  | | | | | | |

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|  |  | |  | |  | |  | |  | | |  | |  | |  | | | | | |
| 2.6 | Information concerning the AIFM | |  | |  | |  | |  | | |  | |  | |  | | | |
|  |  | |  | |  | |  | |  | | |  | |  | |  | | | |
| 2.6.1 | Name | |  | |  | |  | |  | | |  | |  | |  | | | |
|  |  | |  | |  | |  | |  | | |  | |  | |  | | | |
| 2.6.2 | Disclose the jurisdiction and regulatory status where a non- | |  | |  | |  | |  | | |  | |  | |  | | | |
|  | Irish entity | |  | |  | |  | |  | | |  | |  | |  | | | |
|  |  | |  | |  | |  | |  | | |  | |  | |  | | | |
| 2.6.3 | Disclose any significant activities engaged in by the AIFM | |  | |  | |  | |  | | |  | |  | |  | | | |
|  |  | |  | |  | |  | |  | | |  | |  | |  | | | |
| 2.6.4 | Confirm that to cover potential professional liability risks resulting from activities which the AIFM (this applies to both internally managed AIFs and external AIFMs) may carry out shall either: | |  | |  | |  | |  | | |  | |  | |  | | | |
|  | (a) have additional own funds which are appropriate to cover potential | |  | |  | |  | |  | | |  | |  | |  | | | |
|  | liability risks arising from professional negligence; or | |  | |  | |  | |  | | |  | |  | |  | | | |
|  | (b) hold a professional indemnity insurance against liability arising | |  | |  | |  | |  | | |  | |  | |  | | | |
|  | from professional negligence which is appropriate to the risks covered. | |  | |  | |  | |  | | |  | |  | |  | | | |
|  |  | |  | |  | |  | |  | | |  | |  | |  | | | |
| 2.6.5 | Insert a description of how the AIFM is complying with the | |  | |  | |  | |  | | |  | |  | |  | | | |
|  | requirements of Regulation 14 | |  | |  | |  | |  | | |  | |  | |  | | | |
|  |  | |  | |  | |  | |  | | |  | |  | |  | | | |
| 2.7 | Information concerning a management company/general partner | |  | |  | |  | |  | | |  | |  | |  | | | |
|  |  | |  | |  | |  | |  | | |  | |  | |  | | | |
|  | Disclose | |  | |  | |  | |  | | |  | |  | |  | | | |
| 2.7.1 | Name | |  | |  | |  | |  | | |  | |  | |  | | | |
|  |  | |  | |  | |  | |  | | |  | |  | |  | | | |
| 2.7.2 | Form in law | |  | |  | |  | |  | | |  | |  | |  | | | |
|  |  | |  | |  | |  | |  | | |  | |  | |  | | | |
| 2.7.3 | Registered office | |  | |  | |  | |  | | |  | |  | |  | | | |
|  |  | |  | |  | |  | |  | | |  | |  | |  | | | |
| 2.7.4 | Head office (if different from registered office) | |  | |  | |  | |  | | |  | |  | |  | | | |
|  |  | |  | |  | |  | |  | | |  | |  | |  | | | |
| 2.7.5 | If the management company/general partner is part of a group, name | |  | |  | |  | |  | | |  | |  | |  | | | |
|  | the group | |  | |  | |  | |  | | |  | |  | |  | | | |
|  |  | |  | |  | |  | |  | | |  | |  | |  | | | |
| 2.7.6 | Date of incorporation of the management company | |  | |  | |  | |  | | |  | |  | |  | | | |
|  |  | |  | |  | |  | |  | | |  | |  | |  | | | |
| 2.7.7 | Indication of duration, if limited | |  | |  | |  | |  | | |  | |  | |  | | | |
|  |  | |  | |  | |  | |  | | |  | |  | |  | | | |
| 2.7.8 | Disclose the amount of the prescribed capital of the | |  | |  | |  | |  | | |  | |  | |  | | | |
|  | management company or general partner with an indication of the capital paid-up | |  | |  | |  | |  | | |  | |  | |  | | | |
|  |  | |  | |  | |  | |  | | |  | |  | |  | | | |
| 2.8 | Information concerning the investment manager and other service providers | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.8.1 | Disclose details of the service providers to the Retail Investor AIF | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.8.2 | Name | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.8.3 | Address | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.8.4 | Main Activity | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.8.5 | Disclose the other significant activities engaged in by the AIFM and | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | any entity performing investment management functions on its behalf | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.8.6 | Disclose details of the investment adviser where that adviser is | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | appointed directly by the Retail Investor AIF | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | Delegation | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.8.7 | Insert a description of any delegated management function as referred | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | to in the AIFMD Regulations by the AIFM | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.8.8 | Insert a description of any safe-keeping function delegated by the | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | depositary, the identification of the delegate and any conflicts of interest that may arise from such delegations | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.9 | Material Contracts | |  | |  | |  | | |  | |  | |  | | |  | | |
| 2.9.1 | Disclose the material provisions of the contracts between | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | third parties and the management company, general partner, ICAVor investment company which may be relevant to unitholders. | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.9.2 | Insert a description of the main legal implications of the contractual | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | relationship entered into for the purpose of investment, including information on jurisdiction, on the applicable law and on the existence or not of any legal instruments providing for the recognition and enforcement of judgments in the territory where the Retail Investor AIF is established | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.9.3 | Paying Agents/Distributors | |  | |  | |  | | |  | |  | |  | | | |  | |
| a) | Where appointment may be required by local regulations in EEA countries, provide that | |  | |  | |  | | |  | |  | |  | | | |  | |
| (i) | Local regulations in EEA countries may require the | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | appointment of paying agents and maintenance of accounts by such agents through which subscriptions and redemption monies may be paid; and | |  | |  | |  | | |  | |  | |  | | | |  | |
| (ii) | Investors who choose or are obliged under local regulations | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | to pay/receive subscription/redemption monies via an intermediary entity rather than directly to the depositary of the Retail Investor AIF (e.g. a sub-distributor or agent in the local jurisdiction) bear a credit risk against that intermediate entity with respect to   * subscription monies prior to the transmission of such monies to the depositary for the account of the Retail Investor AIF; * redemption monies payable by such intermediate entity to the relevant investor; | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | and | |  | |  | |  | | |  | |  | |  | | | |  | |
| (iii) | fees of sub-distributors and paying agents will be borne by the Retail | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | Investor AIF | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| b) | If applicable, indicate the intention to appoint a distributor | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.10 | General Information | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.10.1 | Conflict of Interests | |  | |  | |  | | |  | |  | |  | | | |  | |
| a) | Disclose a description of the potential conflicts of interest | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | which could arise between the AIFM, management company, general partner, investment manager and the Retail Investor AIF | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| b) | Indicate where applicable how these will be resolved | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| c) | Disclose where it is envisaged that transactions with a general | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | partner, management company, depositary, AIFM, investment manager and/or its delegate or associated or group companies may be entered into | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| d) | Where Securities have been valued by a competent person | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | and that ‘competent person’ is a related party to the Retail Investor AIF disclose the possible conflicts of interest which may arise | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.10.2 | Disclose a description of how the AIFM ensures a fair treatment of | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | unitholders and, whenever a unitholder obtains preferential treatment or the right to obtain preferential treatment, a description of that preferential treatment, the type of unitholders who obtain such preferential treatment and, where relevant, their legal or economic links with the Retail Investor AIF or AIFM | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.10.3 | Dealings by management company, general partner, depositary, AIFM, investment manager or by delegates or group companies of these | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| (i) | The Retail Investor AIF shall only enter into a transaction with | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | a management company, general partner, depositary, AIFM, investment manager or by delegates or group companies of these where it is negotiated at arm’s length. Transactions must be in the best interests of the unitholders. | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| (ii) | Transactions permitted are subject to: | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | (a) certified valuation by a person approved by the depositary, or the | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | Retail Investor AIF in the case of transactions involving the depositary, as independent and competent; or | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | (b) execution on best terms on organised investment exchanges under | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | their rules; or | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | (c) where (a) and (b) are not practical, execution on terms which the | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | depositary, or the Retail Investor AIF in the case of transactions involving the depositary, is satisfied conform to the principles outlined in paragraph (i) of this section. | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.10.4 | Soft commissions | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | Disclose a description of soft commission arrangements which may be | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | entered into by a Retail Investor AIF. | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.10.5 | Disclose that the AIFM will inform investors before they invest in the | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | Retail Investor AIF of any arrangement made by the depositary to contractually discharge itself of any liability | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.10.6 | Disclose that the AIFM must also inform unitholders of any changes | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | with respect to depositary liability without delay | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.11 | Reports and Accounts | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | Disclose the accounting dates as follows: | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.11.1 | | Annual accounting date; | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.11.2 | | Date of the initial annual reports; | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.11.3 | | The half yearly accounting date; and | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.11.4 | | Date of the initial half yearly report. | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.11.7 | | Disclose where the | |  | |  | |  | | |  | |  | |  | | | |  | |
| a) | | the constitutional document if not annexed and | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| b) | | the annual reports may be obtained | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | (available for inspection is not acceptable) | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| c) | | where available, any historical performance of the Retail Investor AIF | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| d) | | The AIFM must, for each of the EU AIFs that it manages and for each | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | of the AIFs that it markets in the European Union, periodically disclose to unitholders: | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | |  | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | (i)the percentage of the Retail Investor AIF’s assets which are subject | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | to special arrangements arising from their illiquid nature | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | (ii) any new arrangements for managing the liquidity of the Retail | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | Investor AIF | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | (iii)the current risk profile of the Retail Investor AIF and the risk | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | management systems employed by the AIFM to manage those risks | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| e) | | Where the AIFM manages EU AIFs employing leverage it must, for each such AIF disclose, on a regular basis: | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | (i)any changes to the maximum level of leverage which the AIFM may | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | employ on behalf of the AIF as well as any right of The reuse of | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | collateral or any guarantee granted under the leveraging arrangement | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | (ii)the total amount of leverage employed by that AIF | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.12 | | Subscription and Redemption Procedures | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.12.1 | | Disclose procedures and conditions for the issue or sale and repurchase | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | or redemption of units/shares | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.12.2 | | Dealing in the units of a Retail Investor AIF shall be carried | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | out at forward prices i.e. the Net Asset Value next computed after receipt of subscription and redemption requests. | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.12.3 | | Disclose a description of the Retail Investor AIF’s liquidity risk | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | management | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.12.4 | | Dealing Day(s) | |  | |  | |  | | |  | |  | |  | | | |  | |
| a) | | Where the Retail Investor AIF is open-ended, confirm that | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | at least one dealing day per month is provided for. | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| b) | | If the prospectus provides for **‘or’** such other dealing days | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | as the Directors determine, insert: | |  | |  | |  | | |  | |  | |  | | | |  | |
| (i) | | provided there is at least one per month | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | and | |  | |  | |  | | |  | |  | |  | | | |  | |
| (ii) | | all shareholders/unitholders will be notified in advance | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| c) | | If the prospectus provides for **‘and’** such other dealing days | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | as the Directors determine, insert: | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | all shareholders/unitholders will be notified in advance | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | |  | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | Subscriptions | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | Disclose | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.12.5 | | The method and frequency of the calculation of sale or issue price | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.12.6 | | Disclose that units of the Retail Investor AIF will be issued or sold at a | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | price arrived at by dividing the net asset value of the Retail Investor AIF by the number of units outstanding; such price may be increased by duties and charges. | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.12.7 | | The maximum subscription charge (if any); | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.12.8 | | The initial offer price; | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.12.9 | | The initial offer period; | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | Note: The offer period cannot commence prior to the authorisation of the Retail Investor AIF or approval in the case of a sub-fund and must be for a period no longer than six months. | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | |  | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | In the case of Retail Investor AIFs which are established as venture | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | capital, development capital, private equity or real estate Retail Investor AIFs this period may extend up to one year provided that the terms of the offer ensure that early unitholders are not prejudiced by the arrangements. | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | |  | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | Note: Where the Retail Investor AIFs have multiple closings, this period must commence no later than the date of first closing. | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.12.10 | | Details of how ownership will be confirmed e.g. unit/share | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | certificates or written confirmation of entry on the register; | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.12.11 | | Disclose the types and main characteristics of the units and in particular: | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | * the nature of the right (real, personal or other) | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | represented by the unit; | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | * whether there are original securities or certificates | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | providing evidence of title; | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | * state that they are is entry in a register or in an account; | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | * the characteristics of the units; | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | * state that they are registered; | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | * give an indication of any denominations which | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | may be provided for; | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | * an indication of unitholders’ voting rights; and | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | * the circumstances in which winding-up of the Retail | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | Investor AIF can be decided on and winding-up procedure, in particular as regards the rights of unitholders | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | |  | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | Redemptions | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.12.12 | | Disclose the method and frequency of the calculation of the | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | repurchase or redemption price of units | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.12.13 | | Disclose that units shall be redeemed or repurchased at a price arrived at | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | by dividing the net asset value of the Retail Investor AIF by the number of units outstanding; such price may be decreased by duties and charges. | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| a) | | An open-ended Retail Investor AIF must provide redemption | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | facilities on at least a monthly basis | |  | |  | |  | | |  | |  | |  | | | |  | |
| b) | | For an open-ended Retail Investor AIF with limited liquidity | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | disclose the dealing frequency and minimum redemption quotas | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| c) | | Where the Retail Investor AIF is an open-ended investment fund with | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | limited liquidity, the limited nature of the redemption facilities must be clearly outlined | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.12.14 | | Redemption Charge | |  | |  | |  | | |  | |  | |  | | | |  | |
| a) | | Disclose the maximum redemption charge, if any (This charge | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | must not exceed 3% for an open-ended Retail Investor AIF) | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| b) | | Disclose the charge in bold at the beginning of the prospectus | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| c) | | Disclose details of any contingent deferred sales charge (if any) | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.12.15 | | Settlement Period | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | Indicate the period within which redemption proceeds will | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | normally be paid or discharged to investors. | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | |  | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | (Note: this paragraph does not apply to funds which are classified as open-ended with limited liquidity) | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | The period between the dealing deadline for redemption | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | requests and payment of the Retail Investor AIF to investors should reflect the frequency of dealing i.e. daily, weekly and in any event should not exceed 30 calendar days from the dealing deadline. | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | |  | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | The following provisions may be inserted | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.12.16 | | Provide that if total requests for redemption on any Dealing | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | Day for the Retail Investor AIF /sub-fund exceed 10% of the total number of units/shares in the Retail Investor AIF /sub-fund, the Directors may in their discretion refuse to redeem any units/shares in excess of 10%. Any request for redemption on such Dealing Day shall be reduced rateably and the redemption requests shall be treated as if they were received on each subsequent Dealing Day until all the units/shares to which the original request related have been redeemed. | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.12.17 | | Redemption in Specie | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | Where the prospectus provides for redemption in specie provide that: | |  | |  | |  | | |  | |  | |  | | | |  | |
| a) | | Redemption in specie is at the discretion of the Retail Investor AIF and | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | with the consent of the redeeming shareholder/unitholder; | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | (n/a for an exchange traded fund where the original subscription was made in specie) | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| b) | | Asset allocation is subject to the approval of the depositary; | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | and | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| c) | | A determination to provide redemption in specie may be solely at the | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | discretion of the Retail Investor AIF where the redeeming shareholder/unitholder requests redemption of a number of units that represent 5% or more of the net asset value of the Retail Investor AIF. In this event the Retail Investor AIF will, if requested, sell the assets on behalf of the shareholder/unitholder. The cost of the sale can be charged to the shareholder/unitholder. | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | | (n/a for an exchange traded fund where the original subscription was made in specie) | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.13 | Dealing Procedures | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.13.1 | Subscription and redemptions by way of original documentation | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| a) | Provide that applications for | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | (i) subscriptions | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | (ii) redemptions | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | are made to the manager/administrator by way of a signed original subscription/redemption application form | |  | |  | |  | | |  | |  | |  | | | |  | |
| b) | Where the Retail Investor AIF is open-ended Retail Investor AIF | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | Disclose that | |  | |  | |  | | |  | |  | |  | | | |  | |
| (i) | It provides redemption facilities on at least a monthly basis; | |  | |  | |  | | |  | |  | |  | | | |  | |
| (ii) | It redeems when requested at least 10% of net assets; and | |  | |  | |  | | |  | |  | |  | | | |  | |
| (iii) | It will not impose a redemption fee in excess of 3% of net asset value | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | per unit | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| c) | If the Retail Investor AIF: | |  | |  | |  | | |  | |  | |  | | | |  | |
| (i) | offers redemption and/or settlement facilities on a less than | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | monthly basis; and/or | |  | |  | |  | | |  | |  | |  | | | |  | |
| (ii) | provides for a period of greater than 30 days between the | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | dealing deadline and the payment of redemption proceeds | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | Ensure that they classify themselves as an open-ended | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | Retail Investor AIF with limited liquidity | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.14 | Suspensions of the calculation of NAV and repurchase or redemption of shares | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.14.1 | List circumstances in which the calculation of the NAV and | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | repurchase or redemption may be temporarily suspended | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.14.2 | A management company/general partner/investment company/ICAV | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | which temporarily suspends the calculation of the net asset value and repurchase or redemption of its units must inform the Central Bank immediately, and in any event within the working day on which such suspension took effect | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.15 | Fees and Expenses | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.15.1 | Insert a description of all fees, charges and expenses and of the | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | maximum amounts thereof which are directly or indirectly borne by unitholders | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.15.2 | Disclose the manner, amount and calculation of remuneration payable | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | by the Retail Investor AIF to the management company, directors of the investment company, ICAV, general partners, the depositary or third parties, and reimbursement of costs by the Retail Investor AIF to the management company, directors of the investment company/ICAV, general partners, the depositary or to third parties | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.15.3 | Insert a description of the AIFM’s remuneration policies and practices | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | pursuant to Regulation 14 | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
| 2.15.4 | Insert details of how each service providers/directors fees are | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | accrued and paid (i.e. daily, weekly, monthly in arrears) | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | Note: (i) if fees are payable in advance the relevant party must have agreed to repay any fees not earned if the agreement is terminated.  (ii): If provision is made for penalty fees, (e.g. fees that may arise on early termination of an appointment), these must be disclosed | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |
|  | The basis of the fee calculation (e.g., % per annum of net asset value, gross asset value, gross proceeds) | |  | |  | |  | | |  | |  | |  | | | |  | |
|  |  | |  | |  | |  | | |  | |  | |  | | | |  | |

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | The maximum fee and out of pocket expenses of each of the |  |  |  |  |  |  |  | |
|  | service providers/directors, where such fees are payable directly from |  |  |  |  |  |  |  | | | |
|  | the assets of the Retail Investor AIF |  |  |  |  |  |  |  | | | |
|  | (i)management company |  |  |  |  |  |  |  | | | |
|  | (ii)administrator/transfer agent |  |  |  |  |  |  |  | | | |
|  | (iii)depositary |  |  |  |  |  |  |  | | | |
|  | (iv)sub-depositary (fees and transaction charges) |  |  |  |  |  |  |  | | | |
|  | (or state that they will be at normal commercial rates) |  |  |  |  |  |  |  | | | |
|  | (v) investment manager/sub-investment manager |  |  |  |  |  |  |  | | | |
|  | (vi)investment adviser |  |  |  |  |  |  |  | | | |
|  | (vii)distributor |  |  |  |  |  |  |  | | | |
|  | (viii)sub-distributor/paying agent |  |  |  |  |  |  |  | | | |
|  | (ix)directors |  |  |  |  |  |  |  | | | |
|  | (x)prime broker |  |  |  |  |  |  |  | | | |
|  | (xi)AIFM |  |  |  |  |  |  |  | | | |
|  |  |  |  |  |  |  |  |  |
| (i) | Any other fees and expenses paid directly by the Retail Investor AIF |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| (ii) | All other costs and expenses, including establishment costs. |  |  |  |  |  |  |  |
|  | Indicate how costs of establishment will be dealt with in the accounts of the Retail Investor AIF e.g. amortised over first five accounting periods. |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  | Multi-class Retail Investor AIF charging different fees to individual classes |  |  |  |  |  |  |  |
|  | Disclose |  |  |  |  |  |  |  |
| (i) | Details of the fees applicable to the class |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| (ii) | A statement that other classes may be established within the |  |  |  |  |  |  |  |
|  | Retail Investor AIF which may be subject to higher/lower/no fees where applicable; and |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| (iii) | A statement that information in relation to the fees applicable |  |  |  |  |  |  |  |
|  | to other classes within the Retail Investor AIF is available on request |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.15.5 | Alternatively, it is acceptable to state a single figure which caps all |  |  |  |  |  |  |  |
|  | fees payable out of the fund, provided it is clear what is included in the overall fee. |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.15.6 | **Section 2.15.6 B to be completed by Retail Investor AIFs exempted from the ESMA Guidelines on Performance Fees in UCITS and certain types of AIFs (i.e. closed-ended Retail Investor AIFs or open-ended Retail Investor AIFs that are EuVECAs, venture capital AIFs, EuSEFS, private equity AIFs or real estate AIFs). Section 2.15.6 A is to be completed by all other Retail AIFs** |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.15.6 A | Performance/Incentive fee may be provided for as follows: |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| a) | Confirm which of the following methods is being utilised |  |  |  |  |  |  |  |
|  | (i) payable on new high net asset value per share over the life |  |  |  |  |  |  |  |
|  | of the Retail Investor AIF |  |  |  |  |  |  |  |
|  | Or |  |  |  |  |  |  |  |
|  | (ii) payable on out-performance of an index |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| b) | Provide that the initial offer price is taken as the starting price |  |  |  |  |  |  |  |
|  | for the calculations (i.e. the performance fee payment can only be paid on the subsequent outperformance by the nav per share of the initial offer price) |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| c) | Disclose a description of the performance fee calculation method to include: : |  |  |  |  |  |  |  |
|  | (i) the reference indicator to measure the relative |  |  |  |  |  |  |  |
|  | performance of the AIF |  |  |  |  |  |  |  |
|  | Note: This reference indicator can be an index, a High Water Mark, a hurdle rate or a combination (e.g.: HWM + hurdle rate) |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  | (ii) The crystallisation frequency at which the accrued |  |  |  |  |  |  |  |
|  | performance fee, if any, becomes payable to the manager and |  |  |  |  |  |  |  |
|  | a crystallisation date at which the performance fee is |  |  |  |  |  |  |  |
|  | credited to the manager |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  | (iii) The performance reference period (the calculation |  |  |  |  |  |  |  |
|  | period for determining the fee) |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  | (iv) The first calculation period |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  | (v) The performance fee rate (the percentage |  |  |  |  |  |  |  |
|  | performance fee payable) which may also be referred to as the “flat rate” i.e. the rate of performance fee which may be applied in all models |  |  |  |  |  |  |  |
|  | Note: It is not the Central Bank’s practice to approve performance fees above 20% of the increase over the previous highest NAV or 20% of the amount by which the AIF outperforms the index |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  | (vi) The performance fee methodology defining the |  |  |  |  |  |  |  |
|  | method for the calculation of the performance fees based on the abovementioned inputs and any other relevant inputs |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  | (vii) The computation frequency which should coincide |  |  |  |  |  |  |  |
|  | with the calculation frequency of the NAV (e.g. if the AIF calculates its NAV daily, the performance fee should be calculated and accrued in the NAV on a daily basis) |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  | (viii) the date when the performance fee is paid |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  | (ix) concrete examples of how the performance fee will |  |  |  |  |  |  |  |
|  | be calculated to provide investors with a better understanding of the performance fee model especially where the performance fee model allows for performance fees to be charged even in case of negative performance |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| d) | Confirm that: |  |  |  |  |  |  |  |
|  | (i)The calculation of the performance fee does not |  |  |  |  |  |  |  |
|  | crystallise more than once per year,  and |  |  |  |  |  |  |  |
|  | (ii)The performance fee is not paid more than once per year |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  | (iii) The performance fee model is consistent with the |  |  |  |  |  |  |  |
|  | AIF investment objectives, strategy and policy |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  | (iv) The crystallisation date is the same for all share classes |  |  |  |  |  |  |  |
|  | of the AIF |  |  |  |  |  |  |  |
|  | The crystallisation date should seek to align with 31 December or with the end of the financial year of the AIF. |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  | (v) Upon investor’s redemptions, performance fees, if any, |  |  |  |  |  |  |  |
|  | crystallise in due proportions on the date of the investor’s redemption. |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  | (vi) The performance fee model is designed to ensure that |  |  |  |  |  |  |  |
|  | the manager is not incentivised to take excessive risks and that cumulative gains are duly offset by cumulative losses |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| e) | (i) Provide that the calculation of the performance fee is |  |  |  |  |  |  |  |
|  | verified by the depositary or a competent person appointed by the AIFM and approved for the purpose by the depositary, and not open to the possibility of manipulation |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  | (ii) Provide that excess performance should be calculated |  |  |  |  |  |  |  |
|  | net of all costs but could be calculated without deducting the performance fee itself, provided that in doing so it is in the investor’s best interest (i.e. it would result in the investor paying less fees) |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| f) | Payable on new high net asset value per share |  |  |  |  |  |  |  |
|  | Provide that: |  |  |  |  |  |  |  |
|  | (i) No performance fee is accrued/paid until the net asset value per |  |  |  |  |  |  |  |
|  | share exceeds the previous highest net asset value per share on which the performance fee was paid/accrued (or the initial offer price if higher) (the “water mark”); |  |  |  |  |  |  |  |
|  | and |  |  |  |  |  |  |  |
|  | (ii) The fee is only payable/paid on the increase over the “water |  |  |  |  |  |  |  |
|  | mark”. |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| g) | Out-performance of an index Confirm: |  |  |  |  |  |  |  |
|  | (i) The index is relevant in the context of the Retail Investor AIF’s |  |  |  |  |  |  |  |
|  | policy |  |  |  |  |  |  |  |
|  | (ii) The fee is payable only on the amount by which the |  |  |  |  |  |  |  |
|  | Retail Investor AIF out performs the index |  |  |  |  |  |  |  |
|  | And |  |  |  |  |  |  |  |
|  | (iii) Any underperformance of the index in preceding periods |  |  |  |  |  |  |  |
|  | is clawed back (cleared) before a fee becomes due in subsequent periods |  |  |  |  |  |  |  |
|  | For Retail Investor AIF s whose investment policy is to replicate an |  |  |  |  |  |  |  |
|  | Index, this limit is increased to 35% in the case of a single  issuer where this is justified by exceptional market conditions |  |  |  |  |  |  |  |
|  | (iv) Where a UCITS managed in reference to an index |  |  |  |  |  |  |  |
|  | computes performance fees with a benchmark model based on a different but consistent index, the choice of index is explained in the prospectus |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  | Confirm that: |  |  |  |  |  |  |  |
|  | (v) Where the UCITS is managed in reference to an index |  |  |  |  |  |  |  |
|  | and the performance fee is based on outperforming an index, that the same index is used (except where the UCITS’ holdings are not based upon the holdings of the index) |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  | (vi) Where a UCITS is managed in reference to a |  |  |  |  |  |  |  |
|  | benchmark but the UCITS’ portfolio holdings are not based upon the holdings of the benchmark (the index is used as a universe from which to select securities), the benchmark used for the portfolio composition is consistent with the benchmark used for the calculation of the performance fee |  |  |  |  |  |  |  |
|  | Consistency should be primarily assessed against the similar risk-return profile of different benchmarks. |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  | (vii) Where performance fees are payable on the basis of |  |  |  |  |  |  |  |
|  | out-performance of a benchmark, a reference indicator is not set a systematically lower threshold for fee calculation than the actual benchmark |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| h) | Risk warnings |  |  |  |  |  |  |  |
|  | Disclose that: |  |  |  |  |  |  |  |
|  | (i) the performance fee is based on net realised |  |  |  |  |  |  |  |
|  | and net unrealised gains and losses as at the end of each calculation period and as a result, performance fees may be paid on unrealised gains which may subsequently never be realised |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  | (ii) Where a performance fee may be paid in times of |  |  |  |  |  |  |  |
|  | negative performance (for example, the UCITS has out-performed its reference benchmark index, but, overall has a negative performance) include a prominent warning to investors in the prospectus |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  | (iii) The prospectus should display the name of the |  |  |  |  |  |  |  |
|  | benchmark and show past performance against it |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| i) | For multi-manager/adviser scheme |  |  |  |  |  |  |  |
|  | Disclose that: |  |  |  |  |  |  |  |
|  | (i) It is possible that incentive fees in respect of performance |  |  |  |  |  |  |  |
|  | achieved may be payable to one or more of the investment advisers even though the overall NAV of the fund may not have increased; and |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  | (ii) The performance fee is payable only on the performance of |  |  |  |  |  |  |  |
|  | that part of the portfolio for which the investment manager/adviser is responsible. |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.15.6B | Performance/Incentive fee may be provided for as follows: |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| a) | Disclose which of the following methods is being utilised |  |  |  |  |  |  |  |
| (i) | payable on new high net asset value per share over the life |  |  |  |  |  |  |  |
|  | of the Retail Investor AIF |  |  |  |  |  |  |  |
|  | Or |  |  |  |  |  |  |  |
| (ii) | payable on out-performance of an index |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| b) | Provide that the initial offer price is taken as the starting price |  |  |  |  |  |  |  |
|  | for the calculations (i.e. the performance fee payment can only be paid on the subsequent outperformance by the nav per share of the initial offer price) |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| c) | Disclose: |  |  |  |  |  |  |  |
| (i) | The calculation period for determining the fee. |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| (ii) | The first calculation period |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| (iii) | How the performance fee is calculated, i.e. % of increase over |  |  |  |  |  |  |  |
|  | previous highest nav per share on which a fee was paid, etc. |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| (iv) | Accrual basis of fee and when it is actually paid |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| d) | Provide that the calculation of the performance fee must be verified by |  |  |  |  |  |  |  |
|  | the depositary or a competent person appointed by the AIFM and approved for the purpose by the depositary |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| e) | Payable on new high net asset value per share |  |  |  |  |  |  |  |
|  | Provide that: |  |  |  |  |  |  |  |
| (i) | No performance fee is accrued/paid until the net asset value per share |  |  |  |  |  |  |  |
|  | exceeds the previous highest net asset value per share on which the performance fee was paid/accrued (or the initial offer price if higher) (the “water mark”); |  |  |  |  |  |  |  |
|  | and |  |  |  |  |  |  |  |
| (ii) | The fee is only payable/paid on the increase over the “water mark”. |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| f) | Out-performance of an index Ensure that: |  |  |  |  |  |  |  |
| (i) | The index is relevant in the context of the Retail Investor AIF’s policy |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| (ii) | The fee is payable only on the amount by which the |  |  |  |  |  |  |  |
|  | Retail Investor AIF out performs the index |  |  |  |  |  |  |  |
|  | And |  |  |  |  |  |  |  |
| (iii) | Any underperformance of the index in preceding periods |  |  |  |  |  |  |  |
|  | is clawed back (cleared) before a fee becomes due in subsequent periods |  |  |  |  |  |  |  |
| (iv) | For Retail Investor AIF s whose investment policy is to replicate an |  |  |  |  |  |  |  |
|  | Index, this limit is increased to 35% in the case of a single  issuer where this is justified by exceptional market conditions |  |  |  |  |  |  |  |
| g) | Risk warnings |  |  |  |  |  |  |  |
| (i) | Disclose that the performance fee is based on net realised and |  |  |  |  |  |  |  |
|  | net unrealised gains and losses as at the end of each calculation period and as a result, incentive fees may be paid on unrealised gains which may subsequently never be realised |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| (ii) | For multi-manager/adviser scheme |  |  |  |  |  |  |  |
|  | Disclose that: |  |  |  |  |  |  |  |
|  | It is possible that incentive fees in respect of performance |  |  |  |  |  |  |  |
|  | achieved may be payable to one or more of the investment advisers even though the overall NAV of the fund may not have increased; and |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  | The performance fee is payable only on the performance of |  |  |  |  |  |  |  |
|  | that part of the portfolio for which the investment manager/adviser is responsible. |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.15.7 | Directed brokerage services and similar arrangements (e.g. fee sharing, commission rebates, retrocessions and hard commissions) |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| a) | Disclose full details of any directed brokerage services or |  |  |  |  |  |  |  |
|  | similar arrangement operated in relation to the Retail Investor AIF (including details of the services provided). |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  | Disclose |  |  |  |  |  |  |  |
| (i) | ‘The Retail Investor AIF shall ensure that where a person, acting on its |  |  |  |  |  |  |  |
|  | behalf, successfully negotiates the recapture of a portion of the commissions charged by brokers or dealers in connection with the purchase and/or sale of securities, the rebated commission shall be paid to the Retail Investor AIF’; and |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| b)(i) | Where relevant provide that ‘ the Retail Investor AIF shall not |  |  |  |  |  |  |  |
|  | reimburse out of its assets the operator of the directed brokerage services or similar arrangement for reasonable properly vouched costs, fees and expenses directly incurred by the operator in relation to the services or arrangement unless the prospectus disclosure required by Section 2.16.11(a) has been made ’  Note: The Retail Investor AIF must be separately invoiced for these fees and expenses by the operator of the directed brokerage programme. |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.16 | Taxation |  |  |  |  |  |  |  |
|  | Disclose |  |  |  |  |  |  |  |
| 2.16.1 | Brief indication relevant to unitholders/shareholders of the |  |  |  |  |  |  |  |
|  | tax system applicable to the Retail Investor AIF |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.16.2 | Details of whether deductions are made at source from the |  |  |  |  |  |  |  |
|  | income and capital gains paid by the Retail Investor AIF to unitholders/shareholders |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.17 | Statutory Information |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.17.1 | Unit Trust |  |  |  |  |  |  |  |
|  | Indicate that a unit in the Unit Trust represents the beneficial |  |  |  |  |  |  |  |
|  | ownership of one undivided share in the assets of the Unit Trust |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.17.2 | Voting rights |  |  |  |  |  |  |  |
| a) | Give indication of unitholders/shareholders voting rights |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.17.3 | Winding up/Termination |  |  |  |  |  |  |  |
| a) (i) | Set out the distribution provisions on the termination/ |  |  |  |  |  |  |  |
|  | winding up of the scheme, in particular those affecting unitholders/shareholders |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| (ii) | Confirm the provisions reflect the constitutional document |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| (iii) | Circumstances in which winding-up of the Retail Investor AIF can be |  |  |  |  |  |  |  |
|  | decided on and winding-up procedure, in particular as regards the rights of the Unitholder |  |  |  |  |  |  |  |
| b) (i) | Disclose the circumstances in which the shares/units of the |  |  |  |  |  |  |  |
|  | Retail Investor AIF, or a sub-fund thereof, can be redeemed compulsorily. |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| (ii) | Confirm the compulsory redemption provisions reflect the |  |  |  |  |  |  |  |
|  | constitutional document |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.17.4 | Valuation Rules for the Retail Investor AIF’s assets |  |  |  |  |  |  |  |
| (i) | Disclose |  |  |  |  |  |  |  |
| a) | The method used to value the assets of the Retail Investor AIF |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| b) | Provide that the Retail Investor AIF values as often as it deals |  |  |  |  |  |  |  |
|  | (issues and redeems) |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| c) | Insert a description of the Retail Investor AIF’s valuation |  |  |  |  |  |  |  |
|  | procedure and pricing methodology for valuing assets, including the methods used in valuing hard-to-value assets as per the constitutional document. |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| d) | Disclose details of the external valuer, where relevant |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| (ii) | Confirm Appendix 3 is completed and is attached |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.17.5 | Publication of Subscription/Redemption Prices |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| a) | Disclose the means, frequency and places of the publication of the |  |  |  |  |  |  |  |
|  | latest net asset value of the Retail Investor AIF or the latest market price of the unit of the Retail Investor AIF prices |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| b) | Disclose the method(s) provided, i.e., |  |  |  |  |  |  |  |
| (i) | Published in newspaper; and/or |  |  |  |  |  |  |  |
| (ii) | Made available on internet; and |  |  |  |  |  |  |  |
| (iii) | Provide that dealing prices are also available from the office |  |  |  |  |  |  |  |
|  | of the Retail Investor AIF, its manager or administrator |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| c) | Confirm publication is as frequently as the Retail Investor AIF is dealing |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.17.6 | Requirements for newspaper publication (if applicable) |  |  |  |  |  |  |  |
| a) | Disclose the name of the newspaper(s); and |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| b) | Confirm dealing prices are being published in a newspaper(s) |  |  |  |  |  |  |  |
|  | in the jurisdiction(s) where marketing takes place |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.17.7 | Requirements for internet publication (if applicable) |  |  |  |  |  |  |  |
| a) | Disclose information in relation to the publication policy |  |  |  |  |  |  |  |
|  | adopted by the Retail Investor AIF |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| b) | Provide that dealing prices, posted on the internet, must be |  |  |  |  |  |  |  |
|  | up-to-date. |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.18 | Umbrella Funds |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.18.1 | In the case of an investment company provide on the cover of the |  |  |  |  |  |  |  |
|  | prospectus that the Retail Investor AIF is ‘an umbrella Retail Investor AIF with segregated liability between sub-funds’ |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.18.2 | Investment companies which were authorised and |  |  |  |  |  |  |  |
|  | commenced trading before 30 June 2005 and which do not have segregated liability between sub-funds must clearly disclose the potential risks to unitholders arising from the absence of the segregation of liability between sub-funds. |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.18.3 | Provide that new sub-funds require the prior approval of the |  |  |  |  |  |  |  |
|  | Central Bank |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.18.4 | List all the sub-funds approved by the Central Bank |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.18.5 | If a separate prospectus is being produced for each sub- |  |  |  |  |  |  |  |
|  | fund, ensure a list of all sub-funds approved is included in each prospectus |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.18.6 | Similarly, if a supplement is being produced for each |  |  |  |  |  |  |  |
|  | sub-fund, ensure the prospectus lists all sub-funds |  |  |  |  |  |  |  |
|  | Or |  |  |  |  |  |  |  |
|  | Where all the sub-funds are not named in the main prospectus |  |  |  |  |  |  |  |
|  | ensure that they are all listed in each supplement or a separate supplement |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.18.7 | Where relevant state in bold text that the supplement forms part of, |  |  |  |  |  |  |  |
|  | and should be read in conjunction with the prospectus |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.18.8 | Confirm that investment companies authorised before 30 June |  |  |  |  |  |  |  |
|  | 2005, which have as an investment objective the employment of leverage, may not establish additional sub-funds unless the umbrella Retail Investor AIF has taken measures necessary to apply segregated liability between sub-funds. |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.18.9 | Exchanges |  |  |  |  |  |  |  |
|  | If provided for: |  |  |  |  |  |  |  |
| a) | Disclose the procedures for the exchange of shares. |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| b) | Disclose the charges, if any, applicable to the exchanges of |  |  |  |  |  |  |  |
|  | units in one sub-fund for units in another |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.18.10 | If applicable, |  |  |  |  |  |  |  |
| a) | Disclose ability to invest in other sub-funds of the Umbrella |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| b) | Disclose the extent to which sub-fund may invest in another sub-fund |  |  |  |  |  |  |  |
|  | and the conditions which apply to such investments. |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| c) | Where a sub-fund (the “Investing Fund”) of an umbrella Retail Investor |  |  |  |  |  |  |  |
|  | AIF invests in the units of other sub-funds of that umbrella (each a “Receiving Fund”), the rate of the annual management fee which investors in the Investing Fund are charged in respect of that portion of the Investing Fund’s assets invested in Receiving Funds (whether such fee is paid directly at the Investing Fund level, indirectly at the level of the Receiving Funds or a combination of both) may not exceed the rate of the maximum annual management fee which investors in the Investing Fund may be charged in respect of the balance of the Investing Fund’s assets, such that there shall be no double charging of annual management fee to the Investing Fund as a result of its investments in the Receiving Fund. This provision is also applicable to the annual fee charged by an investment manager where this fee is paid directly out of the assets of the Retail Investor AIF |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| d) | Provide that Investment by way of transfer for consideration is subject |  |  |  |  |  |  |  |
|  | to prior notification to the Central Bank |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.19 | Warehousing |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| a) | Disclose any proposals to acquire assets pursuant to a |  |  |  |  |  |  |  |
|  | warehousing arrangement |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| b) | Disclose details of any fee payable in relation to such |  |  |  |  |  |  |  |
|  | arrangements; and |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| c) | State that the Retail Investor AIF will pay no more than |  |  |  |  |  |  |  |
|  | current market value for these assets. |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.20 | Classes of Funds |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.20.1 | Confirm a separate prospectus is not being issued for classes. |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.20.2 | Confirm the constitutional document provides for the |  |  |  |  |  |  |  |
|  | creation of classes |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.20.3 | Clearly disclose how the net asset value per share class is |  |  |  |  |  |  |  |
|  | calculated |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.20.4 | Provide that the creation of further share classes must be |  |  |  |  |  |  |  |
|  | notified to, and cleared, in advance with the Central Bank |  |  |  |  |  |  |  |
|  | Or |  |  |  |  |  |  |  |
|  | Provide that the creation of further share classes must be |  |  |  |  |  |  |  |
|  | effected in accordance with the requirements of the Central Bank |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.20.5 | *Where a class is being provided for by way of a supplement* |  |  |  |  |  |  |  |
|  | Confirm: |  |  |  |  |  |  |  |
| a) | The supplement only contains information specific to the |  |  |  |  |  |  |  |
|  | particular class (e.g. fees, distribution policy); |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| b) | The prospectus indicates that details of the classes will |  |  |  |  |  |  |  |
|  | be disclosed in the relevant supplement; and |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| c) | The name of the Retail Investor AIF (and sub-fund, if |  |  |  |  |  |  |  |
|  | applicable) are contained in the supplement |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.20.6 | Hedged and unhedged Retail Investor AIF and Share Classes |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| a) | Describe clearly the general currency hedging strategies of the Retail |  |  |  |  |  |  |  |
|  | Investor AIF |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| b) | Describe clearly the features of individual currency share classes |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| c) | Where the Retail Investor AIF intends to invest in assets denominated |  |  |  |  |  |  |  |
|  | in currencies other than the base currency, disclose whether it is the Retail Investor AIF’s intention to hedge the resulting currency exposure back into the base currency and, if so, to what extent |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| d) | Disclose the general costs and/or exchange rate risks associated with |  |  |  |  |  |  |  |
|  | the currency strategy. |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| e) | In the case of unhedged share classes: |  |  |  |  |  |  |  |
| (i) | Disclose that a currency conversion will take place on subscription, |  |  |  |  |  |  |  |
|  | redemption and distributions at prevailing exchange rates; and |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| (ii) | Where appropriate, disclose that the value of the share expressed in |  |  |  |  |  |  |  |
|  | the class currency will be subject to exchange rate risk in relation to the base currency. |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  | In the case of hedged share classes: |  |  |  |  |  |  |  |
| f) | Indicate that, to the extent that hedging is successful, the performance |  |  |  |  |  |  |  |
|  | of the class is likely to move in line with the performance of the underlying assets and that unitholders in the hedged class will not benefit if the class currency falls against the base currency and/or the currency in which the assets of the Retail Investor AIF are denominated. |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| g) | Disclose the implications of the hedging policy. This shall at a |  |  |  |  |  |  |  |
|  | minimum include: |  |  |  |  |  |  |  |
|  | (i) a statement indicating the extent to which the Retail Investor AIF |  |  |  |  |  |  |  |
|  | intends to hedge against currency fluctuations and noting that while not the intention, over-hedged or under-hedged positions may arise due to factors outside of the control of the Retail Investor AIF. |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  | (ii) provision that over-hedged positions will not be permitted |  |  |  |  |  |  |  |
|  | to exceed 105% of the net asset value of the class |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  | (iii) a statement that hedged positions will be kept under |  |  |  |  |  |  |  |
|  | review to ensure that over-hedged positions do not exceed |  |  |  |  |  |  |  |
|  | 105% of the net asset value of the class. This review will also incorporate a procedure to ensure that positions materially in excess of 100% will not be carried forward from month to month |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  | (iv) a statement that transactions will be clearly attributable to |  |  |  |  |  |  |  |
|  | a specific class (therefore currency exposures of different currency classes may not be combined or offset and currency exposures of assets of the Retail Investor AIF may not be allocated to separate share classes) |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  | (v) a disclosure that the costs and gains/losses of the hedging |  |  |  |  |  |  |  |
|  | transactions will accrue solely to the relevant class |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| h) | Disclose that the Retail Investor AIF shall only engage in |  |  |  |  |  |  |  |
|  | interest rate hedging at share class level where the benefits and costs of such hedging will be accrued and attributed solely to unitholders in the hedged share class; and. |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| i) | Provide that these arrangements shall be in accordance with |  |  |  |  |  |  |  |
|  | the requirements of Section 2.21.7 (a) to (g) |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.20.7 | Side Pocket Share Classes |  |  |  |  |  |  |  |
| (i) | Provide a clear and unambiguous description of any proposed side |  |  |  |  |  |  |  |
|  | pocket arrangements and information on the action which will be taken in the event that the assets within the side pockets are not re-admitted to trading or otherwise increase in value and/or liquidity as anticipated. |  |  |  |  |  |  |  |
| (ii) | Disclose the clause in the constitutional document which permits the |  |  |  |  |  |  |  |
|  | creation of side pockets |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.20.8 | Investment through Subsidiaries |  |  |  |  |  |  |  |
|  | Where applicable, disclose: |  |  |  |  |  |  |  |
|  | (a) the name of the subsidiary; and |  |  |  |  |  |  |  |
|  | (b) that the subsidiary is wholly owned by the Retail Investor AIF. |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.21 | Closed-ended Retail Investor AIFs |  |  |  |  |  |  |  | | |
|  |  |  |  |  |  |  |  |  | | |
| 2.21.1 | Disclose the duration of the finite closed-ended period of the |  |  |  |  |  |  |  | | |
|  | Retail Investor AIF as a material part of the investment policy |  |  |  |  |  |  |  | | |
|  |  |  |  |  |  |  |  |  | | |
|  | The maximum initial duration permitted by the Central Bank |  |  |  |  |  |  |  | | |
|  | for a closed ended Retail Investor AIF is: |  |  |  |  |  |  |  | | |
|  | (a) 5 years or less; or |  |  |  |  |  |  |  | | |
|  | (b) 10 years or less provided this is reasonably required by the |  |  |  |  |  |  |  | | |
|  | investment objective of the Retail Investor AIF which has made realistic provision for liquidity in its units; or |  |  |  |  |  |  |  | | |
|  | (c) greater than 10 years in the case of a Retail Investor AIF |  |  |  |  |  |  |  | | |
|  | which has made realistic provision for liquidity in its units and which has provided specific opportunities for the redemption of units after 10 years, by all those unitholders who may wish to do so, and on a periodic basis thereafter. |  |  |  |  |  |  |  | | |
|  |  |  |  |  |  |  |  |  | | |
| 2.21.2 | Umbrella scheme: disclose the closed-ended period of each |  |  |  |  |  |  |  | | |
|  | sub-fund |  |  |  |  |  |  |  | | |
|  |  |  |  |  |  |  |  |  | | |
| a) | Provide that at the end of finite closed-ended period) the Retail Investor AIF will undertake one of the following: |  |  |  |  |  |  |  | | |
| (i) | Wind-up and apply to the Central Bank for a revocation |  |  |  |  |  |  |  | | |
|  | of the Retail Investor AIF’s authorisation; |  |  |  |  |  |  |  | | |
| (ii) | Redeem all outstanding units and apply to the Central |  |  |  |  |  |  |  | | |
|  | Bank for revocation of the Retail Investor AIF’s authorisation; |  |  |  |  |  |  |  | | |
| (iii) | Convert into an open-ended scheme; or |  |  |  |  |  |  |  | | |
| (iv) | Obtain shareholder/unitholder approval to extend the closed-ended period for a further finite period: |  |  |  |  |  |  |  | | |
|  |  |  |  | | |
|  | Closed-Ended Retail Investor AIFs |  |  |  |  |  |  |  |
|  | *Changes to Duration* |  |  |  |  |  |  |  |
|  | No realistic liquidity provisions: Where there is a proposed |  |  |  |  |  |  |  |
|  | change to the duration of a closed-ended Retail Investor AIF with no opportunity for unitholders to redeem or otherwise exit the closed ended Retail Investor AIF, the Retail Investor AIF shall ensure that votes in favour of the change must represent at least 75% of votes cast. |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  | Realistic liquidity provisions: Where there is a proposed |  |  |  |  |  |  |  |
|  | change to the duration of the Retail Investor AIF with an opportunity for unitholders to redeem or otherwise exit the closed ended Retail Investor AIF, the Retail Investor AIF shall ensure that votes in favour of the change must represent at least 50% of votes cast. |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.22 | Open-ended Retail Investor AIF s with limited liquidity |  |  |  |  |  |  |  |
| 2.22.1 | Provide for |  |  |  |  |  |  |  |
| a) | redemption at least monthly |  |  |  |  |  |  |  |
| b) | Retail Investor AIF s which are not closed-ended Retail |  |  |  |  |  |  |  |
|  | Investor AIF s but which do not provide redemption facilities monthly, must be classified as open-ended Retail Investor AIF s with limited liquidity. |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 2.23 | Prime broker |  |  |  |  |  |  |  |
| 2.23.1 | Disclose: |  |  |  |  |  |  |  |
| (i) | The identity of the prime broker; |  |  |  |  |  |  |  |
| (ii) | A description of any material arrangements of the Retail Investor AIF |  |  |  |  |  |  |  |
|  | with its prime brokers; |  |  |  |  |  |  |  |
| (iii) | The way the conflicts of interest are managed; |  |  |  |  |  |  |  |
| (iv) | Any provision in the contract with the depositary on the |  |  |  |  |  |  |  |
|  | possibility of transfer and reuse of AIF assets; and |  |  |  |  |  |  |  |
| (v) | Information about any transfer of liability to the prime broker |  |  |  |  |  |  |  |
|  | that may exist |  |  |  |  |  |  |  |
| Any personal data provided by you may be processed by the Central Bank in connection with the performance of its statutory functions. If you have any questions in relation to the processing of your personal data by the Central Bank, you may contact our Data Protection Officer at [dataprotection@centralbank.ie](mailto:dataprotection@centralbank.ie). A copy of the Central Bank’s Data Protection Notice is available at [www.centralbank.ie/fns/privacy-statement](http://www.centralbank.ie/fns/privacy-statement). | | | | | | | | |
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1. 2 If the fee disclosed in the prospectus is less than the maximum fee permitted in these documents, unitholder approval will also be required for an increase in the fee disclosed in the prospectus unless the prospectus also provides that a higher fee may be charged. [↑](#footnote-ref-1)