

**SUBSCRIPTION FORM FOR SHARES IN  
CQS GLOBAL SUSTAINABLE CONVERTIBLE FUND  
A SUB-FUND OF CQS FUNDS (IRELAND) PLC  
(the Fund)**

The terms of an investment in the Fund are set out in Prospectus and relevant Supplement (the **Offering Documents**). Applicants invest solely on the basis of the information set out in the **Offering Documents** and should read the **Offering Documents** carefully prior to completing this Subscription Form.

**To assist Applicants in completing this Subscription Form, certain terms in bold are defined and explained in a Glossary attached as an annex hereto. Capitalised terms used in this Subscription Form that are not defined in the Glossary shall have the same meaning given to such term in the Offering Documents.**

Applicants should submit the fully completed Subscription Form and any supporting documentation to the Administrator by: (i) mail; or (ii) facsimile or; (iii) as an attachment to an email to the address below:

Mail Address: CQS Global Sustainable Convertible Fund - CQS Funds (Ireland) plc, C/o BNP Paribas Fund Administration Services (Ireland) Limited  
2 Grand Canal Plaza  
Upper Grand Canal Street  
Dublin 2, Ireland

Facsimile Number: +353 1 865 0174

Telephone Number: +353 1 607 1800

Email Address: [investordealing.ie@bnpparibas.com](mailto:investordealing.ie@bnpparibas.com)

Attention: CQS Global Sustainable Convertible Fund - CQS Funds (Ireland) PLC, C/o BNP Paribas Fund Administration Services Ireland Limited

**CIRCULAR 230 DISCLOSURE:**

**To ensure compliance with requirements imposed by the IRS in Circular 230, you are hereby informed that: (i) any tax advice contained in this Subscription Form is not intended or written to be used, and cannot be used, by any person for the purpose of avoiding penalties under the US Code; (ii) any such tax advice is written to support the promotion or marketing of the transactions or matters addressed in the Offering Documents; and (iii) each Applicant should seek advice based on its particular circumstances from an independent tax adviser.**

**1. APPLICATION FOR SHARES**

*The Applicant should insert its full legal name and specify the amount being subscribed for Shares below.*

<b>Applicant</b>	
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The Applicant (whose obligations hereunder shall be joint and several in the case of joint applicants) is hereby irrevocably applying for and agreeing to purchase Shares, to the value of the amount set out below, subject to the provisions of the Articles and upon the terms set out in the **Offering Documents** in the Share Class(es) specified below.

<b>Share Class</b>	<b>The Applicant is applying for Shares to the value of:</b>
Class A CHF Shares	CHF
Class A EUR Shares	EUR
Class A GBP Shares	GBP
Class A USD Shares	USD
Class I CHF Shares	CHF
Class I EUR Shares	EUR
Class I GBP Shares	GBP
Class I USD Shares	USD
Class C CHF Shares	CHF
Class C EUR Shares	EUR
Class C GBP Shares	GBP
Class C USD Shares	USD
Class S CHF Shares	CHF
Class S EUR Shares	EUR
Class S GBP Shares	GBP
Class S USD Shares	USD
Class T AUD Shares	AUD
Class T CHF Shares	CHF
Class T EUR Shares	EUR
Class T GBP Shares	GBP
Class T USD Shares	USD

Class M CHF Shares	CHF
Class M EUR Shares	EUR
Class M GBP Shares	GBP
Class M USD Shares	USD

Applicants for Shares must deliver to the Administrator a completed Subscription Form in accordance with the delivery mechanism described in the **Offering Documents**.

Cleared funds in the currency in which the Shares applied for are denominated must be received by the Administrator in accordance with the terms set out in the **Offering Documents**.

Wire instructions are included in the bank instruction letter (attached hereto at Annex G).

The Fund may reject the Applicant's offer to subscribe in whole or in part in its sole discretion for any reason whatsoever. The offer to subscribe shall be deemed to be accepted only after the Fund issues a contract note (or similar evidence of the issue of Shares) to the Applicant. The Applicant agrees that unless and until its offer to subscribe is accepted by the Fund, the Applicant shall not be entitled to cancel, terminate or revise its offer to subscribe. If this application is rejected, this Subscription Form and all related documents executed by the Applicant may be returned by the Fund or the Administrator on request.

## 2. TYPE OF APPLICANT

### 2.1 Application as Principal or through a Discretionary Agent

*Each Applicant should (a) check the box below that applies to it and (b) complete the General Questionnaire at Annex A.*

The Applicant is subscribing for Shares:

- for its own account as principal; or
- through a **Discretionary Agent**.

### 2.2 Natural person or Institution

*Each Applicant should check the box below that applies to it.*

The Applicant is:

- a natural person who has reached the age of majority under the laws of the Applicant's country of nationality or domicile; or
- an institution and the signatories to this Subscription Form represent and warrant that: (i) they have the full power and authority to make and execute this application; and (ii) all necessary corporate actions has been taken to authorise and approve this application.

## 3. DECLARATIONS

### 3.1 General Declarations

By signing this Subscription Form each Applicant represents and warrants the following:

**Discretionary Agent.** If the person executing this form on behalf of the Applicant is a **Discretionary Agent**, the **Discretionary Agent**, as principal for itself, and as agent for the Applicant, understands and acknowledges that the representations, warranties and declarations made herein are made both with respect to the

**Discretionary Agent** and the Applicant. The **Discretionary Agent** further represents and warrants that: (i) it has all requisite power and authority as principal for itself and from the Applicant to enter into, execute and perform the obligations; (ii) the Applicant has capacity and authority to make each and every representation, warranty and agreement in this Subscription Form; (iii) this Subscription Form will be legally valid, binding and enforceable on the **Discretionary Agent** and the Applicant; and (iv) it agrees to indemnify the Fund, each CQS entity, the Manager, the Administrator and their respective directors, members, partners, officers and agents for any and all costs, fees and expenses (including legal fees and disbursements) in connection with any damages resulting from any misrepresentation or misstatement by the **Discretionary Agent** or the Applicant under this Section 3.1 or any other section of this Subscription Form.

**UCITS IV.** The Applicant has read, understood and retained a copy of the **KIID(s)** applicable to the relevant Share class(es) to which this Subscription Form relates, in good time and prior to making an application for Shares of such class(es). The Applicant understands that the **KIID(s)** may be provided by the Investment Manager by way of **Electronic Delivery** and that a paper copy of the **KIID(s)** will be provided free of charge on request.

**Compliance.** Under existing law: (i) all necessary approvals, authorisations, licences, permits, other actions or filings with any federal, state, municipal or other governmental commission, board or agency have been obtained and/or made in connection with the execution and delivery of this Subscription Form; and (ii) the execution of this Subscription Form, the Applicant's acquisition of the Shares and, the performance by the Applicant of its obligations under the **Fund Documents** will not conflict with, or result in any violation of or default under, the laws of the jurisdiction of incorporation, any provision of any indenture, mortgage, deed of trust, credit agreement, note or other evidence of indebtedness, any governing instrument, or any material agreement or other instrument to which it is a party or by which it or any of its properties are bound, or any permit, franchise, judgment, decree, statute, rule or regulation applicable to it or its assets. Without limiting the generality of the foregoing, the Applicant (and Discretionary Agent, if applicable): (i) is duly registered as a commodity pool operator and/or commodity trading advisor with the **CFTC** and is a member of the **NFA**, if required under the U.S. Commodity Exchange Act or **CFTC** rules and regulations, and such registration and membership, if required, have not expired or been revoked, suspended, terminated, or not renewed, or limited or qualified in any respect; or (ii) has complied with any applicable **CFTC** and **NFA** requirements to avoid registration as a commodity pool operator and/or commodity trading advisor.

**Suitability of Investment.** The Applicant has received copies of the **Fund Documents** and it understands that, in investing in the Fund and assessing the suitability of such an investment in light of its personal circumstances, the Applicant is relying solely (in conjunction with any advice it has received from its professional advisers, including its lawyers, tax advisers, accountants and investment advisers as applicable) on its own examination of the **Fund Documents** and the terms of the Shares described therein, including the merits and risks involved. Immediately prior to the execution of this Subscription Form, the Applicant: (i) possessed sufficient knowledge, experience and expertise in financial and business matters (including experience with investments of a similar nature to an investment in the Fund) to be capable of evaluating the merits and risks of an investment in the Fund; (ii) is aware of the risks inherent in investing in the Fund (including the risk of a substantial degree of loss or total loss) and the method by which the Fund's assets are held and/or traded; and (iii) has sufficient financial resources to bear the economic risk of a total loss of the Applicant's investment in the Fund.

**Reliance on Information.** The Applicant has carefully read, and is subscribing for Shares relying solely on the basis of the information and representations contained in, the **Fund Documents** and not on any **Other Information**. The Applicant agrees that neither the Fund nor any **Authorised Representative** owe the Applicant, its affiliates or their agents any fiduciary duty, duty of care (whether in negligence or otherwise) or any other duty or obligation, in connection with, relating to, or arising from any **Other Information**, including in the construction or preparation of any answers or otherwise arising out of the Applicant's, its affiliates' or their agents' due diligence of the Fund. Accordingly, neither the Fund nor its **Authorised Representative** shall have any liability whatsoever for any **Losses** in connection with, relating to or arising from the Applicant receiving or using any **Other Information** to evaluate whether to invest in the Fund or the likely success of the Fund, other than where the provision of such **Other Information** is determined by a court of competent jurisdiction (from which no further appeal is permitted to be taken) to have resulted from the wilful misconduct, fraud or negligence of the Fund and/or any **Authorised Representative**. The Applicant also agrees that it is not subscribing for Shares in reliance upon any representation or warranty, express or implied, as to the performance to be achieved by the Fund.

**Distribution.** The distribution of the **Offering Documents** and the marketing, acquisition or ownership of Shares is not in violation of any applicable law or regulation.

**Onward Distribution.** Unless it has otherwise notified the Fund in writing prior to the date of this Subscription Form, the Applicant: (i) is acquiring the Shares solely for its own account for investment and not with a view to any sale or other distribution of the Shares; and (ii) has no contract, undertaking, agreement or arrangement with any person or entity, or intent to sell, transfer or pledge all or any portion of the Shares, including any interest in any share of the profits, losses or distributions derived from the Shares, and the Applicant has no present intent to enter into such a contract, undertaking, agreement or arrangement.

**Investment.** The Applicant was neither formed nor has it operated for the specific or principal purpose, or as one of the specific or principal purposes, of investing in the Fund. The Applicant's investment in the Fund will not represent a substantial portion of its assets and will, in any event, be less than 40% of its assets.

**Confidentiality.** The Applicant will not duplicate, divulge or furnish particulars of the **Fund Documents** or any other information provided by the Fund, the Administrator or any other **Authorised Representative**, to any person other than the Applicant's investment, legal, accounting, tax or other professional advisers for the sole purpose of the Applicant's investment in the Fund, unless compelled by law, regulation or other competent authority and, in which case, the Applicant shall promptly notify the Fund and provide such reasonable assistance to preserve confidentiality as the Fund may request. In the event that this application is rejected, the Applicant will promptly return this Subscription Form, the **Fund Documents** and any other documentation received in connection with a potential investment in the Fund to the Administrator (or any other **Authorised Representative** that originally provided the Applicant with such documents).

**Applicant Information.** The Applicant will be required to provide certain personal information together with various declarations, certifications, representations, agreements, undertakings, acknowledgments and other information and accompanying documentation (including information disclosed herein or subsequently disclosed by the Applicant), and any information reasonably requested to enable the Fund and each **Authorised Representative** to evaluate and/or comply with any applicable governmental, regulatory or statutory requirement that the Fund or its Authorised Representatives may be subject, including but not limited to, **AML&TF Laws**, sections 1471 through 1474 of the US Code, any **US Treasury** regulations or other guidance issued or agreements entered into thereunder, or any intergovernmental agreement entered into by any taxing jurisdiction with the United States to improve tax compliance to the Fund and any or all of the **Authorised Representatives** from time to time. The Applicant hereby agrees that it shall, from time to time, provide such **Information** as may be reasonably requested by the Fund, the Administrator or any **Authorised Representative**.

**FATCA Declarations.** The Applicant acknowledges and agrees that:

- (a) the Fund is required to comply with the provisions of FATCA;
- (b) it will provide, in a timely manner, such information regarding the Applicant and its beneficial owners and such forms or documentation as may be requested from time to time by the Fund (including by completion of the appropriate FATCA/CRS self-certification declaration detailed at Annex F to this Subscription Form) (whether by its Directors or other agents such as the Investment Manager or the Administrator) to enable the Fund to comply with the requirements and obligations imposed on it pursuant to FATCA and CRS, specifically, but not limited to, forms and documentation which the Fund may require to determine whether or not the relevant investment is a "US Reportable Account" (or equivalent under any other FATCA regime) and to comply with the relevant due diligence procedures in making such determination;
- (c) any such forms or documentation requested by the Fund or its agents pursuant to paragraph (b), or any financial or account information with respect to the Applicant's investment in the Fund, may be disclosed to any applicable regulatory or governmental body which collects information in accordance with FATCA and CRS) and to any withholding agent where the provision of that information is required by such agent to avoid the application of any withholding tax in respect of FATCA on any payments to the Fund;
- (d) it waives, and/or shall cooperate with the Fund to obtain a waiver of, the provisions of any law which:
  - (i) prohibit the disclosure by the Fund, or by any of its agents, of the information or documentation requested from the Applicant pursuant to paragraph (b); or

- (ii) prohibit the reporting of financial or account information by the Fund or its agents required pursuant to FATCA and/or CRS; or
  - (iii) otherwise prevent compliance by the Fund with its obligations under FATCA and/or CRS;
- (e) if it provides information and documentation that is in anyway misleading, or it fails to provide the Fund or its agents with the requested information and documentation necessary in either case to satisfy the Fund's obligations under FATCA and/or CRS, the Fund reserves the right (whether or not such action or inaction leads to compliance failures by the Fund, or a risk of the Fund or its investors being subject to withholding tax or other penalties under ~~FACTA~~ FATCA or CRS):
  - (i) to take any action and/or pursue all remedies at its disposal including, without limitation, compulsory redemption or withdrawal of the Applicant; and
  - (ii) to hold back from any redemption proceeds, or to deduct from the Applicant's applicable NAV, any liabilities, costs, expenses or taxes caused (directly or indirectly) by the Applicant's action or inaction; and
- (f) it shall have no claim against the Fund, or its agents, for any form of damages or liability as a result of actions taken or remedies pursued by or on behalf of the Fund in order to comply with FATCA and/or CRS.

The Applicant hereby indemnifies the Fund, the Manager, the Directors, the Administrator and the Investment Manager, and each of their respective principals, members, managers, officers, directors, Shareholders, employees and agents and hold them harmless from and against any FATCA related liability, action, proceeding, claim, demand, costs, damages, expenses (including legal expenses) penalties or taxes whatsoever which the Fund, Administrator and/or Investment Manager may incur as a result of any action or inaction (directly or indirectly) of the Applicant (or any related person) described in paragraphs (a) to (f) above. This indemnification shall survive the Applicant's death or disposition of its Shares in the Fund.

#### **FATCA Services provided by the Administrator.**

The Foreign Account Tax Compliance Act, or FATCA, is a US withholding regime which imposes certain obligations on funds with US investors. Effective, July 1, 2014, all new investors in participating funds will need to be identified in compliance with the FATCA regulations. This will generally be accomplished through the completion and submission of US tax withholding forms W8BEN, W8BEN-E, W-8IMY, W-8EXP, Form 8233, W-9 and/or tax residency self-certification statements (including by completion of the appropriate FATCA/CRS self-certification forms included at Annex F) in the format prescribed by the Administrator.

For further instructions, please contact your tax advisor or visit <http://www.irs.gov/>

**Data Protection.** The Applicant acknowledges that it may be required to provide **Personal Data** to (i) the Fund, the Manager, the Investment Advisers, the Administrator and/or any Authorised Representative; and (ii) any governmental entity, judicial or supervisory body, tax authority and/or regulatory or law enforcement agency, from time to time in connection with this application and the establishment and operation of an investment account on the Applicant's behalf, including the information supplied in this Subscription Form. Subject to any applicable data protection laws and the Fund's Privacy Notice attached at Annex D, Schedule 5 hereto (the **Privacy Notice**), the Applicant further acknowledges that such **Personal Data** may be used by such parties and for such purposes as further described in the **Privacy Notice**. Accordingly, (i) if the Applicant is a natural person, such Applicant acknowledges that they have read and understood the **Privacy Notice**; and (ii) if the Applicant is not a natural person, such Applicant warrants and represents that the **Privacy Notice** has been provided to any natural person to whom such **Personal Data** relates including, but not limited to, any individual directors, partners, managing members, trustees or settlors, authorised signatories, Beneficial Owners, agents and/or nominees as the case may be.

**Fax Instructions.** The Applicant will indemnify and keep indemnified each **Indemnified Person** against any **Losses** that may arise as a result of any **Indemnified Person** acting upon faxed instructions which the Applicant hereby authorises and instructs such **Indemnified Person** to accept and execute in respect of the Shares to which this application relates. If instructions are given by the Applicant by fax, the Applicant undertakes to confirm the same in writing. Each **Indemnified Person** may rely conclusively upon, and shall incur no liability in respect of, any action taken upon any notice, consent, request, instructions or other instrument believed, in good faith, to be genuine or to be signed by properly authorised persons for the Applicant. **Continuing Representations.** Whilst the Applicant is a Shareholder, it shall be deemed to make, on a continuing basis, each of the statements contained in this Subscription Form unless it notifies the

Administrator to the contrary in relation to any Shares it may hold or obtain at any time. If during this period there is any change with respect to any of the **Information**, representations, warranties, agreements and acknowledgements contained herein, the Applicant shall promptly notify the Administrator.

**Indemnification and Reliance.** The Applicant agrees that the Fund, the Manager and each **Authorised Representative** may rely on the warranties, agreements or information set out in this Subscription Form or otherwise provided by the Applicant to the Fund or any **Authorised Representative**, in connection with this Subscription Form or otherwise in connection with the Applicant's investment in the Fund. The Applicant hereby agrees to indemnify and hold harmless the Fund, the Manager and each **Authorised Representative** against any **Losses** (including, without limitation, legal fees, taxes and penalties) in connection with, relating to or arising from (whether directly or indirectly): (a) any breach by the Applicant of the warranties or agreements contained in this Subscription Form or any other documents furnished to the Fund, the Manager or any **Authorised Representative** in connection with this Subscription Form or otherwise in connection with the Applicant's investment; or (b) the subsequent inaccuracy of any **Information** provided by the Applicant to the Fund, the Manager or any **Authorised Representative**, in connection with this Subscription Form or otherwise in connection with the Applicant's investment which is true, correct and complete as of the date it is provided. Such indemnity shall be in addition to any liability that the Applicant may otherwise have and nothing in this Subscription Form shall prevent the Fund, the Manager or any **Authorised Representative** from taking any action against the Applicant other than under such indemnity.

**Third Party Rights.** No person (other than the **Authorised Representatives**) who is not a party to this Subscription Form has any right to enforce any term of this Subscription Form. This Subscription Form may be varied or rescinded by written agreement between the Fund and the Applicant, without the consent of any **Authorised Representative**.

**Variation.** The Applicant agrees that the terms of offer and rights attaching to the Shares, as set out in the Fund Documents can be varied in accordance with the provisions of the Articles.

**Severance.** If at any time, any provision hereof is or becomes illegal, invalid or unenforceable in any respect under the law of any jurisdiction, neither the legality, validity or enforceability of the remaining provisions hereof nor the legality, validity or enforceability of such provision under the law of any other jurisdiction shall in any way be affected or impaired thereby.

**Survival.** This Subscription Form shall be binding upon and enure to the benefit of the parties, the **Authorised Representatives** and any of their successors, permitted assignees, heirs, estates, executors, administrators and personal representatives.

**Waiver.** Notwithstanding anything contained herein to the contrary, the Fund in its sole discretion may waive the obligation of an Applicant to make any particular warranty or agreement contained in this Subscription Form or may require that an Applicant makes a separate warranty or agreement in lieu of any particular warranty or agreement.

**Counterparts.** This Subscription Form may be executed in any number of counterparts, all of which, taken together, shall constitute one and the same agreement, and any party (including any duly authorised representative of a party) may enter into this Subscription Form by executing a counterpart. Facsimile signatures shall be valid and binding to the same extent as the original signature.

**Governing Law.** This Subscription Form, and all matters arising from or in connection with it, shall be governed by Irish law and the Applicant irrevocably agrees that the courts of Ireland shall have exclusive jurisdiction to hear and determine any suit, action or proceedings, and to settle any disputes, which may arise out of or in connection with this Subscription Form and, for such purposes, irrevocably submits to the jurisdiction of such courts.

### 3.2 Non US persons and US persons Declarations

*An Applicant that is a **US person** should check each box in Part 2 below. All other Applicants should complete Part 1.*

#### Part 1 – Non US persons

- The Applicant hereby certifies that it is not a **US person** and that:
- (i) the Applicant was not offered Shares by or on behalf of, or for the account of, a **US person**, and the Shares hereby applied for are not being acquired (directly or indirectly), by or on behalf of, or for the account of, a **US person**, or with a view to offering, selling or delivering (directly or indirectly) any such Shares (i) within the United States or (ii) to a **US person**, and the Applicant will immediately notify the Administrator if this ceases to be true;
  - (ii) all offers to acquire Shares were made to or by the Applicant while the Applicant was outside the United States and at the time the Applicant's request to acquire Shares was originated, the Applicant was outside the United States. The Applicant will notify the Administrator immediately in the event that the Applicant becomes a **US person**, or holds the Shares on behalf of, or for the account or benefit of, a **US person**; and
  - (iii) the Applicant (a) is not structured or operated for the purpose or as a means of circumventing the provisions of the US Investment Company Act, (b) is not formed for the specific purpose of investing in the Fund (i.e., less than 40% of the Applicant's assets are/will be invested in the Fund), and (iii) the shareholders, partners or other holders of equity or beneficial interests in the Applicant are not able to decide individually whether to participate, or the extent of their participation, in the Applicant's investment in the Fund (i.e., holders of interests in the Applicant cannot determine whether any portion of their interest in the Applicant will form part of the capital invested by the Applicant in the Fund).

## Part 2 – US persons

*An Applicant that is a **US person** should check each box below and complete Annex B.*

The Applicant hereby certifies that it is a **US person** who is:

- an **Accredited Investor**;
- a **Qualified Purchaser**; and
- a **Qualified Eligible Person**,

and has accordingly completed Annex B and made the representations and warranties set out therein.

The Applicant warrants and agrees that:

- (i) each of the Applicant, and any other person (if any) on whose behalf the Applicant is acquiring a beneficial interest in the Fund, has duly completed the US Persons Questionnaire (attached hereto at Annex B), and the **Information** contained therein is true and correct;
- (ii) the Applicant first learned of the Fund in the State or territory listed in its address provided in the Applicant Questionnaire (attached hereto at Annex A) and intends that the securities law of that State or territory govern the purchase of the Shares;
- (iii) the Applicant will provide the Administrator with a properly executed IRS Form W-9 certifying as to the beneficial ownership of the Shares and update such form, from time to time, as required under the applicable **US Treasury** regulations;
- (iv) the Applicant is not subscribing for Shares:
  - (a) as a result of, or subsequent to becoming aware of, any advertisement, article, notice or other communication published in any newspaper, magazine or similar medium (including any internet site containing information about the Fund which is not password protected) or broadcast over television or radio;

- (b) as a result of or subsequent to attendance at a seminar or meeting called by any of the means set out in (a) above; or
- (c) as a result of, or subsequent to, any solicitation by a person not previously known to the Applicant in connection with investments in securities generally;
- (v) the Applicant understands that the Fund will not register as an investment company under the US Investment Company Act, and that for purposes of the provisions of Section 3(c)(7) thereof, does not presently propose to make a public offering of its securities within the United States. The Applicant understands that Section 3(c)(7) of the US Investment Company Act permits private placement companies (such as the Fund) to sell their interests, on a private placement basis, to those US investors that are **Qualified Purchasers** or **Knowledgeable Employees**. The Applicant represents that (i) it is not a partnership, common trust fund, special trust, pension fund, retirement plan or other entity in which partners, beneficiaries or participants, as the case may be, may designate the particular investments to be made or the allocation thereof, (ii) it was not formed, reformed or recapitalised for the specific purpose of investing in the Fund, (iii) it will not invest more than 40% of its total assets in the Fund subsequent to any purchase of the Shares in the Fund, and (iv) its **Beneficial Owners** did not and will not contribute additional capital (other than previously committed capital) for the purpose of purchasing the Shares;
- (vi) if the Applicant is relying upon the exclusions from the definition of "investment company" provided in Section 3(c)(1) or Section 3(c)(7) of the US Investment Company Act:
  - (a) none of the **Beneficial Owners** of the Applicant's outstanding securities (other than short-term paper) acquired such securities on or before 30 April 1996; or
  - (b) all the **Pre-Amendment Beneficial Owners** of the Applicant's outstanding securities (other than short-term paper) and all the **Pre-Amendment Beneficial Owners** of any company that, but for the exclusions from the definition of "investment company" provided for in Section 3(c)(1) or Section 3(c)(7) of the US Investment Company Act, would be an investment company that directly or indirectly owns any of the Applicant's outstanding securities, have consented to the Applicant's treatment as a **Qualified Purchaser**; and
- (vii) it has not been formed, availed of or been reorganised for the specific (or principal) purpose, or as one of the specific or principal purposes, of investing in the Fund (and its investment amount will not represent a substantial portion of its assets and shall in any event be less than 40% of its assets), provided that if the Applicant has been so formed, availed of or reorganised for the purpose of investing in the Fund (or its investment commitment shall represent a substantial portion of its assets), then the Applicant shall:
  - (a) have so indicated to the Administrator in writing and shall provide the Administrator with such warranties and agreements and such other evidence relating to compliance with the US Securities Act, the US Investment Company Act, the exceptions to the "publicly traded partnership" provisions of the US Code, and the Treasury regulations promulgated thereunder and such other governmental rules and regulations as the Administrator (or its US counsel) shall reasonably request; and
  - (b) agree that restrictions (substantially similar to the restrictions contained in the **Fund Documents** on the transfer of Shares) shall be imposed on the ability of the ultimate direct or indirect **Beneficial Owners** of such special purpose entity (or entities) to transfer directly or indirectly their interest in such entity (or entities).

### 3.3 CFTC Swap Regulations

Market participants entering into **Swaps** need to provide counterparties with certain status representations to determine whether compliance with various **CFTC** swap regulations is required.

The declarations below are for the purpose of enabling the Fund, where applicable, to make such representations, and are not connected to the “Non US persons and US persons Declarations” contained in Section 3.2.

*Each Applicant should check the applicable box below.*

**Part 1 – Non US Person (Swap)**

- The Applicant hereby represents that it reasonably believes that it does not fall within any of the **US Person Categories (Swap)** and believes in good faith that it would not otherwise be deemed to be a “US person” under the **Interpretive Guidance**.

**Part 2 – US Person (Swap)**

- The Applicant hereby represents that it reasonably believes that it does fall within one or more of the **US Person Categories (Swap)** or would otherwise be deemed to be a “US person” under the **Interpretive Guidance**.

**3.4 ERISA Related Declarations**

*An Applicant that is a **Benefit Plan Investor** or a **Fiduciary** should complete Part 1 and the ERISA Questionnaire (attached hereto at Annex C). All other Applicants should complete Part 2.*

**Part 1 – Benefit Plan Investor**

- The Applicant hereby declares that it is a **Benefit Plan Investor** or **Fiduciary** and has accordingly completed Annex C.

If the Applicant is **Benefit Plan Investor** or a **Fiduciary**, each of the **Benefit Plan Investor** and the **Fiduciary** hereby represents and warrants that:

- (i) the **Benefit Plan Investor** is not a participant-directed defined contribution plan;
- (ii) the **Benefit Plan Investor** is not a **Benefit Plan Investor** qualified under ERISA that is both voluntary and contributory;
- (iii) the Shares relating to the Fund applied for by the **Benefit Plan Investor** and the Shares relating to the Fund already held by the **Benefit Plan Investor** do not, in aggregate, constitute more than 10% of the fair market value of the **Benefit Plan Investor's** assets;
- (iv) the **Fiduciary** has considered a number of factors with respect to the **Benefit Plan Investor's** investment in the Shares relating to the Fund applied for and has determined that, in view of such considerations, the acquisition of the Shares relating the Fund applied for is consistent with the **Fiduciary's** responsibilities under ERISA. Such factors include, but are not limited to:
  - (A) the role such investment or investment course of action plays in that portion of the **Benefit Plan Investor's** portfolio that the **Fiduciary** manages;
  - (B) whether the investment or investment course of action is reasonably designed as part of that portion of the portfolio managed by the **Fiduciary** to further the purposes of the **Benefit Plan Investor**, taking into account both the risk of loss and the opportunity for gain that could result therefrom;
  - (C) the composition of that portion of the portfolio that the **Fiduciary** manages with regard to diversification;

- (D) the liquidity and current rate of return of that portion of the portfolio managed by the **Fiduciary** relative to the anticipated cash flow requirements of the **Benefit Plan Investor**;
  - (E) the projected return of that portion of the portfolio managed by the **Fiduciary** relative to the funding objectives of the **Benefit Plan Investor**;
  - (F) whether investment in Shares relating to the Fund is permissible under the documents governing the **Benefit Plan Investor** and the **Fiduciary**; and
  - (G) the risks associated with an investment in Shares relating to the Fund and the frequency with which, and terms subject to which, the **Benefit Plan Investor** may redeem the Shares relating to the Fund held by it; and
- (v) the **Fiduciary** is:
- (A) responsible for the decision to invest in Shares relating to the Fund;
  - (B) independent of the Fund the Investment Manager, the investment advisers and any of their affiliates; and
  - (C) qualified to make such investment decision.

In addition, the Applicant hereby acknowledges that neither the Fund nor the **Authorised Representatives** intends to treat the assets of the Fund as **Plan Assets** for purposes of **ERISA** and that, in order to avoid having the assets of the Fund treated as **Plan Assets**, the Directors may, in their absolute discretion, require any Shareholder to redeem all or part of its investment immediately upon notice from the Directors.

The Applicant agrees to update the percentage of the entity that constitutes **Plan Assets** at such time as the Fund or Administrator may reasonably request.

## Part 2 – Non-Benefit Plan Investor

- The Applicant hereby declares that it is not a **Benefit Plan Investor** or a **Fiduciary (Code: [NBPI])**.

The Applicant represents and warrants that it shall forthwith notify the Fund or the Administrator in the event that the Applicant's assets become **Plan Assets**. The Applicant acknowledges that, in order to avoid having the assets of the Fund treated as **Plan Assets**, the Directors may, in their absolute discretion, require any Shareholder to redeem all or part of its investment immediately upon receiving notice of such requirement from the Directors.

## 3.5 Qualified Institutional Buyer Status

*An Applicant that is a **Qualified Institutional Buyer**, should complete Part 1 and the Qualified Institutional Buyer Status Questionnaire (attached hereto at Annex E). All other Applicants should complete Part 2.*

### Part 1 – Qualified Institutional Buyers

- The Applicant hereby declares that it is a **Qualified Institutional Buyer** and has accordingly completed Annex E.

### Part 2 – Non-Qualified Institutional Buyers

- The Applicant hereby declares that it is not a **Qualified Institutional Buyer**.

### 3.6 CPO/CTA Regulatory Declarations

An Applicant that is a **Commodity Pool**, a **CPO** or a **CTA** should check the applicable box in Part 1 and complete the CPO/CTA Questionnaire (attached hereto at Annex F). All other Applicants should complete Part 2.

#### Part 1

The Applicant hereby declares that it is:

- a **Commodity Pool**;
- a **CPO**; or
- a **CTA**.

#### Part 2

The Applicant hereby declares that it is:

- neither a **Commodity Pool** nor a **CPO** nor a **CTA**.

### 3.7 Anti-Money Laundering and Terrorism Financing Declarations

#### Part 1 – General AML Declarations

The Applicant hereby represents and warrants that:

- (i) it has duly completed and provided the documentation required by the AML&TF Checklist (attached hereto at Annex D);
- (ii) upon the request of the Fund and/or the Administrator, at any time prior or subsequent to the execution of this Subscription Form, the Applicant shall provide such other information as the Fund and/or the Administrator require to satisfy any **AML&TF Laws**;
- (iii) amounts to be contributed by the Applicant to the Fund were not, and are not, directly or indirectly, derived from activities that may contravene the **AML&TF Laws**;
- (iv) the Applicant is not involved in any money laundering schemes and the source of the Applicant's investment proceeds is not derived from any unlawful or criminal activities; and
- (v) this investment is not designed to avoid the reporting and record-keeping requirement of the Bank Secrecy Act.

#### Part 2 – OFAC Related Declarations

The Applicant hereby represents and warrants that:

- (i) to the best of the Applicant's knowledge, none of: (A) the Applicant; (B) any person controlling or controlled by the Applicant or under common control with the Applicant; (C) any **Beneficial Owner** of the Applicant (if the Applicant is a privately held entity); or (D) any person for whom the Applicant is acting as agent or nominee in connection with this investment, is any of the following:
  - (a) **Prohibited Investor**;
  - (b) **Shell Bank**; or
  - (c) **Senior Foreign Political Figure**,

nor do any of the Applicant's subscription monies originate from, or will be routed through, an account maintained by a person or entity referred to above;

- (ii) this investment is not made with a view to financing terrorism;
- (iii) to the extent that the Applicant has any **Beneficial Owners** (except if the Applicant is a publicly traded company where, for the avoidance of doubt, the requirements of this sub-section (iii) shall not apply as to its **Beneficial Owners**):
  - (a) it has carried out thorough due diligence to establish the identities of such **Beneficial Owners**;
  - (b) based on such due diligence, the Applicant reasonably believes that no such **Beneficial Owners** are **Prohibited Investors**;
  - (c) it holds the evidence of such identities and status and will maintain all such evidence for at least five years from the date of the Applicant's complete redemption from the Fund; and
  - (d) it will make available such information and any additional information requested by the Fund and/or the Administrator;
- (iv) the Applicant has in place anti-money laundering policies and procedures reasonably designed to collect information with respect to, and verify the identity of, its investors or customers as required under applicable laws (including, but not limited to, the provisions of the Bank Secrecy Act applicable to "financial institutions" as defined therein). In this regard, the Applicant hereby represents and warrants that, to the best of its knowledge, neither it, nor its investors (if any), are **Prohibited Investors**;
- (v) the Applicant is neither a citizen or resident of, nor located in an **FATF Country** and the Applicant's subscription monies do not originate from, and will not be routed through (i) a jurisdiction or institution designated, pursuant to 31 USC 5318A, as a jurisdiction or institution of primary money laundering concern, or (ii) a bank (A) organised or chartered under the laws of any jurisdiction identified as non-co-operative by **FATF** or (B) barred, pursuant to its banking licence, from conducting banking activities with the citizens of, or with the local currency of, the country that issued the licence, unless such bank is a regulated affiliate of a US bank;
- (vi) all information provided to any **Authorised Representative** (including evidence of identity and/or source of funds and information relating to the Applicant's residence or principal place of business, as applicable), is accurate and genuine and that the Applicant has no present intention of becoming a resident or domiciliary of, or of moving the Applicant's principal place of business to, any state, country or jurisdiction other than such state, country or jurisdiction as has been notified to any **Authorised Representative**; and
- (vii) if the Applicant is a **Foreign Bank** or if the Applicant receives deposits from, makes payments on behalf of, or handles other financial transactions related to, a **Foreign Bank**, the Applicant represents and warrants to the Fund that the **Foreign Bank**:
  - (a) has a fixed address, other than solely an electronic address, in a country in which the **Foreign Bank** is authorised to conduct banking activities;
  - (b) employs one or more individuals on a full-time basis;
  - (c) maintains operating records related to its banking activities;
  - (d) is subject to inspection by the banking authority that licensed the **Foreign Bank** to conduct banking activities; and
  - (e) does not provide banking services to any other **Foreign Bank** that does not have a physical presence in any country and that is not a regulated affiliate.

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The Applicant authorises any **Authorised Representative** to contact each bank, **Foreign Bank** or other financial institution with which the Applicant maintains an account from which funds used to acquire the Applicant's Shares will be drawn, and to verify the Applicant's identity with each such bank, **Foreign Bank** or other financial institution. Any charges arising from such verification will be for the account of the Applicant.

**ALL APPLICANTS MUST COMPLETE THE AML&TF CHECKLIST SET OUT IN ANNEX D HERETO.**

**4. SIGNATURE PAGE**

**The Applicant should select the appropriate execution block A, B, C or D or insert its own execution block in E if none of A, B, C or D applies.**

<b>A: Corporation – The Applicant is signing by either: (i) two directors; (ii) one director and a secretary; or (iii) (in the case of English companies only) one director, whose signature is attested by a witness</b>	
EXECUTED by	) _____ Director
And	) _____ Director/Secretary
Or (if applicable)	) In the presence of: ) _____ ) Witness Signature ) _____ ) Name ) _____ ) Address
<b>B: Corporation – The Applicant is signing by its common seal</b>	
The Common Seal of	) _____ )
was <b>HEREBY AFFIXED</b>	)
in the presence of	) _____ ) Director
And	) _____ ) Director/Secretary

**C: General Partner of a Limited Partnership – The Applicant is signing by either: (i) two directors; (ii) one director and a secretary; or (iii) (in the case of English companies only) one director, whose signature is attested by a witness**

**EXECUTED** for and on behalf of )  
Acting in its capacity as General Partner of )  
By ) \_\_\_\_\_  
Director  
And ) \_\_\_\_\_  
Director/Secretary  
Or (if applicable) ) In the presence of:  
)  
) \_\_\_\_\_  
) Witness Signature  
)  
) \_\_\_\_\_  
) Name  
)  
) \_\_\_\_\_  
) Address

**D: Individual**

**EXECUTED** by )  
) \_\_\_\_\_  
) Individual  
) In the presence of:  
)  
) \_\_\_\_\_  
) Witness Signature  
)  
) \_\_\_\_\_  
) Name  
)  
) \_\_\_\_\_  
) Address

**E: If none of boxes A, B, C or D applies – The Applicant is selecting an alternative execution block which is the most formal method of execution possible to execute this Subscription Form**

**EXECUTED** by )  
) \_\_\_\_\_  
) Name

**ANNEX A – GENERAL QUESTIONNAIRE**  
**TO BE COMPLETED BY ALL APPLICANTS**

**A. Identity of Applicant**

Full legal name of Applicant	
Jurisdiction of residence or organisation ( <b>US persons</b> should include the applicable State)	
Residence or Business Address	
<b>US persons</b> and/or corporate entities only. Social Security Number or Tax I.D. Number (where applicable)	

**B. Form PF Applicant Self-Identification**

*Applicants must complete both sections below:*

**Part 1 - Please indicate below the capacity in which you are completing this Form PF categorization:**

- Applicant is acting as trustee, agent, representative or nominee for a **Beneficial Owner**<sup>1</sup>
- Applicant is completing in its capacity as a **Beneficial Owner**

**Part 2 - Indicate the one category below that best describes the Applicant.**

*If the Applicant is acting as trustee, agent, representative or nominee for a **Beneficial Owner**, please check the item that best describes the **Beneficial Owner**.*

- A natural person who is a **US person** (or a trust of such a person)
- A natural person who is a Non **US person** (or a trust of such a person)
- A natural person who is a Non **US persons** and about which the foregoing beneficial ownership information is not known and cannot reasonably be obtained because the beneficial interest is held through a chain involving one or more third-party intermediaries
- Broker/dealer
- Insurance company
- Investment company registered under the U.S. Securities and Exchange Commission
- Private Fund**

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<sup>1</sup> For purposes of Form PF, "Beneficial Owners" are persons who would be counted as beneficial owners under section 3(c)(1) of the U.S. Investment Company Act of 1940, as amended, or who would be included in determining whether the owners of the fund are qualified purchasers under section 3(c)(7) of that Act.

- Non-profit organization
- Pension plan (excluding governmental pension plans)
- Banking or thrift institution (proprietary)
- State or municipal government entity** (excluding governmental pension plans)
- State or municipal government entity** pension plan
- A sovereign wealth fund or foreign official institution
- Other (please specify in detail)

**C. Bank Account Details for Payments to Shareholders**

Until further notice, funds may be wired to the Applicant as follows:

Bank Name:	.....
Bank Address:	.....
ABA or CHIPS no:	.....
Account Name:	.....
Account Number:	.....
For further credit:	.....

**D. Contact Information**

The Applicant confirms that, until further notice, communications should be sent to:

- the Primary Contact and/or the Secondary Contact (listed below); or
- the contacts listed on a letter attached to this Subscription Form

	<b>Primary Contact</b>	<b>Secondary Contact (optional)</b>
Name:	.....	.....
Mailing Address:	.....	.....
	.....	.....
Telephone:	.....	.....
Fax:	.....	.....
E-mail:	.....	.....

**E. Authorised Signatories**

The Applicant confirms that, until further notice, the Fund and the Administrator are authorised to act on the written instructions of:

- any person listed on the signatory list below; or
- any person on an authorised signatory list included with this Subscription Form.

<b>Name</b>	<b>Signature</b>
1. ....	.....
2. ....	.....
3. ....	.....

## ANNEX B – US PERSONS QUESTIONNAIRE

### TO BE COMPLETED BY APPLICANTS (US PERSONS) THAT CHECKED THE BOX IN PART 2 OF SECTION 3.2

*Applicants should complete Parts 1, 2 and 3.*

#### **Part 1 – An Accredited Investor**

*Individual Applicants should check all appropriate boxes, indicating the basis upon which it qualifies as an Accredited Investor.*

The Applicant confirms, as of the date hereof and as of the date this Subscription Form is accepted, it is:

- An individual who has an individual net worth or joint net worth with his or her spouse, in excess of US\$1,000,000 as calculated in accordance with Rule 501(a)(5) of Regulation D.
- An individual who (A) had individual income (exclusive of any income attributable to his or her spouse) of more than US\$200,000 for each of the past two years, or joint income with his or her spouse in excess of US\$300,000 in each of those years, and (B) reasonably expects to reach the same individual income level, or the same joint income level, as the case may be, in the current year.

*Non-individual Applicants should check all appropriate boxes, indicating the basis upon which it qualifies as an Accredited Investor.*

The Applicant confirms, as of the date hereof and as of the date this Subscription Form is accepted, it is:

- A corporation, partnership, limited liability company, Massachusetts or similar business trust, or organisation described in section 501(c)(3) of the US Code, that (A) has total assets in excess of US\$5,000,000, and (B) was neither formed nor is operated for the specific purpose of acquiring the Shares.
- A trust (A) that has total assets in excess of US\$5,000,000, (B) that was neither formed nor is operated for the specific purpose of acquiring the Shares, and (C) the investment decisions of which are directed by a person who has such knowledge and experience in business and financial matters as to be capable of evaluating the merits and risks of an investment in the Fund.
- A bank as defined in section 3(a)(2) of the US Securities Act, or a savings and loan association or other institution as defined in section 3(a)(5) of the US Securities Act, acting in its individual or fiduciary capacity.
- An insurance company as defined in section 2(a)(13) of the US Securities Act.
- A broker or dealer registered pursuant to section 15 of the **Exchange Act**.
- An investment company registered under the US Investment Company Act, or a business development company as defined in section 2(a)(48) of the US Investment Company Act.
- A Small Business Investment Company licensed by the US Small Business Administration under section 301(c) or (d) of the Small Business Investment Act of 1958.
- A plan established and maintained by a State, its political sub-divisions, or any agency or instrumentality of a State or its political sub-divisions, for the benefit of its employees, which plan has total assets in excess of US\$5,000,000.
- A private business development company as defined in section 202(a)(22) of the US Advisers Act.
- An employee benefit plan within the meaning of ERISA in which (A) the investment decision with respect to this investment is made by a plan fiduciary, as defined in section 3(21) of ERISA, that is either a bank, savings and loan association, insurance company or registered investment advisor;

(B) the employee benefit plan has total assets in excess of US\$5,000,000; or (C) the plan is a self-directed plan, with investment decisions made solely by persons who are **Accredited Investors** as defined in the US Securities Act.

- A director, executive officer or general partner of the issuer of the securities being offered or sold, or a director, executive officer or general partner of a general partner of that issuer.
- An entity in which all of the equity owners are **Accredited Investors**. (Note that if the Applicant relies solely on this category, a separate **Accredited Investor** questionnaire must be completed, signed and dated by each of the Applicant's equity owners.)

*Exempt pools and Trust, should check all the boxes that apply or, if none apply, consult the Administrator.*

The Applicant confirms, as of the date hereof and as of the date this Subscription Form is accepted, that it is:

- the CPO, CTA, investment adviser, principal and/or employee thereof to an exempt pool;
- any exempt pool or any entity in which all of the owners or participants (with the exception of an exempt CTA) are **Qualified Eligible Persons**; or
- a trust not specifically formed for the purpose of participating in an exempt pool and organisations described under Section 501(c)(3) of the US Code, for which the trustee or other person authorised to make investment decisions with respect to the trust or organisation, as well as persons who have contributed assets to the trust or established the organisation are all **Qualified Eligible Persons**.

## **Part 2 – A Qualified Purchaser**

*This determination is based in part on the amount of "investments" owned by the Applicant. A natural person and a Family Company (as defined below) must have at least US\$5,000,000 of investments. Most entities must own and invest on a discretionary basis at least US\$25,000,000 of investments or must be owned exclusively by **Qualified Purchasers**. The Applicant should read Schedule 1 to this Annex B for the definition of "investments", information regarding the "valuation of investments" and definitions relevant to the determination of the **Qualified Purchaser** status.*

*Individual Applicants should check all appropriate boxes, indicating the basis upon which it qualifies as a **Qualified Purchaser**.*

The Applicant confirms, as of the date hereof and as of the date this Subscription Form is accepted, it is:

- A natural person who owns (separately, or through a joint, community property or other similar shared ownership interest with his or her spouse) not less than US\$5,000,000 in "investments".

*A non-individual Applicant should check all appropriate boxes, indicating the basis upon which it qualifies as a **Qualified Purchaser**.*

The Applicant confirms, as of the date hereof and as of the date this Subscription Form is accepted, it is:

- A company (i.e., a corporation, a partnership, an association, a joint-stock company, a trust, a fund or any organised group of persons whether incorporated or not; or any receiver, trustee in a case under title 11 of the United States Code (11 USCS § § 101 et seq.) or similar official or any liquidating agent for any of the foregoing, in his capacity as such) that: (A) is owned directly or indirectly by, or for, two or more natural persons who are related as siblings or spouses (including former spouses), or direct lineal descendants by birth or adoption, spouses of such persons, the estates of such persons, or foundations, charitable organisations or trusts established by, or for, the benefit of such persons; (B) owns not less than US\$5,000,000 in "investments"; and (C) was neither formed nor is operated for the specific purpose of acquiring the Shares). Each such company is a "Family Company."
- A trust (other than a Family Company) that (A) was neither formed nor is operated for the specific purpose of acquiring the Shares, and (B) as to which the trustee (or other person authorised to make

decisions with respect to the trust) and each settlor or other person who has contributed assets to the trust is a **Qualified Purchaser**.

*If the Applicant checked the above provision, please provide a list of all trustees (or other persons authorised to make decisions with respect to the trust) and settlors (or other persons who have contributed assets to the trust). Each trustee (or other person authorised to make decisions with respect to the trust) and each settlor (or other person who has contributed assets to the trust) must complete and sign a copy of this Subscription Form (insofar as is necessary to determine that such person is itself a **Qualified Purchaser**).*

- A company that is beneficially owned exclusively by **Qualified Purchasers**. (Note that if the Applicant relies solely on this category, a separate copy of this Subscription Form must be completed, signed and dated by each **Beneficial Owner** of the Applicant's securities.)
- A person, acting for its own account or the accounts of other **Qualified Purchasers**, who in the aggregate owns and invests on a discretionary basis, not less than US\$25,000,000 in "investments" and was neither formed nor is operated for the specific purpose of acquiring the Shares.
- A **Qualified Institutional Buyer**, acting for its own account, the account of another **Qualified Institutional Buyer**, or the account of a **Qualified Purchaser**; provided that: (A) a dealer described in paragraph (a)(1)(ii) of Rule 144A shall own and invest, on a discretionary basis, at least US\$25,000,000 in securities of issuers that are not affiliated persons of the dealer; and (B) a plan referred to in paragraph (a)(1)(i)(D) or (a)(1)(i)(E) of Rule 144A, or a trust fund referred to in paragraph (a)(1)(i)(F) of Rule 144A that holds the assets of such a plan, will not be deemed to be acting for its own account if investment decisions with respect to the plan are made by the beneficiaries of the plan, except with respect to investment decisions made solely by the fiduciary, trustee or sponsor of such plan.

### Part 3 – A Qualified Eligible Person.

**A market participant should check all appropriate boxes, indicating the basis upon which it qualifies as a Qualified Eligible Person.**

The Applicant confirms, as of the date hereof and as of the date this Subscription Form is accepted, it is a:

- Futures Commission Merchant;
- Registered Broker or Dealer;
- Registered Commodity Pool Operator that has been active for two years or operates pools with aggregate assets in excess of US\$5,000,000;
- Registered Commodity Trading Adviser that has been active for two years and provides advice to accounts with aggregate assets in excess of US\$5,000,000; or
- Registered Investment Adviser that has been active for two years and provides advice to accounts with aggregate assets in excess of US\$5,000,000.

**A Qualified Purchaser or Knowledgeable Employee, should check all appropriate boxes, indicating the basis upon which it qualifies as a Qualified Eligible Person.**

The Applicant confirms, as of the date hereof and as of the date this Subscription Form is accepted, it is:

- a natural person (including any person who holds a joint, community property or other shared ownership interest in the Fund with that person's **Qualified Purchaser** spouse) who owns not less than US\$5,000,000 in "investments";
- a company, partnership or trust that owns not less than US\$5,000,000 in "investments" and that is owned, directly or indirectly, by or for two or more natural persons who are related as siblings or

spouse (including former spouses), or direct lineal descendants by birth or adoption, spouses of such persons, the estates of such persons, or foundations, charitable organisations or trusts established by or for the benefit of such persons;

- a trust that is not covered by the sub-section above as to which the trustee or other person authorised to make decisions with respect to the trust, and each settlor or other person who has contributed assets to the trust, is a person described in the other sub-sections of this Part 3;
- a person or entity, acting for its own account or the accounts of other **Qualified Purchasers**, who in the aggregate owns and invests on a discretionary basis not less than US\$25,000,000 in “investments”; or
- any natural person who is an executive officer, director, trustee, general partner, advisory board member or person serving in a similar capacity, or an employee (other than an employee performing solely clerical, secretarial or administrative functions) who in connection with his or her regular duties participates in the investment activities of such company, provided such employee has been performing such duties for at least 12 months for the Fund or any of its affiliates.

## SCHEDULE 1

### DEFINITION OF "INVESTMENTS" AND ASSOCIATED TERMS RELEVANT TO DETERMINATION OF QUALIFIED PURCHASER STATUS

#### Part 1 Investments:

1. Securities, other than securities of an issuer that controls, is controlled by, or is under common control with, the Applicant that owns such securities, unless such issuer is:
  - (a) an investment company or a company that would be an investment company but for the exclusions or exemptions provided by the US Investment Company Act, or a commodity pool; or
  - (b) a Public Company (as defined below); or
  - (c) a company with shareholders' equity of not less than US\$50,000,000 (determined in accordance with generally accepted accounting principles) as reflected on the company's most recent financial statements; provided that such financial statements present the information as of a date within 16 months preceding the date on which the Applicant acquires the Shares.

2. Real estate held for investment purposes.

***Real estate that is used by the owner or a Related Person (as defined below) of the owner for personal purposes, or as a place of business, or in connection with the conduct of the trade or business of such owner or a Related Person of the owner, will NOT be considered real estate held for investment purposes; provided that real estate owned by an Applicant who is engaged primarily in the business of investing, trading or developing real estate in connection with such business may be deemed to be held for investment purposes. However, residential real estate will not be deemed to be used for personal purposes if deductions with respect to such real estate are not disallowed by Section 280A of the Code.***

3. Commodity Interest (as defined below) held for investment purposes.
4. Physical Commodities (as defined below) held for investment purposes.
5. To the extent not securities, Financial Contracts (as defined below) entered into for investment purposes.

***As regards to 3, 4 and 5 above, a Commodity Interest or Physical Commodity owned, or a Financial Contract entered into by the Applicant who is engaged primarily in the business of investing, reinvesting, or trading in Commodity Interest, Physical Commodities or Financial Contracts in connection with such business may be deemed to be held for investment purposes.***

6. In the case of an Applicant that is a company that would be an investment company but for the exclusions provided by Section 3(c)(1) or 3(c)(7) of the US Investment Company Act, or a commodity pool, any amounts payable to such Applicant pursuant to a firm agreement or similar binding commitment pursuant to which a person has agreed to acquire an interest in, or make capital contributions to, the Applicant upon the demand of the Applicant.
7. Cash and cash equivalents (including foreign currencies) held for investment purposes.

## **Part 2 Further Relevant Definitions:**

**Commodity Interest:** commodity futures contracts, options on commodity futures contracts and options on physical commodities traded on or subject to the rules of:

- (a) any contract market designated for trading such transactions under the CEA and the rules thereunder; or
- (b) any board of trade or exchange outside the United States, as contemplated in Part 30 of the rules under the CEA.

**Financial Contract:** any arrangement that:

- (a) takes the form of an individually negotiated contract, agreement or option to buy, sell, lend, swap or repurchase, or any other similar individually negotiated transaction commonly entered into by participants in the financial markets;
- (b) is in respect of securities, commodities, currencies, interest or other rates, other measures of value, or any other financial or economic interest similar in purpose or function to any of the foregoing; and
- (c) is entered into in response to a request from a counterparty for a quotation, or is otherwise entered into and structured to accommodate the objectives of the counterparty to such arrangement.

**Physical Commodities:** any physical commodity with respect to which a Commodity Interest is traded on a market specified in the definition of Commodity Interest above.

**Public Company:** a company that:

- (a) files reports pursuant to Section 13 or 15(d) of the **Exchange Act** ; or
- (b) has a class of securities that are listed on a Designated Offshore Securities Market, as defined under Regulation S of the US Securities Act.

**Related Person:** a person who is related to the Applicant as a sibling, spouse or former spouse, or is a direct lineal descendant or ancestor by birth or adoption of the Applicant, or is a spouse of such descendant or ancestor; provided that, in the case of a Family Company, a Related Person includes any owner of the Family Company and any person who is a Related Person of such an owner.

For purposes of determining the amount of investments owned by a company, there may be included investments owned by majority-owned subsidiaries of the company and investments owned by a company (the "**Parent Company**") of which the company is a majority-owned subsidiary, or by a majority-owned subsidiary of the company and other majority-owned subsidiaries of the **Parent Company**.

In determining whether a natural person is a **Qualified Purchaser**, there may be included in the amount of such person's investments any investment held jointly with such person's spouse, or investments in which such person shares with such person's spouse a community property or similar shared ownership interest. In determining whether spouses who are making a joint investment in the Fund are **Qualified Purchasers**, there may be included in the amount of each spouse's investments any investments owned by the other spouse (whether or not such investments are held jointly). There shall be deducted from the amount of any such investments any amounts specified by paragraph 2(a) in the Valuation of Investments Section in Part 3 below herein incurred by such spouse.

In determining whether a natural person is a **Qualified Purchaser**, there may be included in the amount of such person's investments any investments held in an individual retirement account or similar account, the investments of which are directed by and held for the benefit of such person.

**Part 3 Valuation of Investments:**

The general rule for determining the value of investments in order to ascertain whether a person is a **Qualified Purchaser** is that the value of the aggregate amount of investments owned and invested on a discretionary basis by such person shall be their fair market value on the most recent practicable date or their cost. This general rule is subject to the following provisos:

1. in the case of Commodity Interest, the amount of investments shall be the value of the initial margin or option premium deposited in connection with such Commodity Interest; and
2. in each case, there shall be deducted from the amount of investments owned by such person the following amounts:
  - (a) the amount of any outstanding indebtedness incurred to acquire or for the purpose of acquiring the investments owned by such person; and
  - (b) a Family Company, in addition to the amounts specified in paragraph (a) above, shall have deducted from the value of such Family Company's investments any outstanding indebtedness incurred by an owner of the Family Company to acquire such investments.

**ANNEX C – ERISA QUESTIONNAIRE**

**TO BE COMPLETED BY APPLICANTS THAT CHECKED THE BOX IN PART 1 OF SECTION 3.4**

**A. Type of Benefit Plan Investor**

*The Applicant should check the appropriate box below to indicate the type of **Benefit Plan Investor** it is and, if requested, provide the percentage of the Applicant's assets that are **Plan Assets**. Please note that the codes below are for internal use by the Administrator.*

The Applicant represents that it is a **Benefit Plan Investor** that is:

- an employee benefit plan or trust that is subject to the provisions of ERISA – this includes US pension plans and US profit-sharing and 401(k) plans, “Multi-employer Plans” and “Taft-Hartley Plans”, but does not include US governmental plans, certain church plans and non-US employee pension and welfare benefit plans (**Code: [ERISA]**);
- an individual retirement account, Keogh Plan and/or other plan subject to Section 4975(e)(1) of the US Code (**Code: [E-IRC]**); or
- an entity (e.g. a fund of funds) whose underlying assets include **Plan Assets**; by reason of a plan's investment in the entity and such plan investors include (1) one or more US pension benefit plans, welfare benefit plans or similar plans subject to ERISA and/or (2) one or more individual retirement accounts, Keogh plans or other individual arrangements subject to Section 4975(e)(1) of the US Code (including, by reason of 25% or more of any class of equity interests in the entity being held by Benefit Plan Investors that include any plan described above) (**Code: [E-25%+]**).

***Applicants whose underlying assets include Plan Assets should check the boxes below to indicate the maximum percentage of such assets that constitute Plan Assets.***

The Applicant hereby declares that the percentage of assets constituting **Plan Assets** is not more than:

- 10%\*\*     20% \*\*     30%     40%     50%   
60%     70%     80%     90%     100%

The Applicant agrees to promptly notify the Administrator in writing if there is any change in the percentages above and at such time or times as any **Authorised Representative** may request.

**B. Insurance Companies**

*The Applicant should check the appropriate box below.*

The Applicant hereby declares that it is:

- not an insurance company; or
- an insurance company investing the assets of its general account (or the assets of a wholly owned subsidiary of its general account) in the Fund but none of the underlying assets of the Applicant's general account constitutes **Plan Assets**; or
- an insurance company investing the assets of its general account (or the assets of a wholly owned subsidiary of its general account) in the Fund whose underlying assets of the Applicant's general account are deemed to be **Plan Assets** (**Code: [E-ICGA]**).

***An Applicant whose underlying assets include Plan Assets should check the boxes below to indicate the maximum percentage of such assets that constitute Plan Assets.***

The Applicant hereby declares that the percentage of assets constituting **Plan Assets** is not more than:

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10%\*\*     20%\*\*     30%     40%     50%   
60%     70%     80%     90%     100%

The Applicant agrees to promptly notify the Administrator in writing if there is any change in the percentages above and at such time or times as any **Authorised Representative** may request.

\*\*Applicable to entities with multiple classes, one of which exceeds the 25% threshold for **Benefit Plan Investors**.

## ANNEX D – ANTI-MONEY LAUNDERING AND TERRORISM FINANCING CHECKLIST

### CLIENT IDENTIFICATION REQUIREMENTS

It is important to note that the appropriate Client Identification documents must be received as part of the completed Application Form. Failure to fully satisfy the Fund's and the Administrator's Client Identification requirements may result in an application being delayed to a later Dealing Day and may even result in the application being rejected. The Fund and the Administrator reserve the right to amend and/or supplement the following requirements from time to time where there is a change in regulations and/or industry best practices.

There are two methods by which you can be cleared for Anti Money Laundering ("AML") purposes

#### 1) Simplified Customer Due Diligence

Introduction via Regulated Financial Institutions from an equivalent Jurisdiction.

##### Examples of Equivalent jurisdictions\*;

*Australia, Austria, Belgium, Bulgaria, Canada, Croatia, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hong Kong, Ireland, Israel, Italy, Japan, Liechtenstein, Luxembourg, Netherlands, New Zealand, Norway, Poland, Portugal, South Korea, Romania, Singapore, South Africa, Spain, Sweden, Switzerland, Taiwan, United Kingdom, United States of America*

#### 2) Customer Due Diligence (Know Your Customer)

- Approved Jurisdictions
- Non Approved Jurisdictions/Other Risk Nexus

##### Examples of Approved jurisdictions\*;

*All Equivalent Jurisdictions, Channel Islands, Bahrain, United Arab Emirates, Chile, Hungary, Monaco, Malaysia, Lithuania, Slovenia, Andorra, Slovak Republic.*

**\*Jurisdictions are subject to change from time to time and this is a non-exhaustive list. If your jurisdiction is not mentioned or you are unsure of the appropriate section please contact us on the below details.**

#### CONTACT DETAILS FOR ASSISTANCE:

If your entity type is not mentioned specifically, or we can be of any assistance in ensuring that you return the appropriate documents, please do not hesitate to contact us.

Investor Services

Telephone: + 353 1 607 1800

Email: [Investorservices.amlteamdublin@bnpparibas.com](mailto:Investorservices.amlteamdublin@bnpparibas.com)

## **INDEX:**

### ➤ **Simplified Customer Due Diligence**

- **Introduction via Letter of Undertaking - Regulated Financial Institution**
- **Beneficial Ownership Declaration**

*(Equivalent Jurisdiction within the equivalent country listing)*

Please refer to Section 1(a) and Section 1(c)

- **Introduction via Letter of Undertaking – Nominee**

- **Beneficial Ownership Declaration**

*(Equivalent Jurisdiction within the equivalent country listing)*

Please refer to Section 1(b) and Section 1(c)

### ➤ **Customer Due Diligence**

- Individual Investors - please refer to Section 2
- Corporate Entities - please refer to Section 3
- Trusts - please refer to Section 4
- Partnerships - please refer to Section 5
- Charities / Foundations - please refer to Section 6
- Pensions - please refer to Section 7
- Source of Funds Declaration – please refer to Section 8
- Beneficial Ownership Declaration – please refer to Section 9

Documentation should be submitted to the Administrator in certified/notarized format, noting that the original certified/notarized documentation needs to be submitted by those falling into the Non-Approved jurisdiction or other increased risk factor.

Certification/notarisation of documentation is acceptable from; a notary public, lawyer, solicitor, chartered accountant, company secretary, member of the FATF police force, judiciary member or authorised person from a regulated institution evidenced by a stamp/ seal /licence number.

All documentation should be certified/notarised evidenced by a stamp/ seal /licence number.

## SECTION 1 SIMPLIFIED CUSTOMER DUE DILIGENCE

### Section 1 (a)

#### Letter of Introduction from a designated body in an \*EU Member state or equivalent jurisdiction.

(Please print on letterhead of FI, IA or Fund Admin providing the R&W letter to BNP Paribas Fund Administration Services Ireland Limited, herein referred to as (“BNPP”))

To: BNP Paribas Fund Administration Services (Ireland) Ltd  
2 Grand Canal Plaza  
Grand Canal Street  
Dublin 2  
Ireland

Attn: Investor Services Department

Re: **[Insert full legal name of the FI, IA or Fund Admin making the representations and warranties]**  
*Anti-Money Laundering and Client Identification Representations and Warranties*

To Whom It May Concern

**[Insert full Legal name of regulated institution]** acts as **[delete as appropriate applicable relationship eg: Administrator, Nominee, Custodian, Manager, Trustee, Bank]** to **[insert investors name]** to investment funds for which you act as Administrator.

**[insert regulated institution]** is organised under the laws of **[insert country]**. **[insert regulated institution name]** has its principal address at **[insert address]** and is regulated by **[insert regulatory body]** for the purposes of combating money laundering and terrorist financing.

#### Applicable to US regulated entities only:

We **[insert full legal name of regulated institution]** has AML policies and procedures in place in accordance with the US PATRIOT Act.

Regulatory Licence no **[insert here]**

In connection with every account introduced to your firm, we make the following representations and warranties.

- We confirm that due diligence has been performed on the direct and indirect investors into the fund including ultimate beneficial owners<sup>1</sup>.
- We confirm that we obtain identification and verification documentation and that the names and addresses of each investor (and where applicable, their beneficial owners) are kept on file for at least 5 years following the cessation of our relationship with the introduced investor.
- We confirm that, as far as we are aware, the investor funds are derived from legitimate business activities and legitimate sources and that the activities would not contravene applicable money laundering laws, regulations & conventions.  
<sup>2</sup>
- If we identify any unusual or suspicious activity on the part of a fund client or its investors which lead us to suspect criminal conduct or money laundering we report this to the relevant reporting authority and to BNP Paribas as permitted by applicable law.  
<sup>2</sup>
- We have customer due diligence measures in place to identify and verify the identity of the introduced investor(s) (and where applicable their beneficial owners) and, where appropriate, enhanced due diligence measures where there is an increased risk of money laundering eg; Politically Exposed Persons.
- We confirm that we have policies, procedures and control in place that prohibits doing business with shell banks.  
<sup>2</sup>
- We have policies, procedures and control in place not to do business with investors/beneficial owners that are on the OFAC list and any other applicable sanction list.  
<sup>2</sup>

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- We agree to provide BNPP promptly upon request, all information that is necessary or appropriate to comply with applicable laws and regulations.
- In the event of any inquiry from the relevant regulator or a competent law enforcement agency, we agree to provide BNPP's MLRO with all the information that is necessary to satisfy the request.
- We confirm that the undersigned is duly authorized by us to provide this letter.

Sincerely,

Signature \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

<sup>1</sup> Please complete "Declaration of Beneficial Ownership to accompany this letter

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## Section 1 (b)

### Letter of Introduction from a designated body in an \*EU Member state or equivalent jurisdiction for a Nominee

(Please print on letterhead of Parent Company providing the letter to BNP Paribas Fund Administration Services Ireland Limited, herein referred to as (“BNPP”))

To: BNP Paribas Fund Administration Services (Ireland) Ltd  
2 Grand Canal Plaza  
Grand Canal Street  
Dublin 2  
Ireland

Attn: Investor Services Department

Re: **[Insert full legal name of the FI, IA or Fund Admin making the representations and warranties Anti-Money Laundering and Client Identification Representations and Warranties]**

To Whom It May Concern:

**[Insert full Legal name of Nominee Company]** is a wholly owned subsidiary of **[insert full legal name of regulated institution]** licensed and regulated by **[insert regulatory body]**.

**[insert full legal name of nominee company]** conducts customer due diligence in accordance with the policies and procedures set out by its parent company, a regulated institution. **[insert full legal name of nominee] acts as [Nominee, Custodian, Manager, Trustee, Bank]** to **[insert investors name]** to investment funds for which you act as Administrator.

**[insert regulated institution]** is organised under the laws of **[insert country]**.

#### Applicable to US regulated entities only:

We **[insert full legal name of regulated institution]** has AML policies and procedures in place in accordance with the US PATRIOT Act.

**[insert regulated institution name]** has its principal address at **[insert address]** and is regulated by **[insert regulatory body]** for the purposes of combating money laundering and terrorist financing.

Regulatory Licence no **[insert here]**

In connection with every account introduced to your firm, we make the following representations and warranties.

- We confirm that due diligence has been performed on the direct and indirect investors into the fund including ultimate beneficial owners<sup>1</sup>.
- We confirm that we obtain identification and verification documentation and that the names and addresses of each investor (and where applicable, their beneficial owners) are kept on file for at least 5 years following the cessation of our relationship with the introduced investor.
- We confirm that, as far as we are aware, the investor funds are derived from legitimate business activities and legitimate sources and that the activities would not contravene applicable money laundering laws, regulations & conventions.  
☐
- If we identify any unusual or suspicious activity on the part of a fund client or its investors which lead us to suspect criminal conduct or money laundering we report this to the relevant reporting authority and to BNP Paribas as permitted by applicable law.  
☐
- We have customer due diligence measures in place to identify and verify the identity of the introduced investor(s) (and where applicable their beneficial owners) and,  
• where appropriate, enhanced due diligence measures where there is an increased risk of money laundering eg; Politically Exposed Persons.
- We confirm that we have policies, procedures and control in place that prohibits doing business with shell banks.

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- We have policies, procedures and control in place not to do business with investors/beneficial owners that are on the OFAC list and any other applicable sanction list.  
☐
- We agree to provide BNPP promptly upon request, all information that is necessary or appropriate to comply with applicable laws and regulations. In the event of any inquiry from the relevant regulator or a competent law enforcement agency, we agree to provide BNPP's MLRO with all the information that is necessary to satisfy the request.  
☐
- We confirm that the undersigned is duly authorized by us to provide this letter.

Sincerely,

Signature \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

<sup>1</sup> Please complete "Declaration of Beneficial Ownership to accompany this letter

**Section 1 (c)**

**Declaration of Beneficial Ownership from a designated body in an \*EU Member state or equivalent jurisdiction for a Financial Intermediary/Nominee**

**Declaration of Beneficial Ownership**

*For the purposes of this document the investor is considered the Financial Intermediary/Nominee named on the Shareholder Register.*

Please tick one of the below boxes and complete the relevant section:

- We confirm there is a natural person(s) who is a beneficial owner<sup>1</sup> of the investor. (Please complete section 1 below of this declaration).
- We confirm there is no natural person(s) who is a beneficial owner<sup>1</sup> of the investor. (Please complete section 2 of this declaration).

**Section 1: Natural person(s) who is a beneficial owner of the investor**

**Beneficial Owner 1** (please complete in block capitals)

Full Name	Identification Number	Occupation
Date of Birth (DD-MM-YYYY)	Place of Birth	
Nationality		
Percentage %		
Registered Address (PO or C/O will not be accepted)		
City, Town, State, Province or County	Postal/ZIP Code	Country

**Beneficial Owner 2** (please complete in block capitals)

Full Name	Identification Number	Occupation
Date of Birth (DD-MM-YYYY)	Place of Birth	
Nationality		
Percentage %		
Registered Address (PO or C/O will not be accepted)		
City, Town, State, Province or County	Postal/ZIP Code	Country

**Section 2: No natural person(s) who is a beneficial owner<sup>1</sup> of the investor**

In the event where no natural person falls under the above scenario, the senior managing official(s) of the subscribing entity will be recorded as the Beneficial Owner.

In completing the below, we confirm we have read and understood the above definition and we have provided below details of a senior managing officials who should be recorded as the Beneficial Owner(s).

Senior managing official details (please complete in block capitals)

Full Name

Date of Birth (DD-MM-YYYY)

Place of Birth

Nationality

Registered Address (PO or C/O will not be accepted)

Title

City, Town, State, Province or County

Postal/ZIP Code

Country

*If needed, please add additional senior managing official(s) on a separate sheet*

**Further information which may be required in order to verify the information provided above will be requested as required.**

<sup>1</sup> Definition of a Beneficial Owner:

Article 3 of AMLD4 defines a beneficial owner as meaning any natural person(s) who ultimately owns or controls the customer and/or the natural person(s) on whose behalf a transaction or activity is being conducted and includes at least: .

(a) in the case of corporate entities:

- (i) the natural person(s) who ultimately owns or controls a legal entity through direct or indirect ownership of a sufficient percentage of the shares or voting rights or ownership interest in that entity, including through bearer shareholdings, or through control via other means, other than a company listed on a regulated market that is subject to disclosure requirements consistent with Union law or subject to equivalent international standards which ensure adequate transparency of ownership information. A shareholding of 25 % plus one share or an ownership interest of more than 25 % in the customer held by a natural person shall be an indication of direct ownership. A shareholding of 25 % plus one share or an ownership interest of more than 25 % in the customer held by a corporate entity, which is under the control of a natural person(s), or by multiple corporate entities, which are under the control of the same natural person(s), shall be an indication of indirect ownership
- (ii) if, after having exhausted all possible means and provided there are no grounds for suspicion, no person under point (i) is identified, or if there is any doubt that the person(s) identified are the beneficial owner(s), the natural person(s) who hold the position of senior managing official(s), the obliged entities shall keep records of the actions taken in order to identify the beneficial ownership under point (i) and this point;

(b) in the case of trusts:

- (i) the settlor; (ii) the trustee(s); (iii) the protector, if any; (iv) the beneficiaries, or where the individuals benefiting from the legal arrangement or entity have yet to be determined, the class of persons in whose main interest the legal arrangement or entity is set up or operates; (v) any other natural person exercising ultimate control over the trust by means of direct or indirect ownership or by other means;

(c) in the case of legal entities such as foundations, and legal arrangements similar to trusts, the natural person(s) holding equivalent or similar positions to those referred to in point (b);

## **SECTION 2 INDIVIDUAL / PRIVATE INVESTORS**

### **Section 2 (a) – Individual / Private Investors in an approved jurisdiction**

The following documentation is required;

- Certified Copy of an in-date Passport, National Identity Card, or Driver's Licence.
- Certified Copy of One Utility Bill issued within last 6 months
- Source of Funds

### **Section 2 (b) – Individual / Private Investors in a non-approved jurisdiction**

The following documentation is required;

- Original/ Original Certified Copy of an in-date Passport, National Identity Card, or Driver's Licence.
- Original / Original Certified Copy of Two Utility Bill issued within last 6 months
- Source of Wealth Declaration to include supporting documentation.
- Source of Funds

## **SECTION 3 CORPORATE ENTITIES**

### **Section 3(a) – Corporate Entity (PLC)**

#### **Listed Corporate Investor (PLC) within a prescribed country listing**

- Proof of listed status from a recognised Stock Exchange in an EU member state or equivalent jurisdiction
- Application Form is in the name of the Listed Corporate Investor (PLC) investing own funds
- Authorised Signatory List

### **Section 3 (b) - Private Corporate Investors within an approved jurisdiction**

- Certified copy of Certificate of Incorporation
- Certified copy of the Memorandum and Articles of Association
- Certified copy of Register of Directors
- Verify the identity of at least two directors/Senior Managing Officials or one director and one authorised signatory per the requirements for an individual investor.
- Certified copy of Authorised Signatory List on company headed paper, duly authenticated.
- Certified copy of register of Shareholders/ Members
- Identify (i.e. obtain details of) the ultimate beneficial owner(s) who owns/controls 25% plus 1 share or more – **Complete Section 9**
- Source of Funds – **Complete Section 8**

### **Section 3 (c) - Private Corporate Investors within a non-approved jurisdiction**

- Original/ Original certified copy / of Certificate of Incorporation
- Original/ Original certified copy of the Memorandum and Articles of Association
- Original / Original certified copy of Register of Directors
- Verify the identity of at least \*two directors/Senior Managing Officials or one director and one authorised signatory per the requirements for an individual investor.
- Original/ Original certified copy of authorised signatory list on company headed paper, duly authenticated.
- Original/ Original certified copy of register of Shareholders/ Members
- Verify the identity of the ultimate beneficial owner(s) who owns/controls 25% plus 1 share or more in line with the requirements for that entity - **Complete Section 9**
- Source of Wealth Declaration to include supporting documentation.- **Forms on request**
- Source of Funds - **Complete Section 8**

## SECTION 4 TRUSTS

### Section 4 (a) Private Trusts an approved jurisdiction

- Certified copy of the Trust Deed
- Names of any protector or controller or settlor
- Verify the identity of two Trustees (in accordance with requirements for individuals) or one Trustee and one authorised signatory.
- List of all beneficiaries of the trust. (Where the beneficiary is a corporate entity obtain details of the ultimate beneficial owner). - **Complete Section 9**
- Certified copy of the authorised signature list for the Trustees.  
*The persons named in the authorised signature list should be detailed in the Trust document or constitutional documents. If this is not present, or the signer is a person other than the Trustee, then an appropriate empowering document must support the application.*
- Source of Funds - **Complete Section 8**

### Section 4 (b) Private Trusts within a non-approved jurisdiction

- Original/ Original Certified copy of the Trust Deed
- Verify the identify of any protector or controller or settlor
- Verify the identity of two Trustees (in accordance with requirements for individuals) or one Trustee and one authorised signatory.
- Verify the identity of all beneficiaries of the trust. - **Complete Section 9**
- Original or Original Certified copy of the authorised signature list for the Trustees.  
*The persons named in the authorised signature list should be detailed in the Trust document or constitutional documents. If this is not present, or the signer is a person other than the Trustee, then an appropriate empowering document must support the application.*
- Nature of the Trust Arrangement
- Source of Wealth of the grantor to include supporting documentation
- Source of Funds - **Complete Section 8**

## SECTION 5 PARTNERSHIPS

### Section 5 (a) Partnerships in an approved jurisdiction

- Certified copy of the partnership agreement or appropriate excerpts (for the general partnership) or constitutional documents for Limited Partnership in line with Corporate entity requirements)
- Verify the identity of two partners, or one partner and one authorised signatory, to the formal arrangement based on entity type.
- List all the beneficiaries of the Partnership - where the beneficiary is a corporate entity, details of the ultimate beneficial owner of that entity are required to include significant controllers. - **Complete Section 9**
- Certified copy of the authorised signatory list for the Partners. *If a party other than the authorised Partners are signing on the account, an original/ certified copy of the appropriate empowering document must also be provided to demonstrate how this third party has authority to sign.*
- Source of Funds - **Complete Section 8**

### Section 5 (b) Partnerships in a non-approved jurisdiction

- Original or original certified copy of the partnership agreement or appropriate excerpts (for the general partnership) or constitutional documents for Limited Partnership in line with Corporate entity requirements)
- Verify the identity of two partners, or one partner and one authorised signatory, to the formal arrangement based on entity type.
- List all the beneficiaries of the Partnership
- Verify the identity of the ultimate beneficial owner (to include significant controllers) in line with the requirements for that entity type. - **Complete Section 9**
- Original or certified copy of the authorised signatory list for the Partners. *If a party other than the authorised Partners are signing on the account, an original/ certified copy of the appropriate empowering document must also be provided to demonstrate how this third party has authority to sign.*
- Source of Wealth
- Source of Funds- **Complete Section 8**

## SECTION 6 CHARITIES/ FOUNDATIONS

### Section 6 (a) Registered Charities/ Foundations in an equivalent jurisdiction.

- Certified copy of the approval from the Tax Authorities.
- Certified copy of the authorised signatory list.  
*A certified copy of the constitutional documents specifying who may sign or authorise persons to sign on the account. Alternatively, an original /certified copy of the resolution / minutes appointing the authorised signatory.*  
*The person signing the resolution / minutes must be an approved person in the constitutional document / or equivalent.*
- Certified copy of the constitutional documents specifying who may sign or authorise persons to sign on the account.
- Obtain a copy of the resolution/ minutes appointed the authorised signatory. The persons signing the resolution/ minutes must be an approved person in the constitutional document or equivalent.
- Source of Funds- **Complete Section 8**

### Section 6 (b) Unregistered Charities/ Foundations in an non approved jurisdiction

- Original/ Original certified copy of the Constitutional / Formation document
- Names of Trustees/ Directors/ Governors or equivalent
- Verify the identity of the Two Trustees/ Directors/Board Member or equivalent or one Trustee/ Directors/Board Member and an authorised signer (per requirements for an individual investor).
- Names of beneficiaries and the supporting AML documentation in line with the entity type. Example Individual / Corporate. - **Complete Section 9**
- Original or Original certified copy of the authorised signatory list.  
*The authorised signatory list should be supported with a certified copy of the empowering document specifying who may sign or authorised persons to sign on the account.*
- If a third party is signing on the account, verification documents of the third party must be submitted (per requirements for an individual / entity type) and a supporting resolution, duly authorised by an approved person in the constitutional document or equivalent.
- Original/ Original certified copy of audited accounts
- Source of Wealth
- Source of Funds - **Complete Section 8**

## SECTION 7 PENSIONS

### Section 7 (a) – Pensions in an approved jurisdiction

- Certified copy of the Revenue Commissioners approval or certified copy of the Tax approval for the Pension.
- Certified copy of the Constitution / Formation document (Pension Trust Deed).
- List Names of Administrator/ Trustee/ Controller/ Employer or equivalent
- Certified copy of the authorised signatory list for the Trustees.  
*The persons named in the authorised signatory list should be detailed in the Pension Trust document or constitutional documents. If this is not present, or the signer is a person other than the Trustee, then an appropriate empowering document must support the application.*
- Source of Funds- **Complete Section 8**

?

?

### Section 7 (b) - Pensions in a non-approved jurisdiction

- An original/ original certified copy of the Revenue Commissioners approval or certified copy of the Tax approval for the Pension.
- An original / original certified copy of the Constitution / Formation document (Pension Trust Deed).
- Verify the identity of Administrator/ Trustee/ Controller/ Employer or equivalent
- Original / original certified copy of the authorised signatory list for the Trustees.  
*The persons named in the authorised signatory list should be detailed in the Pension Trust document or constitutional documents. If this is not present, or the signer is a person other than the Trustee, then an appropriate empowering document must support the application.*
- Source of Wealth Declaration and supporting documentation
- Source of Funds- **Complete Section 8**

## SECTION 8 SOURCE OF FUNDS DECLARATION

**Note:** If an approved designated body supplies supporting documentation to confirm the source of funds from their underlying investor, BNPAS can accept a signed Source of funds declaration from the designated body as opposed to receiving this from the underlying investor. The designated body may seek to independently validate the declaration by requesting supporting documentation.

**\*Source of Funds refers to how the money to be invested was generated (origin) and the means of transfer. Please indicate the source of funds to be invested:**

Investor Name: *[to be completed]* \_\_\_\_\_

Address: *[to be completed]* \_\_\_\_\_

Account number: *[to be completed]* \_\_\_\_\_

I hereby confirm that the investment into *[insert fund name]* \_\_\_\_\_

**Originated from:  
Please complete applicable section**

A) Employment Income  Yes  N/a  
▪ <sup>1</sup>Job Description: \_\_\_\_\_  
▪ <sup>1</sup>Nature of Employer's business \_\_\_\_\_

B) Inheritance  Yes  N/a  
▪ <sup>1</sup>Nature of Employer's business \_\_\_\_\_  
▪ <sup>1</sup>Relation to benefactor \_\_\_\_\_  
▪ <sup>1</sup>Date inheritance received \_\_\_\_\_  
▪ <sup>1</sup>Amount received \_\_\_\_\_

C) Sale of Real Estate  Yes  N/a  
▪ <sup>1</sup>Date property was sold: \_\_\_\_\_  
▪ <sup>1</sup>Sale Amount: \_\_\_\_\_

D) Sale of Securities/ Investment  Yes  N/a  
▪ <sup>1</sup>Type of security: \_\_\_\_\_  
▪ <sup>1</sup>Date of sale: \_\_\_\_\_  
▪ <sup>1</sup>How long investment(s) were held: \_\_\_\_\_

E) Other  Yes  N/a

Please specify: \_\_\_\_\_

- <sup>1</sup>Other types of source of funds include the following:
- <sup>1</sup>Loans received. Copy of Loan Agreement duly certified by a suitable persons maybe requested
- <sup>1</sup>Gifts received. Letter from donor confirming details of gift and acknowledging source of donated funds. maybe requested.
- <sup>1</sup>Competition or gambling win. Letter from relevant organisation (Betting office, Casino) or copy of media coverage if appropriate maybe requested.
- <sup>1</sup>Compensation payment. Letter / court order from compensating body or solicitor's letter maybe requested.
- <sup>1</sup>Company profits. A copy of a dividend statement maybe requested.
- <sup>1</sup>Maturing investments or encashment claim. A letter/ contract note from previous investment company giving notification of proceeds to be provided  
☐ may be requested.
- <sup>1</sup>Sale of a company or sale of an interest in a company. A signed letter from a solicitor, or accountant, or copies of media coverage if applicable maybe requested.
- <sup>1</sup>For Sovereign Wealth Funds, certified copy of audited financials or appropriate on line back up maybe requested.

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## SOURCE OF FUNDS DECLARATION

### Declaration

I hereby declare that the funds used to fund my investment with you originate as per the information given above, and are made on my own behalf and are not on behalf of a third party.

**<sup>1</sup>We may seek to independently validate the declaration by requesting supporting documentation.**

**Fund Name:** \_\_\_\_\_ **Applicant Name:** \_\_\_\_\_

**Signature:** \_\_\_\_\_

**Signature of Applicant/ Signature of authorised person of designated body on behalf of applicant**

**Printed Name of above specimen:** \_\_\_\_\_

**Regulated / Licence number (if Applicable):** \_\_\_\_\_

**Date:** \_\_\_\_\_

## Section 9 Declaration of Beneficial Ownership

### Declaration of Beneficial Ownership

Please tick one of the below boxes and complete the relevant section:

- We confirm there is a natural person(s) who is a beneficial owner<sup>ii</sup> of the investor. (Please complete section 1 below of this declaration).
- We confirm there is no natural person(s) who is a beneficial owner<sup>i</sup> of the investor. (Please complete section 2 of this declaration).

### Section 1: Natural person(s) who is a beneficial owner of the investor

#### Beneficial Owner 1 (please complete in block capitals)

Full Name	Identification Number	Occupation
<hr/>		
Date of Birth (DD-MM-YYYY)	Place of Birth	
<hr/>		
Nationality		
<hr/>		
Percentage %		
<hr/>		
Registered Address (PO or C/O will not be accepted)		
<hr/>		
City, Town, State, Province or County	Postal/ZIP Code	Country
<hr/>		

#### Beneficial Owner 2 (please complete in block capitals)

Full Name	Identification Number	Occupation
<hr/>		
Date of Birth (DD-MM-YYYY)	Place of Birth	
<hr/>		
Nationality		
<hr/>		
Percentage %		
<hr/>		
Registered Address (PO or C/O will not be accepted)		
<hr/>		
City, Town, State, Province or County	Postal/ZIP Code	Country
<hr/>		

#### Beneficial Owner 3 (please complete in block capitals)

Full Name	Identification Number	Occupation
<hr/>		
Date of Birth (DD-MM-YYYY)	Place of Birth	
<hr/>		
Nationality		
<hr/>		
Percentage %		
<hr/>		
Registered Address (PO or C/O will not be accepted)		
<hr/>		
City, Town, State, Province or County	Postal/ZIP Code	Country
<hr/>		

**Section 2: No natural person(s) who is a beneficial owner<sup>1</sup> of the investor**

In the event where no natural person falls under the above scenario, the senior managing official(s) of the subscribing entity will be recorded as the Beneficial Owner.

In completing the below, we confirm we have read and understood the above definition and we have provided below details of a senior managing officials who should be recorded as the Beneficial Owner(s).

Senior managing official details (please complete in block capitals)

Full Name

Date of Birth (DD-MM-YYYY)

Place of Birth

Nationality

Registered Address (PO or C/O will not be accepted)

Title

City, Town, State, Province or County

Postal/ZIP Code

Country

-

*If needed, please add additional senior managing official(s) on a separate sheet*

**Further information which may be required in order to verify the information provided above will be requested as required.**

<sup>1</sup> Definition of a Beneficial Owner:

Article 3 of AMLD4 defines a beneficial owner as meaning any natural person(s) who ultimately owns or controls the customer and/or the natural person(s) on whose behalf a transaction or activity is being conducted and includes at least: .

(a) in the case of corporate entities:

(i) the natural person(s) who ultimately owns or controls a legal entity through direct or indirect ownership of a sufficient percentage of the shares or voting rights or ownership interest in that entity, including through bearer shareholdings, or through control via other means, other than a company listed on a regulated market that is subject to disclosure requirements consistent with Union law or subject to equivalent international standards which ensure adequate transparency of ownership information. A shareholding of 25 % plus one share or an ownership interest of more than 25 % in the customer held by a natural person shall be an indication of direct ownership. A shareholding of 25 % plus one share or an ownership interest of more than 25 % in the customer held by a corporate entity, which is under the control of a natural person(s), or by multiple corporate entities, which are under the control of the same natural person(s), shall be an indication of indirect ownership

(ii) if, after having exhausted all possible means and provided there are no grounds for suspicion, no person under point (i) is identified, or if there is any doubt that the person(s) identified are the beneficial owner(s), the natural person(s) who hold the position of senior managing official(s), the obliged entities shall keep records of the actions taken in order to identify the beneficial ownership under point (i) and this point;

(b) in the case of trusts:

(i) the settlor; (ii) the trustee(s); (iii) the protector, if any; (iv) the beneficiaries, or where the individuals benefiting from the legal arrangement or entity have yet to be determined, the class of persons in whose main interest the legal arrangement or entity is set up or operates; (v) any other natural person exercising ultimate control over the trust by means of direct or indirect ownership or by other means;

(c) in the case of legal entities such as foundations, and legal arrangements similar to trusts, the natural person(s) holding equivalent or similar positions to those referred to in point (b);

**Declaration of Residence outside Ireland**

All Applicants resident outside Ireland are required by the Irish Revenue Commissioners to complete the "Declaration of Residence Outside of Ireland" (included in Schedule 4 to this Annex D).

**Payment Information**

To be completed by ALL Applicants.

(a) Name of the Applicant: \_\_\_\_\_

(b) Name of the **Wiring Bank**: \_\_\_\_\_

(c) Is the **Wiring Bank** located in an **Approved Country**?

YES

NO

(d) Is the Applicant a customer of the **Wiring Bank**?

YES

NO

**The Applicant must wire the payment from an account in its name.**

**Remitting Bank Details:**

Please complete bank account details for redemptions and dividends at **Schedule 2** to this **Annex D**\*

\*If you have more than one remitting bank please provide details on a separate sheet

**All US Persons**

Please complete (if and as applicable):

(i) IRS Form W-9 from <http://www.irs.gov/pub/irs-pdf/fw9.pdf>

(ii) IRS Form W-8BEN from <http://www.irs.gov/pub/irs-pdf/fw8ben.pdf>

(iii) Any other applicable IRS Form W,

In accordance with the instructions set out therein.

**Natural persons**

The Applicant is a natural person who has read and understood the Privacy Notice as set out in **Schedule 3** to this **Annex D**.

Full name: \_\_\_\_\_

Date of birth: \_\_\_\_\_

Residential address: \_\_\_\_\_

\_\_\_\_\_

**Politically Exposed Person Representation**

*All Applicants that are PEPs and/or Immediate Family Member, and/or Close Associate of such persons must also be identified and are subject to enhanced due diligence. This includes an Applicant who has ceased to be a PEP in the prior 12 months.*

I am a **PEP** and /or immediate family member, and /or close associate of a **PEP**. Please provide the following details and complete Source of Wealth confirmation

Name:	
Residential Address:	
Date of Birth:	
Occupation:	

**Politically Exposed person’s source of wealth confirmation**

*All Applicants that are PEP’s are required to provide the Administrator with a confirmation of their source of wealth.*

*Please COMPLETE, DATE, and SIGN the schedule below and provide any required attachments:*

CHECK SOURCE(S) OF WEALTH	NECESSARY INFORMATION	DESCRIPTION
↑ Family Fortune	◆ Please specify: e.g. (former) entrepreneurial, inheritance, other sources	
↑ Active entrepreneurial	◆ Company name ◆ Short description of business activities ◆ Name of company website (if applicable)	
↑ Former entrepreneurial	◆ If “sold to third party”: Name of purchaser and approximate date	
↑ Income	◆ Profession ◆ Name of employer	
↑ Other		

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

**SCHEDULE 2**

<b>Bank Account Details for Redemption and Distribution Payments</b>	
<p>Please list the details of the account to which redemption proceeds, and/or dividend distributions should be paid. Payments will only be made to a bank account held in the name of the registered shareholder. No Third Party Payments will be made. <a href="#">Redemptions will not be processed on non-cleared/verified accounts.</a> Both IBANS &amp; SWIFT (BIC) Codes should be quoted for all banks within the EU/EEA. Amendments to investors' payment instructions will only be effected upon receipt of an original instruction which has been duly authorised. In the case of joint accounts, instructions will only be made upon receipt of instruction duly signed by all applicants. The Administrator does not accept any responsibility for the bank account details quoted and any payments made using these details will be at your risk.</p>	
<b>Correspondent Bank Name</b>	
<b>Correspondent Bank Address</b>	
<b>Correspondent Bank Sort Code/ SWIFT (BIC)/ ABA/Fedwire</b>	
<b>Beneficiary Bank Name</b>	
<b>Beneficiary Bank Address</b>	
<b>Beneficiary Bank Sort Code/ SWIFT (BIC)/ ABA/Fedwire</b>	
<b>Beneficiary Account Name</b>	
<b>Beneficiary Account Number</b>	
<b>Payment Type (please select, if applicable)</b>	<b>MT202</b> <input type="checkbox"/> / <b>MT103</b> <input type="checkbox"/>
<b>Currency</b>	
<b>Reference</b>	

## SCHEDULE 3

### FUND & CQS (UK) LLP PRIVACY NOTICE

This Privacy Notice (**Notice**) explains how CQS Global Sustainable Convertible Fund, a sub-fund of CQS Funds (Ireland) plc (the **Fund**) and CQS (UK) LLP (the **Investment Manager**) process your personal data and your rights in relation to the personal data they hold in connection with the Fund.

The Fund and the Investment Manager are separate data controllers of your personal data. Reference to "us" and "we" are references to the Fund and the Investment Manager.

The Fund, the Administrator (as defined below), and the Investment Manager are subject to EU General Data Protection Regulation 2016/679 and/or the UK Data Protection Act 2018 (collectively, the **GDPR**) and may also be subject to other local data protection legislation (together, the **Data Protection Legislation**).

The Fund has appointed BNP Paribas Fund Administration Services (Ireland) Limited as its Administrator (the **Administrator**). The processing activities of the Administrator set out in this Notice are undertaken on behalf of the Fund.

This Notice is effective on 28 January 2022 and supersedes any previous privacy notice or similar terms provided by, or on behalf of, the Fund or by the Investment Manager in connection with the Fund.

#### Your rights under the Data Protection Legislation

From 25 May 2018 you will have the following rights:

- To obtain access to, and copies of, the personal data we hold about you;
- To require that we cease processing your personal data if the processing is causing you damage or distress;
- To require us not to send you marketing communications;
- To require us to erase your personal data;
- To require us to restrict our data processing activities in relation to your personal data;
- To receive from us the personal data we hold about you, which you have provided to us, in a reasonable format specified by you, including for the purpose of transmitting that personal data to another data controller; and
- To require us to correct the personal data we hold about you if it is incorrect.

Please note that the above rights are not absolute, and requests may be refused where exceptions apply.

If you have any questions about these rights or how your personal data is used by us, you should contact your usual client service representative at the Investment Manager using the details below:

Post: Client Service, CQS (UK) LLP, 4th Floor, One Strand, London, WC2N 5HR, United Kingdom

Email: [clientservice@cqsm.com](mailto:clientservice@cqsm.com)

Tel: +44 20 7201 6900

If you are not satisfied with how your personal data is used by the Fund you can make a complaint to the Irish Data Protection Commissioner ([www.dataprotection.ie](http://www.dataprotection.ie)).

If you are not satisfied with how your personal data is used by the Investment Manager you can make a complaint to the Information Commissioner ([www.ico.org.uk](http://www.ico.org.uk)).

## **How your personal data is collected**

The Fund and the Administrator (on behalf of the Fund) collect your personal data in the following ways:

- From subscription forms (and any accompanying identification documents) submitted by you in relation to the Fund;
- From meetings, correspondence or other communications you have with the Fund or the Administrator on behalf of the Fund;
- From your agents (e.g. custodians of your assets, nominees or discretionary portfolio managers) making an application on your behalf; and/or
- From publicly available sources or from other applicable third parties, most commonly where the Fund or the Administrator on behalf of the Fund conduct background checks about you.

The Investment Manager collects your personal data in the following ways:

- From the Administrator (for example, when you make an application and/or subscription for shares or an interest in the Fund);
- From the subscription form (and any accompanying identification documents) when the subscription form is sent by you, or on your behalf, directly to the Investment Manager (for example, where the Investment Manager provides assistance to you in completing the subscription form before you send it to the Administrator);
- From meetings, correspondence or other communications you have with the Investment Manager (including any communication via the Investment Manager's website). The Investment Manager may record telephone calls you have with them;
- When you are introduced to the Investment Manager by a third party (such as a broker/dealer or a distribution agent), from information provided by the third party to the Investment Manager;
- From your agents (e.g. custodians of your assets, nominees or discretionary portfolio managers) making an application on your behalf; and/or
- From publicly available sources or from other applicable third parties, most commonly where the Investment Manager needs to conduct background checks about you.

## **The categories of personal data collected**

The following categories of personal data about you may be collected by, the Fund, the Administrator (on behalf of the Fund) and the Investment Manager:

- Name, and contact information such as residential address, email address and telephone number;
- Identification information such as date of birth, passport and driver's licence data, tax ID, social security number or government issued identification documentation;
- Copies of identity documents (such as a passport) and proof of address (such as utility bills);
- Biographical information and information about your background including occupation; and/or
- Information relating to your financial situation such as your assets, net worth, income, source of funds, and banking information including your bank details.

## **Why and how we process your personal data and whom it is shared with**

### **(i) Performance of a Contract with you**

Your personal data will be processed by the Fund and the Administrator (on behalf of the Fund) because it is necessary for the performance of a contract to which you are a party or in order to take steps at your request prior to entering into a contract.

- In this respect, your personal data is used for the following:
  - To enable the Fund to perform its contractual obligations to you including but not limited to: maintaining shareholder registers; issuing share certificates; processing subscriptions, dividend payments, transfers and redemptions; distributing financial statements, disclosure documents, notices, confirmations, NAV statements and performance reports; dealing with investor correspondence; maintaining records of investor transactions; compliance with applicable laws and regulations;
  - To manage and maintain our relationships with you and for ongoing customer service; and/or
  - To enforce or defend the Fund's rights, itself or through third parties to whom it delegates such responsibilities.
- In this respect, personal data will be shared with the following:
  - The Administrator and the Investment Manager;
  - Your advisers, intermediaries, fund managers, investment managers and custodians of your assets; and/or
  - The relevant regulators of the Fund and/or the Investment Manager in order to comply with various applicable legal and/or regulatory reporting requirements including but not limited to compliance with certain tax laws, "know your client" and anti-money laundering laws.

#### (ii) Legitimate Interests

Your personal data will also be processed because it is necessary for the Fund or Investment Manager's legitimate interests or the legitimate interests of a third party.

- In this respect, personal data will be used for the following:
  - By the Fund or the Investment Manager to market to you (see the separate section on **Marketing** below);
  - By the Fund or Investment Manager to monitor, maintain and improve the processes, information and data, technology and communications solutions and services used by the Fund or the Investment Manager;
  - By the Fund to perform general, financial and regulatory accounting and reporting;
  - By the Administrator on behalf of the Fund to monitor and record calls for quality, business analysis, training and related purposes in order to pursue the legitimate interests of the Fund to improve its service delivery;
  - By the Fund to protect our legal rights and interests including screening transactions for fraud prevention and anti-money laundering purposes;
  - By the Investment Manager so that it is able to perform its role as an investment manager in connection with the Fund including: recommending distributions to shareholders in the Fund; advising in relation to the marketing of shares in the Fund; marketing the shares in the Fund; maintaining distribution lists of shareholders; and/or
  - By the Fund or the Investment Manager when seeking advice on their rights and obligations, such as where legal advice is required.
- In this respect your personal data may be shared with the following:
  - To other entities within the Investment Manager's corporate group (such as CQS (Hong Kong) Limited, CQS (US), LLC, and CQS Investment Management (Australia) PTY Limited) for marketing purposes (see the separate section on **Marketing** below); and/or
  - The Fund and Investment Manager's respective advisers (such as lawyers or accountants) where it is necessary to obtain their advice or assistance.

#### (iii) Legal Obligations

Your personal data will also be processed by the Fund and the Administrator (on behalf of the Fund) for compliance with the Fund's legal obligations.

- In this respect, your personal data will be used to meet compliance and regulatory obligations, such as:
  - Compliance with “know your client” and anti-money laundering laws;
  - Various other reporting requirements, for example in relation to the Foreign Account Tax Compliance Act (**FATCA**) and the Common Standard on Reporting and Due Diligence for Financial Account Information (**CRS**);
  - To investigate and resolve complaints and manage contentious regulatory matters, investigations and litigation; and
  - To monitor electronic communications for investigation and fraud prevention purposes, crime detection, prevention and investigation.
  
- In this respect, your personal data will be shared with the following:
  - The Fund's advisers (such as lawyers or accountants) where it is necessary to obtain their advice or assistance;
  - Third parties who assist in conducting background checks and verification of identity;
  - Relevant regulators, tax authorities or law enforcement agencies;
  - The Fund's auditors where it is necessary as part of their auditing functions; and/or
  - To other entities within the Administrator's corporate group which may be involved in the provision of services to the Fund or Investment Manager.

Further details of any third party processors are available from the Fund or the Investment Manager on request, using the contact details set out above.

## **Marketing**

The Fund or the Investment Manager may send you information about other potential investments.

If you object to receiving marketing from the Fund or the Investment Manager at any time, you should contact the Investment Manager using the contact details set out above.

The Investment Manager shares your personal data with third parties such as financial institutions who provide marketing services to it and with which it has marketing agreements in place.

The Investment Manager may also share your personal data with others in its corporate group in order to coordinate marketing efforts between territories and prevent duplication of marketing.

If you object to the Fund or Investment Manager sharing your data in this way, you should contact the Investment Manager using the contact details set out above.

## **International transfers of data**

When sharing your personal data with third parties as set out in this Notice, some of those third parties may be located outside the European Economic Area (**EEA**). In these circumstances, your personal data will only be transferred on one of the following bases:

- The transfer is to a recipient in a country or territory approved by the European Commission as providing an adequate level of protection for personal data;
- The transfer is to a recipient that has entered into European Commission standard contractual clauses with us; or
- You have explicitly consented to the transfer.

If you wish to find out more about the transfer by us of your data outside the EEA, then please contact us using the contact details set out above.

## **Retention of your data**

The Investment Manager will retain your personal data relating to the Fund for a period of seven years following the date on which you cease to be an investor in the Fund, in case any claim arises out of the management of the Fund.

However, where there is a relationship between you and the Investment Manager after that time, the Investment Manager will retain such of your personal data as is necessary, and for such reasonable additional period, in order to maintain that relationship.

The Administrator, on behalf of the Fund, will retain your personal data relating to the Fund for a period of seven years following the date on which you cease to be an investor in the Fund, in case any claim arises out of the management of the Fund.

The Administrator, on behalf of the Fund, will retain your personal data collected for anti-money laundering purposes for a period of five years following the date on which you cease to be an investor in the Fund, unless that personal data is required to be retained for a longer period by reference to an applicable law or regulation.

The Administrator may act as a data controller of your personal information *inter alia* in connection with the performance of its legal and contractual obligations as Administrator of the Fund.

**SCHEDULE 4**

**DECLARATION OF RESIDENCE OUTSIDE IRELAND**

Applicants resident outside Ireland are required by the Irish Revenue Commissioners to make the following declaration which is in a format authorised by them, in order to receive payment without deduction of tax. It is important to note that this declaration, if it is then still correct, shall apply in respect of any subsequent acquisitions of Shares. Terms used in this declaration are defined in the Offering Documents.

*Applicants should select either A or B*

<input type="checkbox"/> <b>A - DECLARATION ON OWN BEHALF</b>
<p>The Applicant declares that I am/we are* applying for the Shares on my own/our own behalf/on behalf of a company* and that I am/we are/the company* is entitled to the Shares in respect of which this declaration is made and that:</p> <ul style="list-style-type: none"> <li>• I am/we are/the company is* not currently resident or ordinarily resident in Ireland, and</li> <li>• should I/we/the company* become resident in Ireland I will/we will* so inform you, in writing, accordingly.</li> </ul> <p><i>*Delete as appropriate (mandatory)</i></p>
<input type="checkbox"/> <b>B - DECLARATION AS INTERMEDIARY</b>
<p>The Applicant declares that I am/we are* applying for Shares on behalf of persons:</p> <ul style="list-style-type: none"> <li>• who will be beneficially entitled to the Shares; and</li> <li>• who, to the best of my/our* knowledge and belief, are neither resident nor ordinarily resident in Ireland.</li> </ul> <p>I/we* also declare that:</p> <ul style="list-style-type: none"> <li>• unless I/we* specifically notify you to the contrary at the time of application, all applications for Shares made by me/us* from the date of this application will be made on behalf of such persons; and,</li> <li>• I/we* will inform you in writing if I/we* become aware that any person, on whose behalf I/we* holds Shares, becomes resident in Ireland.</li> </ul> <p><i>*Delete as appropriate (mandatory)</i></p>

Name and address of Applicant: \_\_\_\_\_

\_\_\_\_\_

Signature of Applicant or authorised signatory: \_\_\_\_\_ (declarant)

Capacity of authorised signatory (if applicable): \_\_\_\_\_ Date: \_\_\_\_\_

Joint Applicants:

Names _____ _____	Signatures _____ _____
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**IMPORTANT NOTES**

1. Non-resident declarations are subject to inspection by the Irish Revenue Commissioners and it is a criminal offence to make a false declaration.
2. To be valid, the application form (incorporating the declaration required by the Irish Revenue Commissioners) must be signed by the applicant. Where there is more than one applicant, each person must sign. If the applicant is a company, it must be signed by the company secretary or another authorised officer.
3. If the application form (incorporating the declaration required by the Irish Revenue Commissioners) is signed under power of attorney, a copy of the power of attorney must be furnished in support of the declaration.

## ANNEX E – QUALIFIED INSTITUTIONAL BUYER STATUS

### TO BE COMPLETED BY APPLICANTS THAT CHECKED THE BOX IN PART 1 OF SECTION 3.5

*Each Applicant should check the appropriate box below.*

The Applicant represents that it is a **Qualified Institutional Buyer**, and has indicated below each category under which the Applicant qualifies as a **Qualified Institutional Buyer**.

The Applicant is, as of the date of subscription for the Shares, any of the following entities, acting for its own account or the accounts of other **Qualified Institutional Buyers**, that in the aggregate owns and invests on a discretionary basis at least US\$100,000,000 in securities of issuers that are not affiliated with the entity:

- insurance company as defined in Section 2(a)(13) of the US Securities Act;
- investment company registered under the US Investment Company Act, or any business development company as defined in Section 2(a) (48) of the US Investment Company Act;
- small business investment company licensed by the US Small Business Administration under Section 301(c) or (d) of the US Small Business Investment Act of 1958;
- plan established and maintained by a State, its political sub-divisions or any agency or instrumentality of a State or its political sub-divisions, for the benefit of its employees;
- employee benefit plan within the meaning of Title I of ERISA;
- trust fund whose trustee is a bank or trust company and whose participants are exclusively plans of the types identified in the two immediately preceding items above (e.g., state and ERISA employee benefit plans), except trust funds that include as participants individual retirement accounts or H.R. 10 plans;
- business development company as defined in Section 202(a)(22) of the US Advisers Act;
- organization described in Section 501(c)(3) of the US Code, corporation (other than a bank as defined in Section 3(a)(2) of the US Securities Act or a savings and loan association or other institution referenced in Section 3(a)(5)(A) or the US Securities Act or a Foreign Bank or savings and loan association or equivalent institution), partnership, or Massachusetts or similar business trust;
- investment adviser registered under the US Advisers Act;
- dealer registered pursuant to Section 15 of the **Exchange Act**, acting for its own account or the accounts of other **Qualified Institutional Buyers**, that in the aggregate owns and invests on a discretionary basis at least US\$10,000,000 of securities of issuers that are not affiliated with the dealer, *provided* that securities constituting the whole or a part of an unsold allotment to or subscription by a dealer as a participant in a public offering shall not be deemed to be owned by such dealer;
- dealer registered pursuant to Section 15 of the **Exchange Act** acting in a riskless principal transaction on behalf of a **Qualified Institutional Buyer**;
- investment company registered under the US Investment Company Act, acting for its own account or for the accounts of other **Qualified Institutional Buyers**, that is part of a *family* of *investment companies* which own in the aggregate at least US\$100,000,000 in securities of issuers, other than issuers that are affiliated with the investment company or are part of such family of investment companies;
- entity, all of the equity owners of which are **Qualified Institutional Buyers**, acting for its own account or the accounts of other **Qualified Institutional Buyers**; or

- bank as defined in section 3(a)(2) of the US Securities Act, any savings and loan association or other institution as referenced in section 3(a)(5)(A) of the US Securities Act, or any foreign bank or savings and loan association or equivalent institution, acting for its own account or the accounts of other **Qualified Institutional Buyers**, that in the aggregate owns and invests on a discretionary basis at least US\$100,000,000 in securities of issuers that are not affiliated with it and that has an audited net worth of at least US\$25,000,000 as demonstrated in its latest annual financial statements, as of a date not more than 16 months preceding the date of sale under the rule in the case of a US bank or savings and loan association, and not more than 18 months preceding such date of sale for a **Foreign Bank** or savings and loan association or equivalent institution.

**ANNEX F**

[FATCA/CRS Self-Certification Forms]

**ANNEX F – CPO/CTA QUESTIONNAIRE**

**TO BE COMPLETED BY APPLICANTS THAT CHECKED THE BOX IN PART 1 OF SECTION 3.7**

**Part 1**

Is Applicant's CPO (if Applicant checked that it is a Commodity Pool) or is Applicant (if Applicant checked a CPO or CTA) a member of the NFA and registered with the CFTC as a CPO or a CTA, as the case may be?

- Yes
- No

If "Yes," please continue to Part 2.

If "No," please represent and warrant to one of the following and then continue to Part 2.

- Subscriber's CPO or Subscriber (as the case may be) is exempt from registration with the CFTC under applicable CFTC or NFA rules and regulations regarding such exemption.
- Subscriber's CPO or Subscriber (as the case may be) is not required to be registered with the CFTC and a member of the NFA (for a reason other than an exemption). Please explain:

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**Part 2**

*For Commodity Pools and for CPOs and CTAs subscribing on behalf of Commodity Pools only.*

The Applicant hereby represents and warrants that the Commodity Pool is properly operated [please check one].

- as a non-exempt Commodity Pool.
- under one of the following CFTC exemptions [*please check one*]:
  - CFTC Regulation 4.7
  - CFTC Regulation 3.10(c)(3)
  - CFTC Regulation 4.13(a)(3)
  - CFTC Regulation 30.4
  - CFTC No-Action Letter 18-96
  - CFTC Regulation 4.5
  - CFTC Regulation 4.13(a)(5)
  - CFTC Regulation 30.5

- other (please explain): \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**ANNEX G – BANK INSTRUCTION LETTER**

To: The Investment Manager

Name of Bank .....

Address .....

.....

Branch Number/Sort Code .....

Dear Sir,

To the debit of the Applicant's account (number ..... ) with your Bank, please remit by direct transfer the sum of CHF..... (in figures) ..... (in words) Swiss Francs net of bank charges for value not later than 1.00 p.m. (Dublin time) on ..... (insert date); or

To the debit of the Applicant's account (number ..... ) with your Bank, please remit by direct transfer the sum of EUR..... (in figures) ..... (in words) Euro net of bank charges for value not later than 1.00 p.m. (Dublin time) on ..... (insert date); or

To the debit of the Applicant's account (number ..... ) with your Bank, please remit by direct transfer the sum of GBP..... (in figures) ..... (in words) Pounds Sterling net of bank charges for value not later than 1.00 p.m. (Dublin time) on ..... (insert date); or

To the debit of the Applicant's account (number ..... ) with your Bank, please remit by direct transfer the sum of USD..... (in figures) ..... (in words) US Dollars net of bank charges for value not later than 1.00 p.m. (Dublin time) on ..... (insert date).

**PLEASE NOTE: Wiring should be in the form of a SWIFT MT103 message.**

**For CHF denominated Shares**

<b>Correspondent Bank</b>	BNP Paribas, Zurich Branch
<b>SWIFT / ABA</b>	PARBCHZZXXX
<b>Sort Code</b>	
<b>Corr. Bank Account</b>	114001
<b>Beneficiary Bank</b>	BNP Paribas, Luxembourg
<b>SWIFT</b>	PARBLULLDUB
<b>Account IBAN</b>	LU063280325069R00756
<b>FFC</b>	CQS Global Sustainable Convertible Fund

**For EUR denominated Shares**

<b>Correspondent Bank</b>	BP2S Paris
<b>SWIFT / ABA</b>	PARBFRPPXXX
<b>Sort Code</b>	
<b>Corr. Bank Account</b>	47475N
<b>Beneficiary Bank</b>	BNP Paribas, Luxembourg
<b>SWIFT</b>	PARBLULLDUB
<b>Account IBAN</b>	LU263280325069R00978

**FFC**

CQS Global Sustainable Convertible Fund

**For GBP denominated Shares**

<b>Correspondent Bank</b>	BNP PARIBAS S.A, London Branch
<b>SWIFT / ABA</b>	BNPAGB22XXX
<b>Sort Code</b>	40-63-84
<b>Corr. Bank Account</b>	GB13BNPA40638485678016
<b>Beneficiary Bank</b>	BNP Paribas, Luxembourg
<b>SWIFT</b>	PARBLULLDUB
<b>Account IBAN</b>	LU563280325069R00826
<b>FFC</b>	CQS Global Sustainable Convertible Fund

**For USD denominated Shares**

<b>Correspondent Bank</b>	BNP Paribas, New York
<b>SWIFT / ABA</b>	BNPAUS3NXXX / 026 007 689
<b>Sort Code</b>	
<b>Corr. Bank Account</b>	10336600106
<b>Beneficiary Bank</b>	BNP Paribas, Luxembourg
<b>SWIFT</b>	PARBLULLDUB
<b>Account IBAN</b>	LU663280325069R00840
<b>FFC</b>	CQS Global Sustainable Convertible Fund

Please also fax the Administrator, CQS Funds (Ireland) PLC, C/o BNP Paribas Fund Administration Services (Ireland) Limited (Attention: CQS TA Dealing Team) with the details of the transfer (Fax number: +353 1 865 0174).

Full name .....

(typed or in block capitals)

Account name .....

Signature(s) .....

Date .....

\_\_\_\_\_  

## GLOSSARY

The information contained in this Glossary is provided to assist the Applicant. If you are in any doubt as to whether any terms or classifications are applicable to you then please obtain your own professional advice.

<b>Accredited Investor</b>	has the meaning set out in Rule 501 of Regulation D promulgated under the US Securities Act.
<b>AML&amp;TF Laws</b>	all applicable laws (including, without limitation, the laws of the United States, Ireland and the United Kingdom) concerning the prevention of terrorism, money-laundering or any related seizure, forfeiture or confiscation of assets.
<b>Approved Country</b>	means Australia, Austria, Belgium, Canada, Cyprus, Czech Republic, Denmark, Finland, France, Germany, Guernsey, Hong Kong, Hungary, Iceland, Ireland, Isle of Man, Italy, Japan, Jersey, Luxembourg, Malta, Netherlands, Norway, Poland, Portugal, Singapore, Spain, Sweden, Switzerland, United Kingdom, United States of America.
<b>Associated Person</b>	shall have the meaning given to such term in the FINRA By-Laws.
<b>Authorised Representative</b>	means any authorised representative of the Fund (or any of their respective delegates, authorised agents and associated or affiliated companies) including, but not limited to, service providers, auditors, professional advisers and/or any other third parties, as applicable.
<b>Beneficial Owner</b>	means: (i) shareholders of a corporation; (ii) partners of a partnership; (iii) members of a limited liability company; (iv) investors in a fund-of-funds; (v) the grantor of a revocable or grantor trust; (vi) the beneficiaries of an irrevocable trust; (vii) the individual who establishes an Individual Retirement Account; (viii) the participant in a self-directed pension plan; (ix) the sponsor of any other pension plan; and (x) any person being represented by the Applicant or Discretionary Agent in an agent, representative, intermediary, nominee or similar capacity.
<b>Benefit Plan Investor</b>	means a benefit plan investor within the meaning of the US Department of Labor Regulation 29 C.F.R. §2510.3-101.
<b>Broker-Dealer Personnel</b>	means: (i) an officer, director, general partner, <b>Associated Person</b> or employee of any member of FINRA, any other US broker-dealer, or any non-US entity engaged in a broker or dealer business (other than a <b>Limited Business Broker-Dealer</b> ) or (ii) an agent of any member of FINRA, or any other US broker-dealer, or any non-US entity engaged in a broker or dealer business (other than a <b>Limited Business Broker-Dealer</b> ) that is engaged in the investment banking or securities business.
<b>Certified True Copy</b>	means a true copy of the original with date, original stamp and signature of a public notary (including a solicitor), a public officer (police, embassy or consulate), a chartered/certified accountant or an authorised signatory of a regulated financial institution in a member state of an <b>Equivalent Country</b> to attest to the fact that such a person has seen the original and that it is a true copy of the document.
<b>CEA</b>	means the U.S. Commodity Exchange Act, as amended.
<b>CFTC</b>	means the US Commodity Futures Trading Commission.
<b>Commodity Interests</b>	include contracts of sale of a commodity for future delivery, options on such contracts, security futures products, swaps, leverage contracts or transactions, foreign exchange, spot and forward contracts on physical commodities as well as any monies held in an account used for trading Commodity Interests.
<b>Commodity Pool</b>	means an investment trust, syndicate, or similar form of enterprise operated for the purpose of trading in Commodity Interests.

**Commodity Pool Operator or CPO**

means (i) any person (registered or exempt) engaged in a business that is of the nature of a Commodity Pool, and who, in connection therewith, solicits, accepts, or receives from others, funds, securities, or property, either directly or through capital contributions, the sale of stock or other forms of securities, or otherwise, for the purpose of trading in Commodity Interests or (ii) any person registered with the CFTC as a commodity pool operator.

**Commodity Trading Advisor or CTA**

means (i) any person (registered or exempt) who for compensation or profit, engages in the business of advising others, either directly or through publications, writings, or electronic media, as to the value of or the advisability of trading in Commodity Interests; (ii) any person (registered or exempt) who, for compensation or profit and as part of a regular business, issues or promulgates analyses or reports concerning any of the activities referred to in clause (i); or (iii) any person registered with the CFTC as a commodity trading advisor.

Notwithstanding the foregoing, "Commodity Trading Advisor" does not include (i) any bank or trust company or any person acting as an employee thereof; (ii) any news reporter, news columnist, or news editor of the print or electronic media, or any lawyer, accountant, or teacher; (iii) any floor broker or futures commission merchant; (iv) the publisher or producer of any print or electronic data of general and regular dissemination, including its employees; (v) the fiduciary of any defined benefit plan that is subject to ERISA; and (vi) any contract market or derivatives transaction execution facility; provided that such person in (i)-(vi) is providing commodities advice solely incidentally to the conduct of its business or profession.

**Covered Non-Public Company**

means any non-public company satisfying the following three criteria: (i) income of at least \$1 million in the last fiscal year or in two of the last three fiscal years and shareholders' equity of at least \$15 million; or (ii) shareholders' equity of at least \$30 million and a two year operating history; or (iii) total assets and total revenue of at least \$75 million in the latest fiscal year or in two of the last three fiscal years.

**Covered Person**

means any executive officer or director of a public company or a Covered Non-Public Company, or a person materially supported by such executive officer or director.

**CRS**

means the Common Reporting Standard framework released by the OECD in February 2014 and the Standard for Automatic Exchange of Financial Account Information in Tax Matters (the Standard) which was published on 21 July 2014<sup>2014</sup> and any law implementing the CRS including Council Directive 2014/107/EU on Administrative Cooperation in the Field of Taxation (DAC II).

**Designated Body**

means an individual or other entity that is regulated in respect of the provision of banking, investment or financial services in a country which is a member of an **Equivalent Country**.

**Discretionary Agent**

means a bank, broker, intermediary, trustee, agent, representative or nominee executing this Subscription Form on behalf of the Applicant.

**Electronic Delivery**

includes email delivery to the email address set out herein or as otherwise provided to the Investment Manager from time to time and/or electronically making available such documentation or information on such web-site address as may be notified to the Applicant from time to time.

**Equivalent Country**

means an EU member state, EEA member state, or **FATF Country**.

**ERISA**

means the US Employee Retirement Income Security Act of 1974, as amended and the rules and regulations promulgated thereunder.

**Exchange Act**

means the Securities and Exchange Act of 1934 as amended.

**FATCA**

(i) sections 1471 to 1474 of the US Internal Revenue Code of 1986 and any associated legislation, regulations or guidance, or similar legislation,

regulations or guidance enacted in any jurisdiction which seeks to implement similar tax reporting and/or withholding tax regimes;

(ii) any intergovernmental agreement, treaty, regulation, guidance or any other agreement between Ireland and the US, the UK or any other jurisdiction (including any government bodies in such jurisdiction), entered into in order to comply with, facilitate, supplement or implement the legislation, regulations or guidance described in paragraph (i); and

(iii) any legislation, regulations or guidance in Ireland that give effect to the matters outlined in the preceding paragraphs.

<b>FATF</b>	means the Financial Action Task Force.
<b>FATF Country</b>	means a jurisdiction identified on the list of Non-Cooperative Countries and Territories as published by <b>FATF</b> on their website ( <a href="http://www.fatf-gafi.org">www.fatf-gafi.org</a> ).
<b>FEMA</b>	means the Foreign Exchange Management Act, 1999.
<b>FEMA Regulations</b>	means the Foreign Exchange Management (Deposit) Regulations 2000.
<b>Fiduciary</b>	means a fiduciary acting on behalf of a <b>Benefit Plan Investor</b> .
<b>FINRA</b>	means the Financial Industry Regulatory Authority.
<b>FINRA Rules</b>	means the rules of <b>FINRA</b> .
<b>Foreign Bank</b>	means a non-US banking institution.
<b>Form BD</b>	means (a) any person listed, or required to be listed, in any of the following schedules of a <b>Form BD</b> in respect of a US registered broker-dealer (other than with respect to a <b>Limited Business Broker-Dealer</b> ), except persons identified or required to be identified on such <b>Form BD</b> by an ownership code of less than 10%; or (b) any person that directly or indirectly (i) owns 10% or more of a public reporting company listed, or required to be listed, in Schedule A of a <b>Form BD</b> ; or (ii) owns 25% or more of a public reporting company listed, or required to be listed, in Schedule B of a <b>Form BD</b> , in each case other than a reporting company that is listed on a <b>National Securities Exchange</b> and other than with respect to a <b>Limited Business Broker-Dealer</b> .
<b>Fund Documents</b>	means the <b>Offering Documents</b> , the Articles and this Subscription Form (as amended and supplemented from time to time).
<b>KIID</b>	Key Investor Information Document.
<b>Knowledgeable Employee</b>	has the meaning set out in Rule 3c-5 of the US Investment Company Act.
<b>Immediate Family Member</b>	means spouse, parents, siblings, children, mothers-in-law, fathers-in-law, brothers-in-law, sisters-in-law, sons-in-law, daughters-in-law and any other individual to whom <b>Material Support</b> is provided.
<b>Indemnified Person</b>	means each of the Fund, the Manager, the Directors, the Administrator and any other <b>Authorised Representative</b> .
<b>Information</b>	means any information, including Personal Data, received by the Fund or any <b>Authorised Representative</b> from the Applicant.
<b>Interpretive Guidance</b>	means the Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations, 78 Fed. Reg. 45292 (July 26, 2013), as amended or supplemented by the <b>CFTC</b> from time to time.
<b>Limited Business Broker-Dealer</b>	means any broker-dealer whose authorisation to engage in the securities business is limited solely to the purchase and sale of investment company/variable contract securities and direct participation programme securities.
<b>Losses</b>	means losses, claims, liabilities, damages, costs or expenses.

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<b>Manager</b>	means KBA Consulting Management Limited, the appointed manager of the Fund.
<b>Material Support/Materially Supported</b>	means the direct or indirect provision of more than 25% of a person's income in the prior calendar year. <b>Immediate Family Members</b> living in the same household are deemed to be providing each other with <b>Material Support</b> .
<b>National Securities Exchange</b>	means a securities exchange that has registered with the SEC under Section 6 of the <b>Exchange Act</b> .
<b>New Issue</b>	has the meaning set out in FINRA Rule 5130 which is any initial public offering of an equity security as defined in Section 3(a)(11) of the <b>Exchange Act</b> , made pursuant to a registration statement or offering circular. A <b>New Issue</b> does not include offerings made pursuant to an exemption under Section 4(1), 4(2) or 4(6) of the US Securities Act, or Rule 504 thereunder if the securities are "restricted securities" under US Securities Act Rule 144(a)(3), or Rule 144A or Rule 505 or Rule 506 adopted thereunder; offerings of exempted securities as defined in Section 3(a)(12) of the <b>Exchange Act</b> , and rules promulgated thereunder; offerings of securities of a commodity pool operated by a commodity pool operator as defined under Section 1a(5) of the Commodity Exchange Act; rights offerings, exchange offers, or offerings made pursuant to a merger or acquisition; offerings of investment grade asset-backed securities; offerings of convertible securities; offerings of preferred securities; offerings of an investment company registered under the US Investment Company Act; offerings of securities (in ordinary share form or American Depositary Receipts registered on Form F-6) that have a pre-existing market outside of the US; and offerings of a business development company as defined in Section 2(a)(48) of the US Investment Company Act, a direct participation programme as defined in FINRA Rule 2310(a) or a real estate investment trust as defined in Section 856 of the US Code.
<b>NFA</b>	means the US National Futures Association.
<b>Non-Resident Indian</b>	has the meaning set out in the <b>FEMA Regulations</b> which is a person resident outside India who is a citizen of India or is a <b>Person of Indian Origin</b> .
<b>Non-United States person</b>	has the meaning as set out in <b>CFTC</b> Rule 4.7.
<b>OFAC</b>	is the United States Department of Treasury's Office of Foreign Assets Control.
<b>Offering Documents</b>	means the current prospectus, supplement, offering memorandum, private placement memorandum, information memorandum or other similar document issued by the Fund.
<b>Other Information</b>	means any information given or representations made by any person.
<b>Overseas Corporate Body</b>	has the meaning set out in the <b>FEMA Regulations</b> which is a company, partnership firm, society or other corporate body owned directly or indirectly of which at least 60% is owned by <b>Non-Resident Indians</b> and includes overseas trusts in which not less than 60% of the beneficial interest is held by <b>Non-Resident Indians</b> directly or indirectly but irrevocably.
<b>Person of Indian Origin</b>	has the meaning set out in the <b>FEMA Regulations</b> which is a citizen of any country, other than Bangladesh or Pakistan, who: (i) has at any time held an Indian passport; (ii) is or who has a parent or a grand-parent who was a citizen of India by virtue of the Constitution of India of the Citizenship Act, 1955; or (iii) has a spouse who is an Indian citizen or is a <b>Person of Indian Origin</b> .
<b>Person Resident in India</b>	has the meaning set out in <b>FEMA</b> which is:  (i) a person residing in India for more than one hundred and eighty-two days during the course of the preceding financial year but does not include a person who has gone out of India or who stays outside India,

in either case: (a) for or on taking up employment outside India; (b) for carrying on outside India a business or vocation; or (c) for any other purpose, in such circumstances as would indicate his/her intention to stay outside India for an uncertain period;

(ii) a person who has come to or stays in India, in either case, otherwise than: (a) for or on taking up employment in India; (b) for carrying on in India a business or vocation; or (c) for any other purpose, in such circumstances as would indicate his/her intention to stay in India for an uncertain period;

(iii) any person or body corporate registered or incorporated in India;

(iv) an office, branch or agency in India owned or controlled by a person resident outside India; or

(v) an office, branch or agency outside India owned or controlled by a **Person Resident in India**.

**Personal Data**

has the meaning set out in the General Data Protection Regulation (EU) 2016/679.

**PEP**

Individuals entrusted with prominent public functions include:

(a) heads of state, heads of government, ministers and deputy or assistant ministers;

(b) members of parliament or of similar legislative bodies;

(c) members of the governing bodies of political parties;

(d) members of supreme courts, of constitutional courts or of any judicial body the decisions of which are not subject to further appeal except in exceptional circumstances;

(e) members of courts of auditors or of the boards of central banks;

(f) ambassadors, charges d'affaires and high-ranking officers in the armed forces;

(g) members of the administrative, management or supervisory bodies of State-owned enterprises;

(h) directors, deputy directors and members of the board or equivalent function of an international organisation;

"Family members" of a PEP to include the following:

(a) a spouse or partner of that person

(b) children of that person and their spouses or partners;

(c) parents of that person.

A "known close associate" of a PEP include the following:

(a) an individual known to have joint beneficial ownership of a legal entity or a legal arrangement or any other close business relationship with a politically exposed person;

(b) an individual who has sole beneficial ownership of a legal entity or a legal arrangement which is known to have been set up for the benefit of a PEP;

A known close associate of a PEP is not a PEP themselves purely as a consequence of being associated with a PEP.

This list is not exclusive.

**Plan Assets**

has the meaning set out in US Department of Labor Regulation 29 C.F.R. §2510.3-101.

<b>Pre-Amendment Beneficial Owners</b>	means any <b>Beneficial Owners</b> of the Applicant's outstanding securities (other than short-term paper), determined in accordance with Section 3(c)(1)(A) of the US Investment Company Act, that acquired such securities on or before 30 April 1996.
<b>Private Fund</b>	means any issue that would be an investment company as defined in Section 3 of the U.S. Investment Company Act of 1940, as amended, but for Section 3(c)(1) or 3(c)(7) of that Act.
<b>Prohibited Investors</b>	means a country, territory, individual or entity whose name appears on the various lists issued and/or maintained by <b>OFAC</b> (as specified on their website, including, but not limited to, the Specially Designated Nationals and Blocked Persons List (also known as the SDN List)), or has any affiliation of any kind with such a country, territory, individual or entity, and any individual or entity who is a citizen or resident of, or organised or located in, a country where <b>OFAC</b> sanctions against such country prohibit any investment by such Applicant.
<b>Proof of Residential Address</b>	means any two of the following: (i) a recent bank or building society account statement; (ii) a utility bill; (iii) a tax credit statement; or (iv) household/motor insurance certificates, each no more than three months old and showing the Applicant's address given under the Applicant's registration details.
<b>Public Company</b>	means any company that is registered under Section 12 of the Exchange Act, or any company that files periodic reports pursuant to Section 15(d) of the <b>Exchange Act</b> .
<b>Restricted persons</b>	has the meaning set out under FINRA Rule 5131 which is that generally " <i>restricted persons</i> " are securities industry insiders, including (i) securities broker-dealers, (ii) officers, directors, employees, or agents of securities broker-dealers, (iii) persons who have authorisation to buy or sell securities for investment portfolios, (iv) certain persons with ownership interests in US-registered broker-dealers, and (v) certain immediate family members of the foregoing.
<b>Qualified Eligible Person</b>	as defined in <b>CFTC</b> Rule 4.7 for non-natural persons and <b>CFTC</b> Rule 4.7(a)(2) for natural persons.
<b>Qualified Institutional Buyer</b>	has the meaning set out in Rule 144A of the US Securities Act.
<b>Qualified Purchaser</b>	has the meaning set out in Section 2(a)(51) of the US Investment Company Act.
<b>Senior Foreign Political Figure</b>	means a senior official in the executive, legislative, administrative, military or judicial branches of a non-US government (whether elected or not), a senior official of a major non-US political party, or a senior executive of a non-US government-owned corporation, a member of such a person's immediate family (e.g., parents, siblings, spouse, children and in-laws), or any close associate of such a person (i.e., a person widely and publicly known to maintain an unusually close relationship with the <b>Senior Foreign Political Figure</b> , and includes a person who is in a position to conduct substantial US and non-US financial transactions on behalf of such person). In addition, a <b>Senior Foreign Political Figure</b> includes any corporation, business or other entity that has been formed by, or for the benefit of, a <b>Senior Foreign Political Figure</b> .
<b>Shell Bank</b>	means a non-US banking institution that does not have a physical presence in any country and is not an affiliate of a depository institution, credit union or bank that maintains a physical presence in any country and is supervised by a banking authority (as defined in Code of Federal Regulations at 31 CFR Section 103.175).
<b>State or municipal government entity</b>	means any U.S. state (including any U.S. state, the District of Columbia, Puerto Rico, the U.S. Virgin Islands or any or possession of the United or political subdivision of a state, including (i) any agency, authority, or instrumentality of the state or political subdivision; (ii) a plan or pool of assets controlled by the state or political subdivision or any agency,

authority, or instrumentality thereof; and (iii) any officer, agent, or employee of the state or political subdivision or any agency, authority, or instrumentality thereof, acting in their official capacity.

**Swap**

means a “swap” as defined in the Section 1a(47) of the CEA and **CFTC** Regulation 1.3(xxx). The term “Swap” also includes any foreign exchange swaps and foreign exchange forwards that may be exempted from regulation as “swaps” by the Secretary of the Treasury pursuant to authority granted by Section 1a(47)(E) of the Commodity Exchange Act.

**United States**

means the United States, its states, the District of Columbia, Puerto Rico, the U.S. Virgin Islands, and any other territories or possessions of the United States government, or enclave of the United States government, its agencies or instrumentalities.

**US persons**

means a US person as defined in Regulation S under the US Securities Act or a **US resident** and not a **Non-United States person** and generally includes:

(i) any natural person who is a resident of the United States (for the purposes of this definition of a US person, the term “United States” means the United States of America, its territories and possessions, any State of the United States, and the District of Columbia);

(ii) any corporation, partnership or other entity (other than a trust or estate or entity organised principally for passive investment) created, organised or existing under the laws of the United States;

(iii) any estate the income of which is subject to United States federal income taxation regardless of its source or of which any executor or Administrator is a US person;

(iv) any trust of which any trustee is a US person, or the income of which is subject to United States federal income taxation regardless of its source or a US court is otherwise able to exercise primary supervision over the administration of such trust;

(v) any agency or branch of a foreign entity located in the United States;

(vi) any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a US person;

(vii) any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organised, incorporated, or (if an individual) resident in the United States;

(viii) any partnership or corporation organised or incorporated under the laws of any non-US jurisdiction if formed by a US person principally for the purpose of investing in securities not registered under the US Securities Act unless it is organised or incorporated, and owned by **Accredited Investors** (as defined in Rule 501(a) under the US Securities Act) who are not natural persons, estates or trusts;

(ix) a pension plan for the employees, officers or principals of an entity organised and with its principal place of business in the United States;

(x) any entity organised outside the United States principally for passive investment, such as a commodity pool, investment company or other similar entity (other than an employee benefit plan or a pension plan for the employees, officers or principals of an entity organised and with its principal place of business outside the United States): (a) in which any US persons hold units of participation representing in aggregate 10% or more of the beneficial interest in the entity; or (b) which has as a principal purpose the facilitating of investment by a US person in a commodity pool with respect to which the operator is exempt from certain requirements of Part 4 of the regulations and rules of the United States Commodity Futures Trading Commission by virtue of its participants being non-US persons; and (c) individual retirement accounts of US persons not resident in the United States.

## US Person Categories (Swap)

means the enumerated categories of “U.S. persons” that are provided in the **Interpretive Guidance**<sup>2</sup>. For informational purposes only, the text of the categories (but not the related interpretive materials) is reproduced below:

- (i) any natural person who is a resident of the **United States**;
- (ii) any estate of a decedent who was a resident of the **United States** at the time of death;
- (iii) any corporation, partnership, limited liability company, business or other trust, association, joint-stock company, fund or any form of enterprise similar to any of the foregoing (other than an entity described in prongs (iv) or (v), below) (a “**legal entity**”),<sup>3</sup> in each case that is organized or incorporated under the laws of a state or other jurisdiction in the **United States** or having its principal place of business in the **United States**;<sup>4</sup>
- (iv) any pension plan for the employees, officers or principals of a legal entity described in prong (iii), unless the pension plan is primarily for foreign employees of such entity;
- (v) any trust governed by the laws of a state or other jurisdiction in the **United States**, if a court within the **United States** is able to exercise primary supervision over the administration of the trust;
- (vi) any commodity pool, pooled account, investment fund, or other collective investment vehicle that is not described in prong (iii) and that is majority-owned by one or more persons described in prong (i), (ii), (iii), (iv), or (v),<sup>5</sup> except any commodity pool, pooled account, investment fund, or other collective investment vehicle that is publicly offered only to non-U.S. persons and not offered to U.S. persons;<sup>6</sup>
- (vii) any legal entity (other than a limited liability company, limited liability partnership or similar entity where all of the owners of the entity have limited liability) that is directly or indirectly majority-owned by one or more persons described in prong (i), (ii), (iii), (iv), or (v) and in which such person(s) bears unlimited responsibility for the obligations and liabilities of the legal entity;<sup>7</sup> and
- (viii) any individual account or joint account (discretionary or not) where the beneficial owner (or one of the beneficial owners in

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<sup>2</sup> **Interpretive Guidance** at pp. 45316-17.

<sup>3</sup> See the **Interpretive Guidance** at p. 45309 regarding the inclusion of legal entities that engage in non-profit activities, U.S. state, county and local governments and their agencies and instrumentalities. The treatment of international financial institutions such as the World Bank is discussed at p. 45353 & fn. 531.

<sup>4</sup> The **CFTC** indicates that the concept of “principal place of business” as applied to collective investment vehicles requires special consideration due to the nature of such vehicles. In particular, the location of senior personnel responsible for implementing the vehicle’s investment strategy and for forming and/or promoting the vehicle is discussed. For discussion of the relevant considerations, see the **Interpretive Guidance** at pp. 45309-12.

<sup>5</sup> For purposes of making this determination, the **CFTC** indicates that collective investment vehicles should “look through” direct investors in certain circumstances. See the **Interpretive Guidance** at pp. 45313-14 for discussion of when a look-through is required. In addition, the **Interpretive Guidance** indicates that majority ownership for this purpose is “the beneficial ownership of more than 50 percent of the equity or voting interests.”

<sup>6</sup> See the **Interpretive Guidance** at p. 45314 regarding exclusion of collective investment vehicles that are publicly offered only to non-U.S. persons and not offered to U.S. persons from the **US Person Categories (Swaps)**.

<sup>7</sup> Regarding the circumstances in which a majority of the owners of an entity are considered to be U.S. persons with unlimited responsibility for the obligations and liabilities of the legal entity, see the **Interpretive Guidance** at pp. 45312-13.

the case of a joint account) is a person described in prong (i), (ii), (iii), (iv), (v), (vi), or (vii).

**US resident**

has the meaning set out in the US Investment Company Act.

**US Treasury**

means the United States Department of the Treasury.

**Valid Photo ID**

means any one of the following:

(i) valid passport including name, identification number, signature, photo ID, place and date of birth and expiration date;

(ii) valid identity card including name, identification number, signature, photo ID, place and date of birth and expiration date; or

(iii) valid driving licence including name, signature and photo ID (only if passport or identity card are unobtainable).

**Wiring Bank**

means the name of the bank from which the Applicant's payment to the Fund is being wired.

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