



Banc Ceannais na hÉireann
Central Bank of Ireland

Eurosystem

Consultation Paper 155

Consultation on ELTIF chapter in the AIF Rulebook

November 2023

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Introduction

The Central Bank of Ireland (Central Bank) intends to add a new chapter dedicated to European Long-Term Investment Funds (ELTIFs) to the AIF Rulebook.

The Central Bank's AIF Rulebook was introduced in July 2013 to support the implementation of the Alternative Investment Fund Managers Directive (AIFMD). The AIF Rulebook consolidated into a single document the conditions, which the Central Bank imposes on authorised AIFs, their managers (alternative investment fund managers ('AIFM') or AIF management companies) and depositaries.

Proposal

In determining its proposed approach to the ELTIF chapter of the AIF Rulebook, the Central Bank had due regard to the existing requirements for AIFs and the ELTIF chapter will be introduced as Chapter 6 of the AIF Rulebook consisting of two parts:

- Part I includes ELTIF restrictions, supervisory requirements, prospectus requirements, general operational requirements and requirements regarding financial reports.
- Part II sets out requirements related to the marketing of ELTIFs to retail investors.

Structure of this paper

This paper is set out as follows:

- Section I: ELTIF restrictions;
- Section II: Supervisory requirements;
- Section III: Prospectus requirements;
- Section IV: General operational requirements;
- Section V: Annual and half-yearly reports;
- Section VI: Marketing of ELTIFs to retail investors in Ireland;
- Annex I: Questions raised in this paper; and
- Annex II: Chapter 6 of the Central Bank AIF Rulebook.

Consultation responses

The Central Bank invites all stakeholders to provide comments on the proposals outlined within this consultation paper. Responses should be submitted no later than 13 December 2023.

Please make your submissions electronically by email to fundspolicy@centralbank.ie.

It is the policy of the Central Bank to publish all responses to its consultations. As all responses will be made available on our website, commercially confidential information should not be included in consultation responses. We will send an email acknowledgement to all responses sent by email. If you do not receive an acknowledgement, please contact us on +353 224 6000.

Markets Policy Division

Central Bank of Ireland

1 November 2023

Section I: ELTIF restrictions

The section regarding ELTIF restrictions sets out requirements in respect of the following:

- general restrictions;
- constitutional documents;
- valuation;
- share classes;
- umbrella ELTIFs;
- investment through subsidiary companies; and,
- dealings by management company, general partner, depository, AIFM, investment manager or by delegate or group companies of the above.

This section of the chapter sets out certain restrictions and transparency requirements that will apply to an ELTIF, to ensure a high standard of investor protection.

Question 1: Do you agree with the proposed rules under Part I, Section 1 of the ELTIF chapter of the AIF Rulebook?

If you have further comments, please refer to the specific provision of the AIF Rulebook and provide reasons for your answer.

Section II: Supervisory requirements

The section on supervisory requirements includes conditions and rules regarding:

- the offer period;
- directors of ELTIF investment companies;
- suspensions;
- replacement of depository;
- replacement of an AIFM, management company, general partner or third party
- monthly and quarterly returns;

- amalgamation of ELTIFs with other investment funds;
- ELTIFs investing in venture capital or development capital or private equity;
- ELTIFs acquiring real estate;
- closed-ended period;
- liquidity; and,
- changes to existing closed-ended ELTIFs.

The proposed rules within this section seek to ensure the ELTIF sets out the relevant information for investors in respect of its operational policies and processes.

Question 2: Do you agree with the proposed rules under Part I, Section 2 of the ELTIF chapter of the AIF Rulebook?

If you have further comments, please refer to the specific provision of the AIF Rulebook and provide reasons for your answer.

Section III: Prospectus requirements

This section of the ELTIF chapter sets out the prospectus requirements for ELTIFs, including requirements related to the information an ELTIF must disclose within its prospectus.

Question 3: Do you agree with the proposed rules under Part I, Section 3 of the ELTIF chapter of the AIF Rulebook?

If you have further comments, please refer to the specific provision of the AIF Rulebook and provide reasons for your answer.

Section IV: General operational requirements

Section 4 of the ELTIF chapter sets out general operational requirements, such as the rules on financial resources of investment companies, dealing requirements for the ELTIF and rules regarding distributions and charging of fees to the capital of the ELTIF and will ensure that an ELTIF has sufficient financial resources for its activities.

Question 4: Do you agree with the proposed rules under Part I, Section 4 of the ELTIF chapter of the AIF Rulebook?

If you have further comments, please refer to the specific provision of the AIF Rulebook and provide reasons for your answer.

Section V: Annual and half-yearly reports

Section 5 of the ELTIF chapter sets out requirements regarding the publication of financial reports, in addition to the information to be contained in annual and half-yearly reports. The proposed rules seek to ensure investor protection and transparency in respect of financial reporting.

Question 5: Do you agree with the proposed rules under Part I, Section 5 of the ELTIF chapter of the AIF Rulebook?

If you have further comments, please refer to the specific provision of the AIF Rulebook and provide reasons for your answer.

Section VI: Marketing of ELTIF to retail investors

Part II of the ELTIF chapter sets out rules that apply to ELTIFs that are marketed to retail investors in Ireland. These requirements are important for ensuring ELTIFs provide clear and transparent information to retail investors.

Question 6: Do you agree with the proposed rules under Part II of the ELTIF chapter of the AIF Rulebook?

If you have further comments, please refer to the specific provision of the AIF Rulebook and provide reasons for your answer.

Annex I: List of Questions

Question 1: Do you agree with the proposed rules under Section 1 of the ELTIF chapter of the AIF Rulebook?

If you have further comments, please refer to the specific provision of the AIF Rulebook and provide reasons for your answer.

Question 2: Do you agree with the proposed rules under Section 2 of the ELTIF chapter of the AIF Rulebook?

If you have further comments, please refer to the specific provision of the AIF Rulebook and provide reasons for your answer.

Question 3: Do you agree with the proposed rules under Section 3 of the ELTIF chapter of the AIF Rulebook?

If you have further comments, please refer to the specific provision of the AIF Rulebook and provide reasons for your answer.

Question 4: Do you agree with the proposed rules under Section 4 of the ELTIF chapter of the AIF Rulebook?

If you have further comments, please refer to the specific provision of the AIF Rulebook and provide reasons for your answer.

Question 5: Do you agree with the proposed rules under Section 5 of the ELTIF chapter of the AIF Rulebook?

If you have further comments, please refer to the specific provision of the AIF Rulebook and provide reasons for your answer.

Question 6: Do you agree with the proposed rules under Part II of the ELTIF chapter of the AIF Rulebook?

If you have further comments, please refer to the specific provision of the AIF Rulebook and provide reasons for your answer.

Annex II: Chapter 6 of the AIF Rulebook

Part I: GENERAL RULES

Section 1: European Long-Term Investment Fund restrictions

i. General restrictions

1. The ELTIF 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. This requirement does not apply:
 - to investments in other investment funds;
 - where the ELTIF invests in venture capital, development capital or private equity, provided its prospectus indicates its intention regarding the exercise of legal and management control over underlying investments.
2. The ELTIF shall not raise capital from the public through the issue of debt securities. This restriction does not operate to prevent the issue of notes by ELTIFs, on a private basis, to a lending institution to facilitate financing arrangements. Details of the note issued must be clearly provided in the prospectus.
3. The ELTIF shall only track or gain an exposure to an index where the index complies with all of the following. The index must:
 - (a) be structured in a manner comprehensible to a reasonable unitholder in an ELTIF;
 - (b) not be structured in a manner which disadvantages unitholders in an ELTIF;
 - (c) not be structured or operate so that it circumvents rules to which an ELTIF is subject; and
 - (d) publish or make available on demand sufficient information so that a unitholder in an ELTIF could replicate the index.

4. The ELTIF shall ensure that the calculation of performance fees must be verified by the depositary or a competent person appointed by the AIFM and approved for the purpose by the depositary.

5. The ELTIF shall specify, in its trust deed, deed of constitution, management agreement, AIFM agreement or partnership agreement, the maximum annual fee¹ charged by, as relevant, an AIFM, a management company and/or a general partner of the ELTIF. The maximum annual fee shall not be increased without approval on the basis of a majority of votes cast at general meeting.² In the event of an increase in the annual fee a reasonable notification period must be provided by the ELTIF to enable unitholders redeem their units prior to the implementation of the increase. The provisions of this paragraph are also applicable to the annual fee charged by an investment manager where this fee is paid directly out of the assets of the ELTIF.

ii. Constitutional documents

1. The ELTIF shall, at all times, comply with its constitutional document.

2. The ELTIF shall entrust its assets to a depositary for safe keeping and this must be expressly specified in its constitutional document.

3. The ELTIF shall, in its constitutional document prescribe the remuneration and the expenditure which the manager of the ELTIF and depositary are empowered to charge to a unit trust, common contractual fund or investment limited partnership and the method of calculation of such remuneration; and, the costs to be borne by the unit trust, common contractual fund or investment limited partnership.

The ELTIF shall, in the articles of association, prescribe the nature of the costs to be borne by the investment company.

¹ The annual fee includes any performance related fee charged by the AIFM, the management company, the general partner or the investment manager.

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.

4. The ELTIF shall specify, in its constitutional document, the maximum charge relating to the redemption or repurchase of units. The maximum charge relating to the redemption or repurchase of units shall not be increased without approval on the basis of a majority of votes cast at general meeting. In the event of an increase in the redemption or repurchase charge a reasonable notification period must be provided by the ELTIF to enable unitholders redeem their units prior to the implementation of the increase.
5. The ELTIF shall establish in its constitutional document conditions for the creation and cancellation of units or for contributions and withdrawal of contributions of partners' capital, as appropriate.
6. The ELTIF shall specify, in its constitutional document, the conditions and manner of application of income.
7. The ELTIF shall, where relevant, specify, in its constitutional document the circumstances under which there may be effected, and the procedure to be followed with respect to, the replacement of the manager of the ELTIF with another manager (including such a replacement by the Central Bank) and shall contain provisions to ensure the protection of unitholders in the event of any such replacement.
8. The depositary of an ELTIF may not be replaced without the approval of the Central Bank. The ELTIF shall specify, in its constitutional document, the conditions under which there may be effected, and the procedure to be followed with respect to, the replacement of the depositary of the ELTIF with another depositary (including such a replacement by the Central Bank) and shall contain provisions to ensure the protection of unitholders in the event of any such replacement.
9. The ELTIF may only issue registered certificates where such activity is permitted by its constitutional documents.

The ELTIF shall attach rights in proportion to the fraction of a unit held except for voting rights which can only be exercised by whole units. The ELTIF shall ensure that the certificates are signed by the depositary. This signature may be reproduced mechanically.

10. The ELTIF is prohibited from making distributions from or charging fees and expenses to capital in the absence of provisions to this effect in its constitutional document. The ELTIF shall only make distributions from or charge fees and expenses to capital, in accordance with express provisions contained in its constitutional document.

iii. Valuation

1. The ELTIF shall specify, in its constitutional document, the rules for the valuation of its assets. These rules shall clearly and unambiguously define an expected method of valuation and shall set out a framework for variation from this method of valuation.
2. The ELTIF shall only purchase and sell assets at prices which are in conformity with the rules in the constitutional document.
3. The ELTIF shall only issue or sell its units at a price arrived at by dividing the net asset value of the ELTIF by the number of units outstanding; such price may be increased by duties and charges.
4. The ELTIF shall only redeem or repurchase its units at a price arrived at by dividing the net asset value of the ELTIF by the number of units outstanding; such price may be decreased by duties and charges.
5. Dealing in the units of an ELTIF should be carried out at forward prices i.e. the Net Asset Value next computed after receipt of subscription and redemption requests.

iv. Share Classes

General

1. Subject to paragraph 2 below, an ELTIF shall only create one or more share classes within the ELTIF, or within a sub-fund of an umbrella ELTIF, where the following requirements are satisfied:
 - (a) the constitutional document of the ELTIF must provide for the creation of share classes. In the case of an umbrella ELTIF the provision in the constitutional document to establish the way in which sub-funds, and share classes within sub-funds, are created must be clear and unambiguous;
 - (b) each ELTIF or sub-fund thereof must consist of a single common pool of assets;
 - (c) assets may not be allocated to individual share classes;
 - (d) the capital gains/losses and income arising from that pool of assets must be distributed and/or must accrue equally to each unitholder relative to their participation in the ELTIF or sub-fund thereof;
 - (e) unitholders in a share class must be treated equally; and
 - (f) where more than one share class exists, all the unitholders in the different share classes must be treated fairly.

Share classes may be established which may be differentiated on the basis of subscription/redemption procedures, distribution policies or charging structure, hedging policies or other criteria clearly disclosed in the prospectus and permitted by the constitutional document.

2. Subject to paragraphs 3 to 10, the ELTIF may allocate assets (including, without limitation, financial derivative instruments (“FDI”)) to individual share classes where the arrangement
 - is not made for the purpose of pursuing a separate investment objective by the share class;
 - does not result in a share class operating de facto as a separate sub-fund;
 - or
 - is not created in order to circumvent the requirements set out in paragraph 1 of this section.

The ELTIF shall distribute and/ or accrue capital gains/ losses and income from the above to each unitholder relative to their participation in the relevant share class provided that:

- (a) there is prominent disclosure in the prospectus of the ability to establish such share classes and the attendant risks;
- (b) there is clear authority in the constitutional document to create such share classes;
- (c) the constitutional document contains unambiguous valuation and allocation provisions; and
- (d) to the extent possible under the investment fund legislation and applicable law, the constitutional document contains provisions aimed at achieving segregation of liability between such share classes and the share classes participating in the common pool of assets of the ELTIF or sub-fund. Where it is not possible to ensure such segregation of liability, this shall be prominently disclosed in the prospectus.

Side pocket share classes– Assets which become illiquid or difficult to value

3. An ELTIF may establish side pocket share classes into which assets which have become illiquid or difficult to value may be placed provided that the ability to establish these share classes has been provided for in the ELTIF’s constitutional document and has been disclosed to unitholders in advance.
4. The ELTIF must, in its constitutional document, prescribe the parameters which will apply to the creation of side pocket share classes.
5. The ELTIF shall, at all times, be able to demonstrate that any assets placed in side pocket share classes comply with the approved parameters.
6. The ELTIF shall report to the Central Bank on an annual basis confirming whether or not the parameters continue to be respected and outlining the prospects and/or plans for the side pocketed assets.
7. The ELTIF must specify in its prospectus a clear and unambiguous description of the 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.

8. The ELTIF shall, in advance of establishing a side pocket share class, provide in conjunction with its depositary written confirmation to the Central Bank that the proposed establishment is in accordance with the ELTIF's constitutional document and takes into account the interests of all unitholders.

Side pocket share classes – Assets which are illiquid when purchased

9. An ELTIF may establish side pocket share classes into which assets which are illiquid when purchased may be placed, provided that the ability to establish these share classes has been provided for in the ELTIF's constitutional document and has been disclosed to unitholders in advance.
10. An ELTIF which has the ability to establish side pocket share classes for the purposes set out in paragraph 9 above must classify itself as either open-ended with limited liquidity or as closed-ended.

v. Umbrella ELTIFs

1. An umbrella ELTIF which has been authorised by the Central Bank must obtain the Central Bank's prior approval for each sub-fund.
2. An umbrella ELTIF which is an investment company shall, in its prospectus, include the words: "**An umbrella fund with segregated liability between sub-funds**".
3. Where the ELTIF, which is an umbrella ELTIF, issues a supplement to its prospectus, it shall state, in the supplement that it is constituted as an umbrella ELTIF and name the other existing sub-funds or provide that these will be available upon request.

4. Where the ELTIF is an umbrella ELTIF, it shall, in its prospectus disclose the extent to which one sub-fund can invest in another and the conditions which apply to such investments.

5. Where the ELTIF is an umbrella ELTIF, it shall, in its prospectus, clearly state the charges, if any, applicable to the exchange of units in one sub-fund for units in another.

6. Where a sub-fund (the “Investing Fund”) of an umbrella ELTIF 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 ELTIF.

vi. Investment through subsidiary companies

1. An ELTIF shall not establish a subsidiary unless the ELTIF complies with the following conditions:
 - (a) the establishment of a subsidiary must receive the prior approval of the Central Bank;
 - (b) the subsidiary must be wholly owned and controlled by the ELTIF. The directors of the ELTIF must form a majority of the board of directors of the subsidiary;
 - (c) the subsidiary must not be an investment fund or issuing body;
 - (d) the subsidiary must not appoint any third parties or enter into any contractual arrangements unless the ELTIF is a party to such appointments or contractual arrangements;
 - (e) the constitutional document of the ELTIF must provide for the ability of the ELTIF to establish subsidiaries;

- (f) the constitutional document of the subsidiary must include provisions which restrict the subsidiary from acting other than under the control of the ELTIF and which restrict any person or entity other than the ELTIF from holding shares in the subsidiary; and
- (g) the assets held by the subsidiary must be valued in accordance with the ELTIF's valuation rules.

vii. Dealings by management company, general partner, depositary, AIFM, investment manager or by delegates or group companies of these

1. The ELTIF 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.

2. Transactions permitted are subject to:
 - (a) certified valuation by a person approved by the depositary, or the ELTIF 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 ELTIF in the case of transactions involving the depositary, is satisfied conform to the principles outlined in paragraph 1 of this section.

Section 2:

Supervisory requirements

i. General conditions

1. An ELTIF shall have an authorised AIFM.
2. The ELTIF shall notify the Central Bank of any proposed amendments to its prospectus. The Central Bank may object to the amendments notified to it and amendments objected to by the Central Bank shall not be made.
3. The ELTIF shall not alter its constitutional document or change its name without the prior approval of the Central Bank.
4. The ELTIF shall notify the Central Bank in advance of proposed amendments to material agreements entered into with third parties. The Central Bank may object to the amendments notified to it and amendments objected to by the Central Bank may not be made.
5. The ELTIF shall not permit a sub-fund of the ELTIF to invest in the units of another sub-fund within the same umbrella, by way of transfer for consideration³, without prior notification to the Central Bank.
6. The ELTIF shall notify the Central Bank promptly of any material breach of the investment fund legislation, the requirements imposed on it by the Central Bank or provisions of its prospectus.

³ Section 1399(2) of the Companies Act 2014 Part XIII and section 47(2) of the ICAV Act permits an umbrella investment company to acquire shares in a sister sub-fund by way of subscription or transfer for consideration. It is expected that, generally, such cross-investments will be processed as subscriptions under normal dealing arrangements. In the event that a transfer for consideration is proposed the ELTIF must notify the Central Bank in advance setting out the rationale behind the proposed transaction.

ii. Offer period

1. The ELTIF shall ensure that the offer period does not commence prior to the authorisation of the ELTIF or approval in the case of a sub-fund and must be for a period no longer than six months.

2. The ELTIF may extend the initial offer period up to two years and six months provided that the terms of the offer ensure that early unitholders are not prejudiced by the arrangements. Where these ELTIFs have multiple closings, this period must commence no later than the date of first closing.

3. The ELTIF may extend the initial offer period, without prior notification to the Central Bank, provided that no subscriptions have been received at the date of the proposed extension. The ELTIF shall notify the Central Bank of any such extensions on an annual basis.

4. The ELTIF may only extend the initial offer period, where subscriptions have been received, if it has received the prior written approval of the Central Bank for such an extension.

5. An ELTIF shall only launch share classes at a fixed price after the initial offer period where it has been confirmed to the Central Bank that existing shareholders in the ELTIF are not prejudiced.

iii. Directors of ELTIFs investment companies⁴

1. Where the ELTIF is an investment company, departures from the office of director and the reason for the departure must be notified to the Central Bank immediately by filing the relevant Central Bank form. In all cases where a director wishes to resign and prior to completing the relevant Central Bank form, the ELTIF (at Board or its Chair level) must form a view as to the impact of the resignation on the manager of the ELTIF having regard to the current and prospective financial state of the manager of the ELTIF and the funds

⁴ The provisions of footnote 1 in chapter 4 - AIF Management Company Requirements will apply mutatis mutandis to directors of ELTIF investment companies which are in distressed or failing circumstances.

under management. In the event that the Board or, in the absence of a Board meeting, the Chair forms the view that the situation is one which could create such concern on the part of the Central Bank, it shall state this on the relevant Central Bank form. The Board or its Chair may consult the Central Bank in order to help it form a view on that matter.

2. Where the ELTIF is an investment company it shall ensure that it does not have directors in common with the board of directors of its depositary.
3. Where the ELTIF is an investment company, a minimum of two directors must be Irish resident.
4. Where the ELTIF is an investment company it shall ensure that each of its directors is required to disclose to the board of the ELTIF any concurrent directorships which they hold.

iv. Suspensions

1. Where the ELTIF temporarily suspends the calculation of the net asset value and repurchase or redemption of its units it must inform the Central Bank immediately, and in any event within the working day on which such suspension took effect.

v. Replacement of depositary

1. The Central Bank requires that the procedures to be followed in relation to the replacement of a depositary must be approved by the board of the investment company, the management company of a unit trust scheme or common contractual fund or the general partner of an investment limited partnership. Where the ELTIF replaces its depositary, the ELTIF must ensure that the Central Bank receives, as required, confirmation from both the retiring depositary and new depositary that they are satisfied with the transfer of assets.
2. The ELTIF shall only terminate the appointment of the depositary:

- (a) upon the appointment of a successor depositary; or
- (b) upon the revocation of the authorisation of the ELTIF.

vi. Replacement of AIFM, management company, general partner or third party

1. The ELTIF may only replace its AIFM, management company or general partner with the prior approval of the Central Bank.
2. The Central Bank must be notified 12 working days after the last day of the reference quarter (T+12) of any proposal to replace third parties which have contracted (directly or indirectly) with the management company in the case of a unit trust or common contractual fund, investment company or investment limited partnership to carry out services. The Central Bank may object to the proposals and replacements objected to by the Central Bank may not proceed.
3. The procedures to be followed by ELTIFs in relation to the replacement of an AIFM, management company, general partner, investment manager or fund administration company must be approved and documented by the ELTIF.

vii. Monthly and quarterly returns

1. The ELTIF must submit a monthly return to the Statistics Division of the Central Bank using the Central Bank Portal. The contents of the monthly return are set out below in paragraph 2 of this section.
2. The following information must be included in the monthly returns:
 - (a) the Central Bank code issued to the sub-fund of the ELTIF;
 - (b) the base currency of the ELTIF (the return must be denominated in the base currency of the ELTIF);
 - (c) the NAV type (designated as estimate or final)
 - (d) the ELTIF type (designated by investment strategy);
 - (e) total gross asset value of the ELTIF at end-month;
 - (f) total net asset value of the ELTIF at end-month;
 - (g) number of units in circulation at end-month;
 - (h) net asset value per unit at end-month;

- (i) payments received from the issues of units during month;
- (j) payments made for the repurchase of units during month;
- (k) net amount from issues and repurchases during month;
- (l) profit/loss from operations during the period;
- (m) investment management fees accrued during the period (excluding performance fees); and
- (n) all other expenses accrued during the period (excluding investment management fees).

This return must be submitted to the Statistics Division of the Central Bank within 10 working days of the end-month to which it refers. .

3. The ELTIF must submit a quarterly Survey of Collective Investment Undertakings return to the Statistics Division of the Central Bank 12 working days after the last day of the reference quarter (T+12).

viii. Amalgamation of ELTIFs with other investment funds

1. An ELTIF may only merge or amalgamate with another investment fund where the proposed merger or amalgamation has received the prior approval of the Central Bank.

ix. ELTIFs investing in venture capital or development capital or private equity

1. The ELTIF, which invests in venture capital or development capital or private equity investments, shall specify, in its prospectus:
 - (a) the intention of the ELTIF regarding the exercise of legal and management control over underlying investments.
 - (b) the prospectus must contain a description of the risks involved in this investment and where the ELTIF provides for the possibility of redemptions, the likelihood that because the ELTIF is invested in unquoted companies, delays may arise in meeting redemption requests from unitholders.
 - (c) a description of the potential conflicts of interest which could arise between the ELTIF and the management company/AIFM and/or any delegates of the ELTIF and the management company/AIFM.

x. ELTIFs acquiring real estate

1. The ELTIF shall only acquire a real estate interest where that interest has been valued in advance. Such a valuation must be contained in a report and it must confirm that if the real estate interest was acquired for the ELTIF it could be disposed of at that valuation within a reasonable period.
2. The ELTIF may not grant any person an option to acquire any real estate interest included in the ELTIF.

xi. Closed-ended period

1. Where the ELTIF is closed-ended it must have a finite closed-ended period, the duration of which must be provided for in the prospectus as a material part of the investment policy.

Accordingly, the constitutional document must provide that on a future date, specified in either the constitutional document or the prospectus, the ELTIF will undertake one of the following actions:

- (a) wind-up and apply to the Central Bank for a revocation of the authorisation of the ELTIF;
 - (b) redeem all outstanding units and apply to the Central Bank for a revocation of the ELTIF authorisation;
 - (c) convert into an open-ended ELTIF, the relevant details of which must be disclosed in the prospectus; or
 - (d) obtain unitholder approval to extend the closed-ended period for a further finite period.
2. Where the ELTIF is closed ended it may, with the prior approval of the Central Bank, provide for the issue of units other than at net asset value.

xii. Liquidity

1. For the purposes of section xiii (*Changes to existing closed-ended ELTIFs*), where the ELTIF is closed ended but provides liquidity provisions, these must

realistically contribute to the ability of a unitholder to realise his/her investment prior to the expiry of the closed-ended period.

xiii. Changes to existing closed-ended ELTIFs

Changes to Duration

1. No realistic liquidity provisions: Where there is a proposed change to the duration of a closed-ended ELTIF with no opportunity for unitholders to redeem or otherwise exit the ELTIF, the ELTIF shall ensure that votes in favour of the change must represent at least 75% of votes cast.

2. Realistic liquidity provisions: Where there is a proposed change to the duration of the ELTIF with an opportunity for unitholders to redeem or otherwise exit the ELTIF, the ELTIF shall ensure that votes in favour of the change must represent at least 50% of votes cast.

Changes to the investment objective or material⁵ changes to the investment policy of an ELTIF

3. 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 ELTIF, the ELTIF shall ensure that votes in favour of the change must represent at least 75% of votes cast.

4. 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 ELTIF, the ELTIF shall ensure that votes in favour of the change must represent at least 50% of votes cast.

⁵ In accordance with paragraph 7 of section 3.i of Part I, “material” shall be taken to mean, although not exclusively: “changes which significantly alter the asset type, credit quality, borrowing or leverage limits or risk profile of the ELTIF”.

Non-material changes to the investment policy of an ELTIF

5. Where the closed ended ELTIF 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 annual report.

Changes to Fees or Charges

6. Where a closed-ended ELTIF proposes to amend the maximum redemption charge as disclosed in the constitutional document or prospectus, or the maximum annual fee⁶ charged by, as relevant, the AIFM, management company or general partner as disclosed in the trust deed, deed of constitution, management agreement, AIFM agreement or partnership agreement, the following approach must be adopted:

- (a) No realistic liquidity provisions: Where there is a proposed increase in these fees or charges with no opportunity for unitholders to redeem or otherwise exit the ELTIF, it shall ensure that votes in favour of the increase must represent at least 75% of votes cast.
- (b) 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 ELTIF, it shall ensure that votes in favour of the increase must represent at least 50% of the votes cast.

The provisions of this paragraph are also applicable to the annual fee charged by an investment manager where this fee is paid directly out of the assets of the ELTIF.

⁶ The annual fee includes any performance related fee charged by the AIFM, the management company, the general partner or the investment manager.

Section 3:

Prospectus requirements

i. General requirements

1. The ELTIF must publish a prospectus, which must be dated and the essential elements of which must be kept up to date.
2. The prospectus must contain sufficient information for investors to make an informed judgement of the investment proposed to them.
3. The ELTIF must where relevant comply with Regulation 24 of the AIFM Regulations regarding disclosure to unitholders obligations. The information set out in Regulation 24 (1) to (3) of the AIFM Regulations, which AIFMs are required to make available to prospective investors before they invest, must be disclosed in an ELTIF's prospectus. For Regulations 24(1)(k), (m) and (n), the prospectus can disclose where the relevant documentation or information is available.
4. The ELTIF must offer, free of charge, the prospectus to every prospective unitholder before a contract for the acquisition of units is entered into.
5. The ELTIF shall ensure that where the prospectus is translated into a language other than English, any such translation shall only contain the same information and shall have the same meaning as in the prospectus submitted to the Central Bank.
6. The ELTIF shall comply with the terms of its prospectus.
7. The ELTIF shall not change its investment objectives or effect a material change to its investment policies, as disclosed in the prospectus without the prior written approval of all unitholders or without approval on the basis of a majority of votes cast at general meeting. "Material" shall be taken to mean, although not exclusively:

“changes which significantly alter the asset type, credit quality, borrowing or leverage limits or risk profile of the ELTIF”.

In the event of a change of investment objectives and/or investment policy, on the basis of a majority of votes cast at a general meeting, the ELTIF must provide a reasonable notification period to enable unitholders redeem their units prior to implementation of these changes.

8. The ELTIF shall include details of derogations granted by the Central Bank in its prospectus.

ii. General information concerning the ELTIF

1. The ELTIF shall, at a minimum, disclose the following in its prospectus:
 - (a) The name of the ELTIF, form in law, and, in the case of an investment company, the registered office and head office if different from the registered office;
 - (b) The date of establishment, incorporation or registration of the ELTIF and indication of duration, if limited;
 - (c) A statement of the place where the constitutional document, if not annexed, and annual reports may be obtained;
 - (d) Brief indications relevant to unitholders of the tax system applicable to the ELTIF. Details of whether deductions are made at source from the income and capital gains paid by the ELTIF to unitholders must also be included;
 - (e) The accounting dates and distribution frequency. The time limit (if any) after which entitlement to dividend lapses and procedure in this event;
 - (f) A description of the rules for determining and applying income;
 - (g) In the case of investment companies, the names and positions in the company of the directors; their experience both current and past, which is relevant to the company; details of their main activities outside the company where these are of significance with respect to the company;

- (h) The persons who accept responsibility for information contained in the prospectus;
- (i) The material provisions of the contracts between third parties and the management company, general partner or investment company which may be relevant to unitholders, excluding those relating to remuneration.
- (j) The authorised share capital in the case of an investment company;
- (k) The base currency of the ELTIF;
- (l) The types and main characteristics of the units and in particular:
 - (i) the nature of the right (real, personal or other) represented by the unit;
 - (ii) whether there are original securities or certificates providing evidence of title;
 - (iii) whether there is entry in a register or in an account;
 - (iv) the characteristics of the units: whether they are registered or bearer;
 - (v) indication of any denominations which may be provided for;
 - (vi) an indication of unitholders' voting rights; and
 - (vii) the circumstances in which winding-up of the ELTIF can be decided on and winding-up procedure, in particular as regards the rights of unitholders;
- (m) Where an ELTIF proposes issuing partly paid units, the nature of the commitment which unitholders will enter into must be fully disclosed;
- (n) Where applicable, indication of stock exchanges or markets where the units are listed or dealt in; and
- (o) A description of the AIFM's remuneration policies and practices pursuant to Regulation 14 of the AIFM Regulations.

iii. Dealing

1. The ELTIF shall disclose, in its prospectus, the initial offer period.

2. Where the ELTIF provides for the possibility of redemptions from the ELTIF, the ELTIF shall disclose, in its prospectus, the procedures and conditions for repurchase or redemption of units, including the period within which redemption proceeds will normally be paid or discharged to unitholders. It must also disclose the circumstances in which repurchase or redemption may be suspended.

3. Where the ELTIF provides for the possibility of redemptions from the ELTIF, it shall, in its prospectus, specify the limited nature of the redemption facilities.

Redemption in Specie

4. Where the prospectus provides for redemption in specie, the ELTIF shall also provide for the following in its prospectus:
 - redemption in specie is at the discretion of the ELTIF and with the consent of the redeeming unitholder;
 - asset allocation is subject to the approval of the depositary; and
 - a determination to provide redemption in specie may be solely at the discretion of the ELTIF where the redeeming unitholder requests redemption of a number of units that represent 5% or more of the net asset value of the ELTIF. In this event the ELTIF will, if requested, sell the assets on behalf of the unitholder. The cost of the sale can be charged to the unitholder.

iv. Information concerning a management company or general partner

1. The ELTIF shall, in its prospectus, disclose the name, form in law, registered office and head office, if different from the registered office, of the management company or general partner. If the management company or general partner is part of a group, the name of that group must be disclosed. The date of incorporation of the company and indication of duration, if limited, must also be included.

2. The ELTIF shall, in its prospectus, disclose the names and positions in the management company or general partner of the members of the administrative, management and supervisory functions; their experience, both current and past, which is relevant to the ELTIF; and details of their main activities outside the

management company or general partner where those are of significance with respect to that management company or general partner.

3. The ELTIF shall, in its prospectus, disclose the amount of the prescribed capital of the management company or general partner with an indication of the capital paid-up.

v. Information concerning investment managers and other service providers

1. The ELTIF shall, in its prospectus, disclose the details of service providers.
2. The ELTIF shall, in its prospectus, disclose the material provisions of the contracts with the management company, general partner or investment company which may be relevant to the unitholders, excluding those relating to remuneration.
3. The ELTIF shall, in its prospectus, disclose the other significant activities engaged in by its AIFM and any entity performing investment management functions on its behalf.

vi. Authorisation status

1. The ELTIF shall, in its prospectus, state that its authorisation is not an endorsement or guarantee of the ELTIF by the Central Bank nor is the Central Bank responsible for the contents of the prospectus and must incorporate the following statement:

“The Central Bank shall not, by virtue of its authorisation of this ELTIF or by reason of its exercise of functions conferred on it by legislation in relation to this ELTIF, be liable for any default of the ELTIF. Authorisation of this ELTIF does not constitute a warranty by the Central Bank as to the creditworthiness or financial standing of the various parties to the ELTIF.”

vii. Risk disclosures

1. The ELTIF shall, in its prospectus, identify, and describe in a comprehensive manner, the risks applicable to investing in that particular ELTIF. In particular ELTIFs must 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 ELTIF means that the investment must be viewed as medium to long term.

2. The ELTIF shall, where relevant, contain in its prospectus a prominent risk warning which will make specific reference to the following:
 - (a) any potential for above average risk involved; and
 - (b) 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.

3. The ELTIF shall, in its prospectus, include a detailed description of the risks involved in the efficient portfolio management activities, including counterparty risk and potential conflicts of interest, and the impact they may have on the performance of the ELTIF.

4. An ELTIF which invests in emerging stock exchanges and markets shall include in its prospectus a recommendation that unitholders should not invest a substantial proportion of their investment portfolio in the ELTIF. This recommendation shall be set out in bold type at the beginning of the prospectus and must cross refer to the more detailed disclosure of risk factors which are contained in the body of the prospectus.

5. The ELTIF which proposes to make distributions out of capital and which invests greater than 20% in fixed income instruments must highlight, in its prospectus, 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.

viii. Conflicts of interest

1. The ELTIF shall, in its prospectus, include a description of the potential conflicts of interest which could arise between the AIFM, management company, general partner and investment manager and the ELTIF with details, where applicable, of how these are going to be resolved. A description of soft commission arrangements which may be entered into by an ELTIF must also be included.

2. The ELTIF shall only enter into a transaction with, as appropriate, its general partner, management company, depository, AIFM, investment manager and/or its delegate or associated or group companies where there has been full disclosure in the ELTIF’s prospectus.

ix. Warehousing

1. The ELTIF shall only acquire assets pursuant to a warehousing arrangement where the use of such arrangements is fully disclosed in its prospectus, including details of any fee payable in relation to such arrangements. The prospectus must state that the ELTIF will pay no more than current market value for these assets.

x. Investment through subsidiaries

1. The ELTIF may only invest through one or more subsidiaries where its prospectus discloses:
 - (a) the name of the subsidiary; and
 - (b) that the subsidiary is wholly owned by the ELTIF.

xi. Distributions out of and charging fees and expenses to capital

1. The ELTIF may only make distributions out of capital where its prospectus has included the following disclosures:
 - (a) the rationale behind the policy;
 - (b) 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; and

(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.

2. The ELTIF shall only charge fees and expenses, including management fees, to capital where its prospectus has included the following disclosures:

- (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 ELTIF. 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.

3. Where the ELTIF invests more than 20% in fixed income instruments, and the priority of the ELTIF is the generation of income rather than capital growth this priority shall be specified in the prospectus. In addition the prospectus must include a statement that distributions made during the life of the ELTIF must be understood as a type of capital reimbursement.

Section 4:

General operational requirements

i. Financial resources of investment companies

1. Where the ELTIF is an investment company it shall have sufficient financial resources at its disposal to enable it to conduct its business effectively and meet its liabilities.

2. Where the ELTIF is an investment company which does not employ the services of a management company or an authorised AIFM it must:
 - (a) have a minimum paid up share capital equivalent to €125,000 within 3 months of authorisation; and
 - (b) satisfy the Central Bank on a continuing basis that it has sufficient management resources to effectively conduct its business and otherwise comply with the provisions of Section ii of Chapter 4 – AIF Management Company Requirements.

ii. Dealing

1. The ELTIF shall make the issue prices and redemption prices (where relevant) of their units available promptly to unitholders on request.

2. The ELTIF shall not issue units, or if issued shall cancel such units, unless the equivalent of the net issue price is paid into the assets of the ELTIF within a reasonable time, which is specified in the prospectus. This shall not preclude the distribution of bonus units.

3. Where the ELTIF provides for the possibility of redemptions from the ELTIF, the ELTIF may only retain 10% or less of redemption proceeds where this reflects the redemption policy of the underlying investment fund(s) and until such time as the full redemption proceeds from the underlying investment fund(s) is received.

iii. Distributions out of and charging of fees and expenses to capital

1. An ELTIF which proposes to make distributions out of capital shall include the risk warning specified in paragraph 1(b) of section 3.xi of Part I in any subscription form or marketing material.

2. An ELTIF which proposes to charge fees and expenses, including management fees, to capital shall include the following in bold text in the subscription application form: **“Unitholders/Shareholders should note that all or part of fees and expenses, including (if applicable) management fees may be charged to the capital of the ELTIF. This will have the effect of lowering the capital value of your investment.”**

3. The ELTIF shall ensure that any income statement issued to unitholders or shareholders where fees and expenses have been charged to capital shall include a statement to explain the effect of this accounting policy, including wording to the effect that the investor’s capital amount has been reduced.

Section 5:

Annual and half-yearly reports

i. Publication of annual and half-yearly reports

1. The ELTIF shall publish an annual report for each financial year. The accounting information given in the annual report must be audited by one or more persons empowered to audit accounts in accordance with the Companies Acts. The auditor's report to unitholders, including any qualifications, shall be reproduced in full in the annual report.
2. The ELTIF shall include the information specified in the AIFM Regulations, the ELTIF Regulations and the information specified in this section in its annual report.
3. An ELTIF established as a unit trust or common contractual fund must publish a half-yearly report covering the first six months of the financial year. The information set out in this section must be incorporated into the half-yearly report.
4. The ELTIF shall prepare and submit to the Central Bank a set of accounts (whether an interim report or an annual report) within 12 months of the launch date and publish it within 2 months if an interim report or 6 months if an annual report. The first annual reports must be within 18 months of incorporation/establishment and published within 6 months. The ELTIF established as a unit trust or common contractual fund shall publish and submit to the Central Bank its half-yearly report within 2 months of the end of the reporting period to which it relates.
5. The ELTIF shall publish and submit to the Central Bank its annual report within 6 months of the end of the financial year to which it relates.
6. The ELTIF shall, on request, supply unitholders with copies of the annual reports and half-yearly reports (if any) free of charge.
7. Where the ELTIF is an umbrella ELTIF constituted as a unit trust or common contractual fund, it may produce separate periodic reports for individual sub-funds. In such cases, the report of each sub-fund must name the other sub-funds and state that the reports of such sub-fund are available free of charge on request from the manager of the ELTIF.
8. In accordance with company law, an investment company established as an umbrella ELTIF must include accounts for all sub-funds of that company in its periodic reports.

ii. Information to be contained in the annual report

1. Where the ELTIF is an investment company it shall confirm in its annual report, whether or not, the aim of spreading investment risk has been maintained.

2. The ELTIF shall include the following in its annual report as well as any significant information which will enable unitholders to make an informed judgement on the development of the ELTIF and its results:
 - (a) net asset value per unit;
 - (b) a full portfolio statement or a condensed portfolio statement which lists positions/exposures greater than 5% of net assets, distinguishing between the different types of investments and each investment analysed in accordance with the most appropriate criteria in light of the investment policy of the ELTIF (e.g., in accordance with economic, geographical or currency criteria) as a percentage of net assets; for each of the investments the proportion it represents of the total net assets of the ELTIF must be stated. If a condensed portfolio statement is included in the annual report, an ELTIF must make the full portfolio statement available to unitholders on demand. This can be made available to potential investors at the ELTIF's discretion;
 - (c) investments by sub-funds within an umbrella investment company in the units of other sub-funds within the umbrella must be disclosed. The policies adopted to disclose cross-investments must be explained in a note to the accounts;
 - (d) information on the investment funds in which the ELTIF has invested during the reference period, including disclosure on their regulatory status and fees paid by the ELTIF and, to the extent possible, by the underlying investment funds;
 - (e) a description of soft commission arrangements affecting the ELTIF during the period;
 - (f) a description on how financial derivative instruments, securities lending and repo contracts have been utilised during the reporting period. This description must identify the specific techniques and instruments used during the period and indicate the purposes for the use of such techniques and instruments to allow unitholders assess their nature and the risk relating to them.

Open financial derivative positions at reporting date must be marked to market and specifically identified in the portfolio statement. Information on open option positions must include the strike price, final exercise date and an indication whether such positions are covered or not.

ELTIFs which have engaged in securities lending must disclose, in a note to the accounts, the aggregate value of securities on loan at the reporting date, together with the value of collateral held by the ELTIF in respect of these securities. Where an ELTIF has entered into a securities lending programme organised by generally recognised international central securities depositories systems, the name of the international central securities depository system must be disclosed;

- (g) a list of exchange rates used in the report;
- (h) a comparative table covering the last three financial years and including, for each financial year, at the end of the financial year:
 - the total net asset value; and
 - the net asset value per unit.
- (i) depositary’s report;
- (j) the annual report must state whether:
 - the ELTIF is satisfied that there are arrangements (evidenced by written procedures) in place, to ensure that the obligations set out in paragraph 1 of section 1.vii *Dealings by management company, general partner, depositary, AIFM, investment manager or by delegates or group companies of these of this Part* are applied to all transactions with connected parties; and
 - the ELTIF is satisfied that transactions with connected parties entered into during the period complied with the obligations set out in paragraph 1 of section 1.vii *Dealings by management company, general partner, depositary, AIFM, investment manager or by delegates or group companies of these of this Part*;
- (k) a report on any commissions received by the manager of the ELTIF by virtue of an investment in the units of another investment fund where these commissions are not paid into the property of the ELTIF. This report must include an explanation regarding how the receipt of such commissions by the manager is consistent with its inducements and best execution obligations; and
- m) the names of any wholly owned subsidiaries.

iii. Information to be contained in the half-yearly report

1. The ELTIF shall include the following in its half-yearly report:

- (a) a balance sheet or statement of assets and liabilities;
- (b) number of units in circulation;
- (c) net asset value per unit;
- (d) a full portfolio statement or a condensed portfolio statement which lists positions/exposures greater than 5% of net assets, distinguishing between the different types of investments and each investment analysed in accordance with the most appropriate criteria in the light of the investment policy of the ELTIF (e.g., in accordance with economic, geographical or currency criteria) as a percentage of net assets; for each of the investments the proportion it represents of the total net assets of the ELTIF must be stated. If a condensed portfolio statement is included in the half-yearly report, an ELTIF must make the full portfolio statement available to unitholders on demand. This can be made available to potential investors at the ELTIF's discretion;
- (e) investments by sub-funds within an umbrella investment company in the units of other sub-funds within the umbrella shall be disclosed. The policies adopted to disclose cross-investments must be explained in a note to the accounts;
- (f) information on the investment funds in which the ELTIF has invested during the reference period, including disclosure on their regulatory status and fees paid by the ELTIF and, to the extent possible, by the underlying investment funds;
- (g) a description of soft commission arrangements affecting the ELTIF during the reference period;
- (h) a description on how financial derivative instruments, securities lending and repurchase agreements have been utilised during the reporting period. This description should identify the specific techniques and instruments used during the period and indicate the purposes for the use of such techniques and instruments to allow unitholders assess their nature and the risk relating to them.

Open derivative positions at reporting date should be marked to market and specifically identified in the portfolio statement. Information on open

option positions should include the strike price, final exercise date and an indication whether such positions are covered or not.

ELTIFs which have engaged in securities lending must disclose, in a note to the accounts, the aggregate value of securities on loan at reporting date, together with the value of collateral held by the ELTIF in respect of these securities. Where an ELTIF has entered into a securities lending programme organised by generally recognised international central securities depositories systems, the name of the central securities depository system must be disclosed;

- (i) a description of any material changes in the prospectus during the reporting period;
- (j) a list of exchange rates used in the report;
- (k) where an ELTIF has paid or proposes to pay an interim dividend, the half-yearly report must indicate the results after tax for the half-year concerned and the interim dividend paid or proposed;
- (l) the half-yearly report must state whether:
 - the ELTIF is satisfied that there are arrangements (evidenced by written procedures) in place, to ensure that the obligations set out in paragraph 1 of section 1.vii *Dealings by management company, general partner, depositary, AIFM, investment manager or by delegates or group companies of these* of this Part are applied to all transactions with connected parties; and
 - the ELTIF is satisfied that transactions with connected parties entered into during the period complied with the obligations set out in paragraph 1 of section 1.vii *Dealings by management company, general partner, depositary, AIFM, investment manager or by delegates or group companies of these* of this Part; and
- (m) the names of any wholly owned subsidiaries.

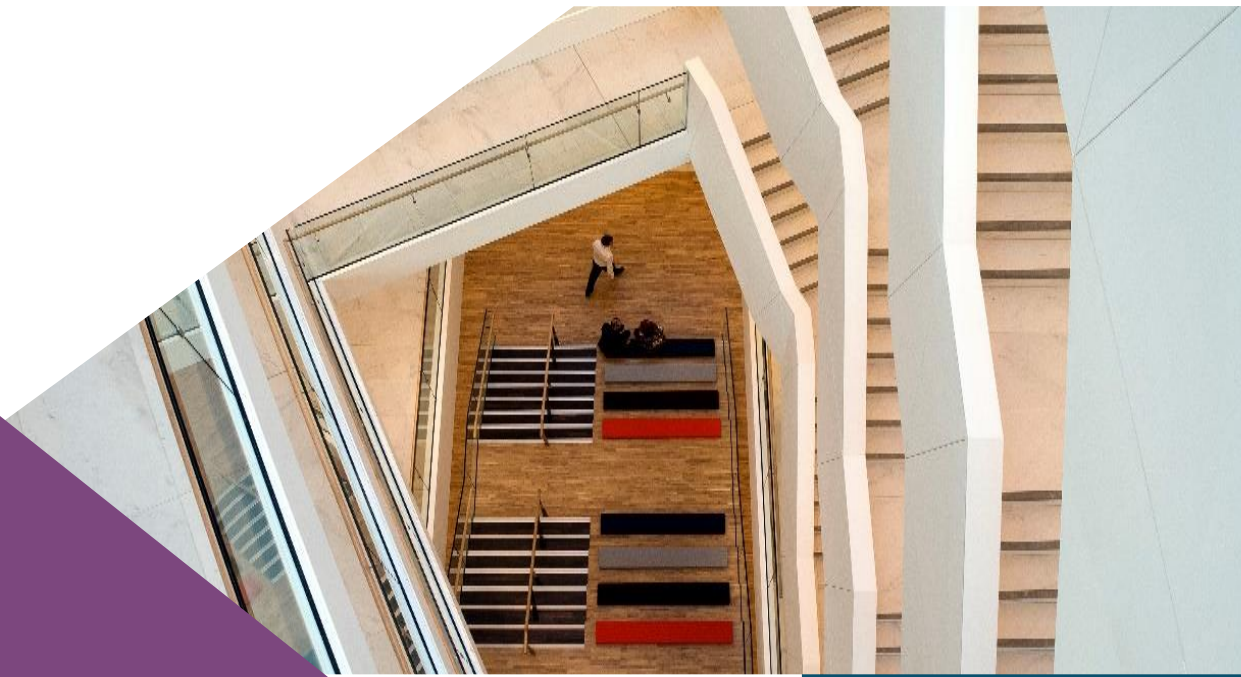
Part II: MARKETING OF ELTIF TO RETAIL INVESTORS

This Part applies to an ELTIF other than an authorised ELTIF which market its units in Ireland to retail investors.

1. Where the ELTIF has received approval from the Central Bank to market its units in Ireland to retail investors, it shall include the following statement, in a prominent position, in each copy of its prospectus and in any marketing material distributed in Ireland for the purposes of promoting the ELTIF to retail investors

“While this ELTIF has been approved to market its units to the public in Ireland by the Central Bank, the scheme is not supervised or authorised in Ireland. It is incorporated/established in _____ and is supervised by _____.”

2. The ELTIF shall include the following information for Irish unitholders in its prospectus:
 - (a) details of the facilities agent and the facilities maintained;
 - (b) provisions of Irish tax laws, if applicable; and
 - (c) details of the places where issue and repurchase prices can be obtained or are published.
3. Where the ELTIF is constituted as an umbrella fund, it shall only market sub-funds for which it has received specific approval from the Central Bank.
4. The ELTIF, in marketing its units in Ireland to retail investors, shall comply with the Consumer Protection Code of the Central Bank.
5. The ELTIF shall submit to the Central Bank a copy of its annual and half-yearly reports, as soon as they are available.



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