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Markets and Funds Policy Division.
Central Bank of Ireland.
New Wapping Street,
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5 November 2025

Dear Sir/Madam,

Consultation Paper 161 on proposed amendments to the Central Bank Undertakings for Collective Investment in Transferable Securities (UCITS) Regulations & Consultation Paper 162 on proposed amendments to the Central Bank Alternative Investment Fund Rulebook (AIF Rulebook).

The Alternative Investment Management Association (“AIMA”)¹ is pleased to respond to the Central Bank of Ireland’s (“CBI”) twin consultation papers 161 and 162 on proposed amendments to the Central Bank UCITS Regulations and AIF Rulebook (the “consultations”). We are submitting this single response to the twin consultations. To the extent that the content of the questions in the consultations overlap, we would request that our comments to apply to both.

We agree with the assertion that “[t]he domestic framework in Ireland provides for a stable, transparent, and well-regulated environment for asset managers and investors to access capital market investments.” Our comments submitted here are intended to contribute to the CBI’s goal of ensuring that “Ireland’s regulatory framework remains dynamic, proportionate, and aligned with EU legislation and evolving market practice.”

¹ AIMA is the world’s largest membership association for alternative investment managers. Its membership has more firms, managing more assets than any other industry body, and through our 10 offices located around the world, we serve over 2,000 members in 60 different countries. AIMA’s mission, which includes that of its private credit affiliate, the Alternative Credit Council (ACC), is to ensure that our industry of hedge funds, private market funds and digital asset funds is always best positioned for success. Success in our industry is defined by its contribution to capital formation, economic growth, and positive outcomes for investors while being able to operate efficiently within appropriate and proportionate regulatory frameworks. AIMA’s many peer groups, events, educational sessions, publications and practical tools like its Due Diligence Questionnaires and industry sound practice guidance available exclusively to members, enable firms to actively refine their business practices, policies, and processes to secure their place in that success. For further information, please visit AIMA’s website, www.aima.org.

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We also note the consultation's observation that "[i]nvestor appetite for private market strategies has grown markedly as institutional and retail investors seek enhanced returns and diversification through exposure to private equity, private debt, real estate, infrastructure and hedge funds." AIMA and ACC data has confirmed this growing trend for many years and indeed it is from this perspective that we are responding to the consultation.

We are only responding to those questions which are directly relevant to our membership and their activity. We have, therefore, been selective in listing these relevant questions and answers below.

By and large, our response can be summarised as being supportive of the proposed changes to the UCITS Regulations and AIF rulebook while calling for greater clarity in the following areas:

- The provision on definition of governing documents should provide for the AIF's constitutional document and/or its prospectus in order to maintain existing market practice.
- Clarity is welcome regarding the potential inconsistency between the existing requirement under Article 31 to give a one-month written notice to regulators of any material change by the AIFM and the new requirement under Article 16 to implement such detailed policies and procedures for the activation and deactivation of LMTs.
- Non-EU AIFMs should be permitted to manage open-ended loan-originating funds if they can demonstrate that the liquidity profile of the fund is appropriate. This would be consistent with the treatment of loan-originating funds across the board at Level 1.
- The drafting of the general operational requirements for redemption gates would appear to diverge from the Level 1 Directive and content of the draft Level 2 standards in being overly restrictive.

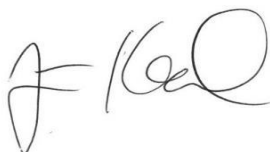
We have included the full list of responses in the Annex below.

We also note the recent statement by the CBI² that it will facilitate a streamlined filing process for post-authorisation updates to fund documentation for AIFs and UCITS arising from (i) the transposition of changes to the AIFM and UCITS Directives, and (ii) amendments to the Central Bank AIF Rulebook and Central Bank UCITS Regulations. The streamlined process will apply in relation to any changes made to the prospectus and/or supplement of UCITS and AIFs except for changes to the investment objective, policy or strategy sections, which are subject to a post-authorisation review in the normal course.

AIMA welcomes this statement as we are mindful to avoid any unintended problems arising from the implementation of the new rules for existing funds and fund managers.

We explain these points in further detail below in the Annex. We would be happy to elaborate further on any of the points raised in this response. For further information, please contact Danny O'Connell (doconnell@aima.org).

Yours faithfully,

A handwritten signature in black ink, appearing to be "J. Keen".

² CBI [Implementation of AIFMD II – Fund Documentation Updates](#) 24 October 2025.



Jiří Król
Deputy CEO
Global Head of Government Affairs
AIMA

ANNEX

Section 6. Interpretations:

- A definition is included for ‘Governing document’ that includes both an AIF’s constitutional document and its prospectus.
- Governing Documents: The AIF’s constitutional document and its prospectus.
- [Question 1](#): Do you agree with the above proposal to the relevant section of the Central Bank AIF Rulebook - March 2024?

No.

We believe that the definition of governing document above should be amended as follows:

- “Governing Documents: The AIF’s constitutional document and/or its prospectus.”

This is necessary to cover situations where an investment limited partnership (ILP) registered as a co-investment vehicle. According to a strict reading of the proposed definition in the consultation, the ILP would require a constitutional document and a prospectus which is not in line with market practice.

We believe this is primarily a drafting issue rather than a substantive intention to change existing market practice.

Section 8. Amendments to Chapter titles:

- The update to the AIF Rulebook will include the deletion of the AIF Rulebook chapter requiring the authorisation of AIF management companies (AIF ManCos).
- [Question 3](#): Do you agree with the above proposal to the relevant section of the Central Bank AIF Rulebook - March 2024?

Yes.

We welcome this proposed change. We agree with the reasoning set out by the consultation that “when acting for an AIF, an AIF Management Company performs functions comparable to those already carried out by a board of directors or general partner. The additional requirements imposed in the AIF Rulebook results in duplication. The focus of the framework is on the AIFM as the main regulated entity overseeing the management of the AIF and the implementation of its investment strategy.”

Section 34. Central Bank requirements on the use of share classes:

- The AIF Rulebook will now be amended to clarify the requirements surrounding the creation of share classes. This includes the addition of new paragraphs (3-8).
- Amendments incorporate the current Central Bank guidance on share classes for closed-ended funds to ensure that all AIFs can avail of these provisions to enable managers to better meet their investors’ needs.
- [Question 29](#): Do you agree with the above proposal to the relevant section of the Central Bank AIF Rulebook - March 2024?

Yes.

In line with the increased focus on Liquidity Management Tools (LMTs) and other provisions in the new regime, we agree that it is appropriate to allow for the creation of different share classes for all AIFs, not just closed-ended AIFs. We believe that the fund manager is in the best position to judge whether the liquidity profile is appropriate given the characteristics of the fund and nature of the investors.

We also note that the proposed changes here align with the approach taken for ELTIFs, as highlighted in the consultation:

“The Central Bank guidance on share class features of closed-ended Qualifying Investor AIFs will be incorporated into the Qualifying Investor AIF chapter aligning with the approach taken for ELTIFs. This will allow managers to establish share classes with specific features to meet investors’ needs and provides for the efficient structuring of investment funds including those that are open-ended. The incorporation of the share class guidance will enable greater flexibility in structuring investment funds, including share classes that permit differentiated participation for specific purposes.”

AIMA is supportive of these changes.

Section 40. Rules in relation to intermediary investment vehicles:

- Amendments are proposed on investment through intermediary investment vehicles including an obligation on the AIFM to disclose the use and purpose of intermediary investment vehicles in its prospectus.
- As a result, the current requirements related to wholly owned subsidiaries will be removed, including the requirement for Central Bank approval prior to the establishment of a subsidiary.
- The proposed changes recognise that protections related to the acquisition of control, asset valuation, depositary oversight and leverage look-through requirements are provided for under AIFMD.
- [Question 35\(a\)](#): Do you agree with the above proposal to the relevant section of the Central Bank AIF Rulebook - March 2024?

Yes.

We welcome this change as it recognizes the importance of intermediary investment vehicles for funds and the approach is also fully consistent with existing EU law and international standards. The EU Pillar 2 Directive³ holds that entities owned by a regulated investment fund should fall within the definition of regulated financial undertakings while the Organisation for Economic Cooperation & Development (OECD) explains in its guidance that “an Investment Fund may use special purpose vehicles to hold assets or to make certain investments. Such entities or arrangements essentially function as part of the infrastructure of the fund itself...”⁴

Section 69. The selection, disclosure and operation of Liquidity Management Tools:

- Proposed amendments to the AIF Rulebook will incorporate requirements for the selection and use of LMTs, and providing for AIFM’s to also select further LMTs in addition to those defined in Annex V of Directive 2011/61 (EU).
- Provisions for LMTs in other parts of the AIF Rulebook have been moved to this dedicated LMT section.
- [Question 64](#): Do you agree with the above proposal to the relevant section of the Central Bank AIF Rulebook - March 2024?

Yes and No.

³ [Council Directive \(EU\) 2022/2523](#) of 14 December 2022 on ensuring a global minimum level of taxation for multinational enterprise groups and large-scale domestic groups in the Union.

⁴ OECD [Report on Pillar Two Blueprint](#), October 2020.

There are three issues that we would like to raise here.

Firstly, we agree with the proposed changes to the AIF rulebook but we would also like to see the insertion of a cross-reference to the upcoming Level 2 and Level 3 measures under AIFMD which will specify the characteristics of liquidity management tools as well as their selection and calibration.⁵ We note that there is a reference to Annex V of AIFMD in section 2 but we think it would be beneficial to explicitly include such a cross-reference in the AIF rulebook in order to provide for legal certainty and minimize the potential for diverging interpretations of the operation of such LMTs across different Member States in the future. This is a consistent message that we are advocating with regard to all Member States' implementation of the new framework.

Secondly, we note that there is a potential inconsistency between the existing requirement under Article 31 of the AIF rulebook to give a one-month written notice to regulators of any material change by the AIFM and the new requirement under Article 16 to implement such detailed policies and procedures for the activation and deactivation of LMTs.

- (New) Article 16(2b) – The AIFM shall implement detailed policies and procedures for the activation and deactivation of any selected liquidity management tool and the operational and administrative arrangements for the use of such tool. The selection referred to in the first and second subparagraphs and the detailed policies and procedures for the activation and deactivation shall be communicated to the competent authorities of the home Member State of the AIFM.
- (Existing) Article 31(4) - In the event of a material change to any of the particulars communicated in accordance with paragraph 2, the AIFM shall give written notice of that change to the competent authorities of its home Member State at least one month before implementing the change as regards any changes planned by the AIFM, or immediately after an unplanned change has occurred.

As we note above, we welcome the recent statement⁶ by the CBI that it will facilitate a streamlined filing process for post-authorisation updates to fund documentation for AIFs and UCITS arising from (i) the transposition of changes to the AIFM and UCITS Directives, and (ii) amendments to the Central Bank AIF Rulebook and Central Bank UCITS Regulations.

Nonetheless, we believe that clarification would be beneficial here that a fund manager introducing changes to comply with new rules does not necessarily need to consider these changes a “material change” which would require a one-month notice period. This would affect issues such as Programme of Activity under Article 10.

Thirdly, we are concerned with the drafting of the general operational requirements for redemption gates which would appear to diverge from the Level 1 Directive.

“Redemption Gate

1. On any dealing day that a redemption gate is activated, 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 to which the original request related have been redeemed.”

⁵ Regulatory Technical Standards (RTS) on the characteristics of liquidity management tools under Article 16(2g) & Guidelines on the selection and calibration of liquidity management tools under Article 16(2h) of the AIFMD.

⁶ CBI [Implementation of AIFMD II – Fund Documentation Updates](#) 24 October 2025.

The description of redemption gate in Annex V of the Directive refers to “a temporary and partial restriction of the right of unit-holders or shareholders to redeem their units or shares, so that investors can only redeem a certain portion of their units or shares.”⁷ Further, the description in the consultations do not reflect the approach taken in Article 3.3 of the draft RTS, which provides for alternative proportional or priority approaches to managing redemption gates.⁸

While the general operational requirement above will likely capture the manner in which many redemption gates will be implemented, the Directive does not require it to be done in this way. In that light, we believe the drafting is unnecessarily restrictive.

Section 77. Proposed amendments to Part III in relation to non-EU AIFMs:

- It is also proposed to apply Part III of the Qualifying Investor AIF chapter of the AIF Rulebook to Qualifying Investor AIFs with non-EU AIFMs. A requirement in respect of loan originating Qualifying Investor AIFs which have a Registered AIFM or a non-EU AIFM has been included.
- 2. Where a Qualifying Investor AIF, is a loan originating AIF as defined in [AIFM Regulations]*, has
 - a) a registered AIFM; or
 - b) a non-EU AIFM,

The loan originating Qualifying Investor AIF must be closed-ended and it shall comply with the provisions of [insert reference*]. * Reference to transposing regulations to be inserted when available

- Question 72: Do you agree with the above proposal to the relevant section of the Central Bank AIF Rulebook - March 2024?

No.

We believe there is no legal or policy basis for restricting non-EU AIFMs to only managing closed-ended loan-originating AIFs. We would submit that the provision be changed as follows:

- 2. Where a Qualifying Investor AIF, is a loan originating AIF as defined in [AIFM Regulations]*, has
 - a) a registered AIFM; or
 - b) a non-EU AIFM,

The loan originating Qualifying Investor AIF must be closed-ended and it shall comply with the provisions of [insert reference*].

By way of derogation, a loan-originating AIF may be open-ended provided that the AIFM that manages it is able to demonstrate to the relevant competent authorities that the AIF's liquidity risk management system is compatible with its investment strategy and redemption policy.

* Reference to transposing regulations to be inserted when available

⁷ [Directive \(EU\) 2024/927](#) of the European Parliament and of the Council of 13 March 2024 amending Directives 2011/61/EU and 2009/65/EC as regards delegation arrangements, liquidity risk management, supervisory reporting, the provision of depositary and custody services and loan origination by alternative investment funds.

⁸ Supra 5.

This would be fully consistent with the Level 1 approach as regards loan-origination funds.

The revised AIFMD provides that ESMA shall develop draft Regulatory Technical Standards (RTS) to determine the requirements with which loan-originating AIFs are to comply in order to maintain an open-ended structure. According to the mandate in the AIFMD, those requirements shall include a sound liquidity management system, the availability of liquid assets and stress testing, as well as an appropriate redemption policy having regard to the liquidity profile of loan-originating AIFs. Those requirements shall also take due account of the underlying loan exposures, the average repayment time of the loans and the overall granularity and composition of the portfolios of loan-originating AIFs.

Non-EU AIFMs managing loan-originating funds would be subject to such RTS.
