

SECTION 7 Qualifying Investor Fund ('QIF')

DISTRIBUTION/PAYING AGENT/REPRESENTATIVE AGENT AGREEMENT (The 'Agreement')

To be completed where a distributor/paying agent/representative agent is appointed by the QIF/management company

Notes:

1. The Financial Regulator does not need to be notified in advance of the appointment of a Distributor/Paying Agent/Representative Agent to a QIF/Sub-fund where the attached Application Form, particularly Clauses 2 and 3 thereof are complied with, and documentation can be submitted in executed/dated format.

The following documents should accompany an original signed Application Form:

- a) An executed Agreement;
- b) A dated Supplement amending the Prospectus to provide for the appointment of the Agent (if applicable)¹;
- c) A dated Country Supplement (if applicable); and
- d) The confirmation pursuant to Clause 2 of the Application Form (if applicable)

(Please ensure that a Supplement and Country Supplement state in bold text that it forms part of, and should be read in conjunction with the Prospectus and that the relevant Supplement cross refers to the fees and expenses set out in the Prospectus)

In the event that all the provisions of the Application Form cannot be complied with the Financial Regulator must be notified in advance, i.e. the Application Form should be accompanied with draft documentation for review and the appointment may not proceed until it is cleared by the Financial Regulator.

2. References in this Form to "Prospectus" include any Supplement thereto (apart from a "Country Supplement").
3. References in this Application Form to a "Country Supplement" mean a document (by whatsoever name called) used specifically for the offering of shares/units of the QIF/sub-fund thereof in a particular jurisdiction or jurisdictions, which is required under the laws or regulations of that jurisdiction or jurisdictions, which contains no other details other than those

¹ A Supplement amending the Prospectus will only be required where the Prospectus makes no reference to the QIF/Sub-fund being entitled to appoint a Distributor/Paying Agent/Representative Agent. Please note that if this Supplement provides for other

contained in the Prospectus (and required by that jurisdiction/jurisdictions to be reproduced), details of the Agreement, details of fees payable to the agent providing services under the Agreement, details for the offering of shares/units in the relevant jurisdiction(s) and/or details required under the laws of the relevant jurisdiction(s). A Country Supplement may not contain information or requirements not included in the Prospectus which could impact upon the QIF/Sub-fund or the unitholders/shareholders as a whole (such information must always be included in the Prospectus). A marketing document which is not a Supplement or addendum to the Prospectus is not to be regarded as a “Country Supplement”.

amendments to the Prospectus, the application will not qualify as a filing process, i.e., the Financial Regulator requires to clear the proposed amendments/appointment in advance.

Qualifying Investor Fund

DISTRIBUTION/PAYING AGENT/REPRESENTATIVE AGENT AGREEMENT (the ‘Agreement’)

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

1	State:	
a)	Name of QIF:	<input type="text"/>
b)	Type of QIF:	<input type="text"/>
c)	Name of sub-funds (if Agreement is relevant to specific sub-funds):	<input type="text"/>
d)	Trustee:	<input type="text"/>
e)	Title of agreement:	<input type="text"/>
f)	Country/Countries in which arrangements under the Agreement are being provided:	<input type="text"/>
		<input type="text"/>
g)	Name and address of parties thereto (note: if the QIF has appointed a Manager then the Manager must make this appointment):	<input type="text"/>
	(i)	
	(ii)	
	(iii)	
		Yes/No
2	Will a bank account be maintained in the name of the agent (or any other name other than the QIFs Trustee/Custodian) through which subscription/redemption monies will pass?	<input type="text"/>
	If yes, confirm that one of the following is attached by ticking the relevant box ² :	
a)	a letter from the QIF Trustee/Custodian confirming that it has reviewed the subscription and redemption procedures for the QIF and has an ongoing role in the monitoring of the operation of the account and confirming that these procedures will be reviewed on a regular basis as part of the Trustee’s/ Custodian’s review	<input type="text"/>

² If this confirmation cannot be furnished the appointment, etc., must be notified in advance to the Financial Regulator

- or**
- b) written confirmation from the Trustee/Custodian that the agent appointed is one of the following: (*i.e. tick appropriate box*)
- (i) An EU credit institution; or
- (ii) A Bank authorised in a Member State of the European Economic Area (EEA) (Norway, Iceland, Liechtenstein); or
- (iii) A Bank authorised by a signatory state, other than an EU Member State, or a Member State of the EEA, to the Base Capital Convergence Agreement of July 1998 (Switzerland, Canada, Japan, United States); or
- (iv) An entity authorised under the Investment Services Directive implementing legislation and is subject to client money rules
- or**
- c) written confirmation from the Trustee/Custodian that the account must be opened to meet local legal requirements but will not be actively used (*i.e. no subscription monies will pass through it* (NB: the subsequent activation of such an account will require the submission of a letter of confirmation as outlined in (a) or (b)))
- 3 Confirm:
- a) that the Prospectus provides for the appointment of such an agent³
or
- b) a dated Supplement to the Prospectus is attached providing for such an appointment and that this Supplement contains no other amendments to the Prospectus
- 4 Are fees/expenses payable to the agent out of the assets of the QIF/Sub-Fund?
- Yes/No
- a) If yes, Confirm that the Prospectus provides for payment of fees/expenses, and that it:
- (i) discloses the specific fees/expenses to be paid;
- or**
- (ii) states that fees/expenses will be at normal commercial rates
- (Disclose Prospectus page reference: _____)
- b) *If fees are payable out of the assets of the QIF/Sub-fund and are based on NAV confirm:*
- (i) that all unitholders/shareholders may avail of the services provided by the agent; or
that the fee will be payable only out of the NAV attributable to the Class/

³General reference in the Prospectus to the Directors/Manager or their delegate appointing such an agent suffices

Classes of the QIF/relevant Sub-Fund, all unitholders/shareholders of which Class/Classes are entitled to avail of the services of the Agent and

(ii) the name & address of the agent is disclosed in the Prospectus/Country Supplement (Disclose Prospectus/ Supplement Page No _____)

5 If applicable, confirm a Country Supplement is attached to provide for fees/expenses of agent and confirm that it states either specifically the fees/expenses to be paid or confirm that these are at normal commercial rates

6 Confirm that the Country Supplement contains no details other than those contained in the Prospectus (and required by that jurisdiction/jurisdictions to be reproduced), details of the Agreement, details of fees payable to the agent providing services under the Agreement, details for the offering of shares/units in the relevant jurisdiction(s) and/or details required under the laws or regulations of the relevant jurisdiction(s) which do not impact upon the QIF/Sub-Fund or the unitholders/shareholders as a whole.

7 Confirm that the Agreement and the Country Supplement (if applicable) does/do not contain any provisions which are unusual, particularly regarding the relationship between the investor and the QIF/sub-fund and does/do not contain any penalty provisions for the investor (unless these provisions are also contained in the Prospectus).
