

Guidance Notes on the completion of the National Private Placement Notification Forms pursuant to the provisions of the Alternative Investment Fund Managers Directive [Directive 2011/61/EU]

MFSA

MALTA FINANCIAL SERVICES AUTHORITY

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1. INTRODUCTION AND INSTRUCTIONS

The National Private Placement Regime ('NPPR') allows Alternative Investment Fund Managers ('AIFMs') to market Alternative Investment Funds ('AIFs') in the instances where these cannot be marketed in terms of the passporting regimes outlined in Articles 31 to 33 of the Alternative Investment Fund Managers Directive ('AIFMD').

To be able to market in Malta in terms of the NPPR, an AIFM must satisfy a number of conditions as prescribed in the <u>AIFMD</u> and transposed in the <u>Investment Services Act</u> (<u>Alternative Investment Fund Manager</u>) (<u>Third Country</u>) <u>Regulations</u>, <u>2013</u>. The NPPR may only be used for marketing to professional investors.

The Authority has issued <u>three</u> notification forms to be compiled by AIFMs in order to market AIFs to professional investors, these being:

- (i) the Article 36 Notification Form,
- (ii) the Article 42 Notification Form; and
- (iii) the De Minimis Notification Form.

Marketing to retail investors pursuant to the NPPR will only be allowed if a specific authorisation to market to retail investors is obtained from the MFSA.

Each AIFM can enter up to 20 AIFs in one notification. In the instances where the notification relates to more than 20 AIFs, the AIFM will be required to complete another form. The AIFM shall also be required to attach to the notification form for submission to the Authority a copy of the latest approved offering document(s) of each AIF marketed.

The notification forms have been created using Microsoft Excel with restrictions and validations on the fields to ensure that the data provided is as expected. Each form is divided into <u>six</u> sections. To successfully complete the form, all mandatory fields must be completed as further specified in this document. Successful completion of each section will be confirmed by the outring into .

Reference to 'EU' throughout the forms and this document should be understood as referring to 'EU and EEA'.

The completed NPPR notification forms and offering document(s) are to be emailed on the address below:

aifmdnppr@mfsa.com.mt.

The Notification Form submitted should be accompanied by the appropriate fee, otherwise the request will not be processed. A confirmation of receipt will then be sent by the MFSA together with a notification number. AIFMs should wait until this confirmation is received before commencing marketing. The MFSA may reserve the right to request further information if necessary.

The fee structure which is current at the time of writing (but may be subject to change) is shown below. Applicants are advised to check that the fee structure below is current at the time of submitting the Notification Form.

	Application Fee	Annual Fee
	EUR	EUR
Scheme	2500.00	3000.00
Per Scheme Sub-Funds [Per		
Sub-Fund]	450.00	500.00

Any person who knowingly or recklessly furnishes information or makes a statement which is inaccurate, false or misleading in any material respect is guilty of an offence under the Investment Services Act, 1994.

If, after the notification has been submitted, the AIFM becomes aware that the information submitted has changed or if the AIFM becomes aware of any material fact that affects the information submitted, the AIFM must immediately inform the MFSA.

Responsibility for the submission of all relevant information rests with the AIFM.

If an AIF takes the form of an umbrella AIF with several compartments or sub-funds, AIF-specific information should be reported at the level of the compartments or sub-funds.

All questions should be answered. Kindly insert "N/A" in any fields indicated in the Form which are not relevant.

Additional notes for completion of the forms are detailed below.



2. ARTICLE 36 NOTIFICATION FORM

The Article 36 Notification Form provides for the marketing in Malta to professional investors by an EU AIFM (above threshold) of:

- (i) non-EU AIFs or
- (ii) EU Feeder AIFs (with non-EU Master or non-EU Master AIFM)

managed by the EU AIFM.

2.1. SHEET #1: COVER SHEET

Person	Filing	The name and surname of the individual submitting the form.
the		
Notification		
Form		
Date		The date on which the notification form was submitted.

2.2. SHEET #2: DECLARATION

The various elements of this sheet should be completed as follows:

Declaration

Declaration	A 'YES' must be selected in order to proceed to the second part of the
	sheet.

Contact Details

Name	The name of the individual submitting the notification form.
Surname	The surname of the individual submitting the notification form.
Address	The contact address of the person submitting the notification form.
Post Code	The post code of the individual submitting the notification form.
Country	The country where the individual submitting the notification form is
	based.
Email	The email address of the individual submitting the notification form.
Position	The job title of the individual submitting the notification form.
Telephone	The telephone number of the person submitting the notification form.
Date	The date on which the notification form was submitted.

2.3. SHEET #3: INSTRUCTIONS

The individual from the EU AIFM submitting the notification form should take note of the instructions provided. These can also be found in Section 1.

2.4. SHEET #4: DETAILS OF THE EU AIFM

The various elements of this sheet should be completed as follows:

Details of the EU AIFM

Legal Name	The full legal name of the AIFM as per its latest constitutional
	documents.
Identification	The unique identifier issued to the AIFM by its national competent
Number	authority. For Maltese AIFMs this corresponds to the licence number.
Home Country	The country where the AIFM is domiciled (to choose from drop-down
	list).
National	The national competent authority of the AIFM (to choose from drop-
Competent	down list).
Authority	

Registered Office Details

Address	The registered address of the AIFM.
Post Code	The registered address of the AIFM.
Country	The country where the AIFM's registered office is based.
Email	The email address of the AIFM's registered office.
Telephone	The telephone number of the AIFM's registered office.

Invoice Details

Address	Only if different from the AIFM < Registered Office Details>.
Post Code	Only if different from the AIFM < Registered Office Details>.
Country	Only if different from the AIFM < Registered Office Details>.
Email	Only if different from the AIFM < Registered Office Details>.
Telephone	Only if different from the AIFM < Registered Office Details>.

Assets under Management

AUM	The category of assets under management calculated in accordance
	with the AIFMD (to choose from drop-down list).
Amount	The amount (in Euros) of assets under management.

2.5. SHEET #5.1: DETAILS OF THE AIF(s)

The various elements of this sheet should be completed as follows:

Details of the AIF(s)

AIF Legal	The full legal name of the AIF as per its latest constitutional
Name	documents and/ or offering documents.
AIF ID	The type of ID code used as a reference for the AIF (to choose from
Number Type	drop-down list).
Identification	The identification or reference number for the AIF.
Number	
Home Country	The country where the AIF is domiciled (to be selected from drop-
	down list).
AIF National	The national competent authority of the AIF.
Competent	
Authority	
End of	The date when the AIF's financial period ends.
Financial	
Period	

AIF Type	The type of AIF (to choose from drop-down list).
Master AIF	The name of the master AIF of the feeder AIF.
Legal Name	
Master AIF	The country where the master AIF of the feeder AIF is domiciled.
Home Country	
Master AIF	The national competent authority of the master AIF.
National	
Competent	
Authority	
Legal Name of	The full legal name of the AIFM of the master AIF.
the AIFM of	
the Master AIF	
Home Country	The country where the AIFM of the master AIF is domiciled (to choose
of the AIFM of	from drop-down list).
the Master AIF	



Entity Responsible for Safekeeping¹

Legal Name	The full legal name of the entity performing safekeeping functions.
Home Country	The country where the entity performing safekeeping functions is
	domiciled (to choose from drop-down list).
Identification	Identification or reference number of the entity performing
Number	safekeeping functions. For a Maltese entity this should be the Licence
	Number.

Entity Responsible for Cash Monitoring²

Legal Name	The full legal name of the entity performing cash monitoring functions.
Home Country	The country where the entity performing cash monitoring functions is
	domiciled (to choose from drop-down list).
Identification	Identification or reference number of the entity performing cash
Number	monitoring functions. For a Maltese entity this should be the Licence
	Number.

Entity Responsible for Oversight³

Legal Name	The full legal name of the entity performing oversight functions.
Home Country	The country where the entity performing oversight functions is
	domiciled (to choose from drop-down list).
Identification	Identification or reference number of the entity performing oversight
Number	functions. For a Maltese entity this should be the Licence Number.

Portfolio Management

Portfolio	To indicate whether portfolio management is carried out by the AIFM
Management	in full or whether there is any delegation to any other entity (to choose
	from drop down list). Additional information on delegation including
	names of delegates and national competent authorities should be
	provided in Sheet #6.

¹ In case more entities are appointed this should be specified in <Sheet #6 – Comments and Remarks>.
² In case more entities are appointed this should be specified in <Sheet #6 – Comments and Remarks>.
³ In case more entities are appointed this should be specified in <Sheet #6 – Comments and Remarks>.



Risk Management

Risk	To indicate whether risk management is carried out by the AIFM in
Management	full or whether there is any delegation to any other entity (to choose
	from drop down list). Additional information on delegation including
	names of delegates and national competent authorities should be
	provided in Sheet #6.

Independent Valuation Agent⁴

Legal Name	The full legal name of the independent valuation agent (if appointed).
Identification	Identification or reference number of the independent valuation agent.
Number	

Independent Transfer Agent⁵

Legal Name	The full legal name of the independent transfer agent (if appointed).
Identification	Identification or reference number of the independent transfer agent.
Number	

Independent Auditors⁶

Legal Name	The full legal name of the independent auditors (if appointed).
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Prime Broker(s)⁷

Entity Legal	The name of the prime broker used by the AIF (if any)
Name (1)	
Entity Legal	The name of any additional prime broker used by the AIF (if any)
Name (2)	
Entity Legal	The name of any additional prime broker used by the AIF (if any)
Name (3)	

⁴ In case more entities are appointed this should be specified in <Sheet #6 – Comments and Remarks>. ⁵ In case more entities are appointed this should be specified in <Sheet #6 – Comments and Remarks>.

⁶ In case more entities are appointed this should be specified in <Sheet #6 – Comments and Remarks>.

⁷ In case more entities are appointed this should be specified in <Sheet #6 – Comments and Remarks>.



2.6. SHEET #5.2: ADDITIONAL INFORMATION

The individual submitting the notification form should indicate the manner in which the information is made available to investors.

2.7. SHEET #6: COMMENTS AND REMARKS

The individual submitting the notification form should include additional comments and remarks pertaining to the information submitted in the form in the appropriate space on this sheet.



3. ARTICLE 42 NOTIFICATION FORM

The Article 42 Notification Form provides for the marketing in Malta to professional investors by a non-EU AIFM (above or below threshold) of:

- (i) EU AIFs; or
- (ii) non-EU AIFs

managed by the non-EU AIFM.

3.1. SHEET #1: COVER SHEET

Person	Filing	The name and surname of the individual submitting the form.
the		
Notificat	ion	
Form		
Date		The date on which the notification form was submitted.

3.2. SHEET #2: DECLARATION

The various elements of this sheet should be completed as follows:

Declaration

Declaration	A 'YES' must be selected in order to proceed to the second part of the
	sheet.

Contact Details

Name	The name of the individual submitting the notification form.
Surname	The surname of the individual submitting the notification form.
Address	The contact address of the person submitting the notification form.
Post Code	The post code of the individual submitting the notification form.
Country	The country where the individual submitting the notification form is
	based.
Email	The email address of the individual submitting the notification form.
Position	The job title of the individual submitting the notification form.
Telephone	The contact telephone number of the person submitting the notification
	form.
Date	The date on which the notification form was submitted.

3.3. SHEET #3: INSTRUCTIONS

The individual from the EU AIFM submitting the notification form should take note of the instructions provided. These can also be found in Section 1.

3.4. SHEET #4: DETAILS OF THE NON-EU AIFM

The various elements of this sheet should be completed as follows:

Details of the Non-EU AIFM

Legal Name	The full legal name of the AIFM as per its latest constitutional
	documents.
Identification	The unique identifier issued to the AIFM by its national competent
Number	authority. For Maltese AIFMs this corresponds to the licence number.
Home Country	The country where the AIFM is domiciled (to choose from drop-down
-	list).
National	The national competent authority of the AIFM (to choose from drop-
Competent	down list).
Authority	

Registered Office Details

Address	The registered address of the AIFM.
Post Code	The registered address of the AIFM.
Country	The country where the AIFM's registered office is based.
Email	The email address of the AIFM's registered office.
Telephone	The telephone number of the AIFM's registered office.

Invoice Details

Address	Only if different from the AIFM < Registered Office Details>.
Post Code	Only if different from the AIFM < Registered Office Details>.
Country	Only if different from the AIFM < Registered Office Details>.
Email	Only if different from the AIFM < Registered Office Details>.
Telephone	Only if different from the AIFM < Registered Office Details>.

Assets under Management

AUM	The category of assets under management calculated in accordance
	with the AIFMD (to choose from drop-down list).
Amount	The amount (in Euros) of assets under management.

3.5. SHEET #5.1: DETAILS OF THE AIF(S)

The various elements of this sheet should be completed as follows:

Details of the AIF

AIF Legal	The full legal name of the AIF as per its latest constitutional
Name	documents and/or offering documents.
AIF ID	The type of ID code used as a reference for the AIF (to choose from
Number Type	drop-down list).
Identification	The identification or reference number for the AIF.
Number	
Home Country	The country where the AIF is domiciled (to be selected from drop-
	down list).
AIF National	The national competent authority of the AIF.
Competent	
Authority	
End of	The date when the AIF's financial period ends.
Financial	
Period	

AIF Type	The type of AIF (to choose from drop-down list).
Master AIF	The name of the master AIF of the feeder AIF.
Legal Name	
Master AIF	The country where the master AIF of the feeder AIF is domiciled.
Home Country	
Master AIF	The national competent authority of the master AIF.
National	
Competent	
Authority	
Legal Name of	The full legal name of the AIFM of the master AIF.
the AIFM of	
the Master AIF	
Home Country	The country where the AIFM of the master AIF is domiciled (to choose
of the AIFM of	from drop-down list).
the Master AIF	



Custodian/Depositary

Legal Name	The full legal name of the custodian/ depositary (if appointed)
Home Country	The country where the custodian/ depositary is domiciled (to choose
	from drop-down list).
Identification	Identification or reference number of the custodian/ depositary. For a
Number	Maltese entity this should be the Licence Number.

Portfolio Management

Portfolio	To indicate whether portfolio management is carried out by the AIFM
Management	in full or whether there is any delegation to any other entity (to choose
	from drop down list). Additional information on delegation including
	names of delegates and national competent authorities should be
	provided in Sheet #6.

Risk Management

Risk	To indicate whether risk management is carried out by the AIFM in
Management	full or whether there is any delegation to any other entity (to choose
	from drop down list). Additional information on delegation including
	names of delegates and national competent authorities should be
	provided in Sheet #6.

Independent Valuation Agent⁸

Legal Name	The full legal name of the independent valuation agent (if appointed).
Identification	Identification or reference number of the independent valuation agent.
Number	

Independent Transfer Agent⁹

Legal Name	The full legal name of the independent transfer agent (if appointed).
Identification	Identification or reference number of the independent transfer agent.
Number	

⁸ In case more entities are appointed this should be specified in <Sheet #6 – Comments and Remarks>.

⁹ In case more entities are appointed this should be specified in <Sheet #6 – Comments and Remarks>.

Independent Auditors¹⁰

Prime Broker(s)¹¹

Entity Legal	The name of the prime broker used by the AIF (if any)
Name (1)	
Entity Legal	The name of any additional prime broker used by the AIF (if any)
Name (2)	
Entity Legal	The name of any additional prime broker used by the AIF (if any)
Name (3)	

Other Entities Marketing the AIF in Malta¹²

Entity Legal	The name of any additional entity marketing the AIF in Malta.
Name (1)	
Entity Legal	The name of any additional entity marketing the AIF in Malta.
Name (2)	
Entity Legal	The name of any additional entity marketing the AIF in Malta.
Name (3)	

3.6. SHEET #5.2: ADDITIONAL INFORMATION

The individual submitting the notification form should indicate the manner in which the information is made available to investors.

3.7. SHEET #6: COMMENTS AND REMARKS

The individual submitting the notification form should include additional comments and remarks pertaining to the information submitted in the form in the appropriate space on this sheet.

¹⁰ In case more entities are appointed this should be specified in <Sheet #6 – Comments and Remarks>.

11 In case more entities are appointed this should be specified in <Sheet #6 – Comments and Remarks>.

¹² In case more entities are marketing the AIF this should be specified in <Sheet #6 – Comments and



4. <u>DE MINIMIS NOTIFICATION FORM</u>

The De Minimis Notification Form provides for the marketing in Malta to professional investors by an EU AIFM (below threshold) of:

- (i) EU AIFs; or
- (ii) non-EU AIFs

managed by the EU de minimis AIFM.

4.1. SHEET #1: COVER SHEET

Person	Filing	The name and surname of the individual submitting the form.
the		
Notificat	tion	
Form		
Date		The date on which the notification form was submitted.

4.2. SHEET #2: DECLARATION

The various elements of this sheet should be completed as follows:

Declaration

Declaration	A 'YES' must be selected in order to proceed to the second part of the
	sheet.

Contact Details

Name	The name of the individual submitting the notification form.
Surname	The surname of the individual submitting the notification form.
Address	The contact address of the person submitting the notification form.
Post Code	The post code of the individual submitting the notification form.
Country	The country where the individual submitting the notification form is
	based.
Email	The email address of the individual submitting the notification form.
Position	The job title of the individual submitting the notification form.
Telephone	The telephone number of the person submitting the notification form.
Date	The date on which the notification form was submitted.

4.3. SHEET #3: INSTRUCTIONS

The individual from the EU AIFM submitting the notification form should take note of the instructions provided. These can also be found in Section 1.

4.4. SHEET #4: DETAILS OF THE EU AIFM

The various elements of this sheet should be completed as follows:

Details of the EU AIFM

Legal Name	The full legal name of the AIFM as per its latest constitutional
	documents.
Identification	The unique identifier issued to the AIFM by its national competent
Number	authority. For Maltese AIFMs this corresponds to the licence number.
Home Country	The country where the AIFM is domiciled (to choose from drop-down
	list).
National	The national competent authority of the AIFM (to choose from drop-
Competent	down list).
Authority	

Registered Office Details

Address	The registered address of the AIFM.
Post Code	The registered address of the AIFM.
Country	The country where the AIFM's registered office is based.
Email	The email address of the AIFM's registered office.
Telephone	The telephone number of the AIFM's registered office.

Invoice Details

Address	Only if different from the AIFM < Registered Office Details>.
Post Code	Only if different from the AIFM < Registered Office Details>.
Country	Only if different from the AIFM < Registered Office Details>.
Email	Only if different from the AIFM < Registered Office Details>.
Telephone	Only if different from the AIFM < Registered Office Details>.

Assets under Management

AUM	The category of assets under management calculated in accordance with the AIFMD (to choose from drop-down list).
Amount	Amount (in Euros) of assets under management.

4.5. SHEET #5.1: DETAILS OF THE AIF(S)

The various elements of this sheet should be completed as follows:

Details of the AIFs

AIF Legal	The full legal name of the AIF as per its latest constitutional
Name	documents and/or offering documents.
AIF ID	The type of ID code used as a reference for the AIF (to choose from
Number Type	drop-down list).
Identification	The identification or reference number for the AIF.
Number	
Home Country	The country where the AIF is domiciled (to be selected from drop-
	down list).
AIF National	The national competent authority of the AIF.
Competent	
Authority	
End of	The date when the AIF's financial period ends.
Financial	
Period	

AIF Type	The type of AIF (to choose from drop-down list).
Master AIF	The name of the master AIF of the feeder AIF.
Legal Name	
Master AIF	The country where the master AIF of the feeder AIF is domiciled.
Home Country	
Master AIF	The national competent authority of the master AIF.
National	
Competent	
Authority	
Legal Name of	The full legal name of the AIFM of the master AIF.
the AIFM of	
the Master AIF	
Home Country	The country where the AIFM of the master AIF is domiciled (to choose
of the AIFM of	from drop-down list).
the Master AIF	

Custodian/Depositary

Legal Name	The full legal name of the custodian/ depositary (if appointed)
Home Country	The country where the custodian/ depositary is domiciled (to choose
	from drop-down list).
Identification	Identification or reference number of the custodian/ depositary. For a
Number	Maltese entity this should be the Licence Number.

Portfolio Management

Portfolio	To indicate whether portfolio management is carried out by the AIFM
Management	in full or whether there is any delegation to any other entity (to choose
	from drop down list). Additional information on delegation including
	names of delegates and national competent authorities should be
	provided in Sheet #6.

Risk Management

Risk	To indicate whether risk management is carried out by the AIFM in
Management	full or whether there is any delegation to any other entity (to choose
	from drop down list). Additional information on delegation including
	names of delegates and national competent authorities should be
	provided in Sheet #6.

Independent Valuation Agent¹³

Legal Name	The full legal name of the independent valuation agent (if appointed).
Identification	Identification or reference number of the independent valuation agent.
Number	

Independent Transfer Agent¹⁴

Legal Name	The full legal name of the independent transfer agent (if appointed).
Identification	Identification or reference number of the independent transfer agent.
Number	

 $^{^{13}}$ In case more entities are appointed this should be specified in <Sheet #6 – Comments and Remarks>. 14 In case more entities are appointed this should be specified in <Sheet #6 – Comments and Remarks>.

Independent Auditors¹⁵

T I NT	
Legal Name	The full legal name of the independent auditors (if appointed).

Prime Broker(s)¹⁶

Entity Legal	The name of the prime broker used by the AIF (if any)
Name (1)	
Entity Legal	The name of any additional prime broker used by the AIF (if any)
Name (2)	
Entity Legal	The name of any additional broker used by the AIF (if any)
Name (3)	

4.6. SHEET #5.2: ADDITIONAL INFORMATION

The individual submitting the notification form should indicate the page/s of the offering document where the information requested is provided for each AIF.

4.7. SHEET #6: COMMENTS AND REMARKS

The individual submitting the notification form should indicate the manner in which the information is made available to investors.

5. QUERIES

Further information on the application of the Malta NPPR will be included in the FAQ on the AIFMD published by the MFSA.

Any queries in relation to the NPPR notification forms are to be addressed to Mr Jonathan Sammut (<u>JSammut@mfsa.com.mt</u>), Ms Claire Tanti (<u>CTanti@mfsa.com.mt</u>) or Mr Andrew Said (<u>ASaid@mfsa.com.mt</u>).

¹⁵ In case more entities are appointed this should be specified in <Sheet #6 – Comments and Remarks>.

¹⁶ In case more entities are appointed this should be specified in <Sheet #6 – Comments and Remarks>.