

**Notification letter for pre-marketing by non-EU AIFMs to potential professional investors in Luxembourg**

for the purpose of notifying pre-marketing arrangements by non-EU AIFMs, as defined by Article 1(48) of the Luxembourg Law of 12 July 2013 on alternative investment fund managers (the “AIFM Law”) that engage in pre-marketing to potential investors in Luxembourg, i.e. the provision of information or communication, direct or indirect, on investment strategies or investment ideas to potential professional investors domiciled or with a registered office in Luxembourg in order to test their interest in an alternative investment fund (“AIF”) or a compartment which is not yet established, or which is established, but not yet notified for marketing in accordance with Article 45 of the AIFM Law, and which does not amount to an offer or placement to the potential investor to invest in the units or shares of that AIF or compartment.

|  |
| --- |
| The non-EU AIFM hereby confirms that the pre-marketing to professional investors in Luxembourg is taking or has taken place in conformity with the following conditions[[1]](#footnote-1): |
| 1. the information (to be) presented to potential professional investors:
 |
| 1. is not sufficient to allow investors to commit to acquiring units or shares of a particular AIF;
 |
| 1. does not amount to subscription forms or similar documents whether in a draft or a final form; and
 |
| 1. does not amount to constitutional documents, a prospectus or offering documents of a not-yet-established AIF in a final form.
 |
| 1. where a draft prospectus or offering documents are (to be) provided, they shall not contain information sufficient to allow investors to take an investment decision and shall clearly state that:
 |
| 1. they do not constitute an offer or an invitation to subscribe to units or shares of an AIF; and
 |
| 1. the information presented therein should not be relied upon because it is incomplete and may be subject to change.
 |

Yes [ ]  No [ ]

Period during which pre-marketing is taking place or has taken place:

Name of the non-EU AIFM:

Address and registered office/domicile if different from address:

Details of the non-EU AIFM’s website:

Details of contact person at the non-EU AIFM:

Name:

Position:

Telephone number:

Email address:

Name and address of the national competent authorities by which the non-EU AIFM is being supervised:

Name of third party engaging in pre-marketing on behalf of the non-EU AIFM, if applicable:

Address and registered office/domicile of the third party (if different from address):

Details of the third party’s website:

Details of third party’s contact person:

Name:

Position:

Telephone number:

Email address:

The third party acting on behalf of the non-EU AIFM is authorised as (*please tick the appropriate box*):

[ ]  an investment firm in accordance with Directive 2014/65/EU;

[ ]  a credit institution in accordance with Directive 2013/36/EU;

[ ]  a UCITS management company in accordance with Directive 2009/65/EC;

[ ]  an authorised AIFM in accordance with the AIFMD;

[ ]  a tied agent in accordance with Directive 2014/65/EU.

Description of the pre-marketing information provided[[2]](#footnote-2):

Name of the AIF:

Constitution date of the AIF, if constituted:

AIF’s home Member State or home country:

Legal form of the AIF (*please tick the appropriate box*):

[ ]  common fund

[ ]  investment company

[ ]  other (please specify):

Does the AIF have compartments?

Yes [ ]  No [ ]

AIF/compartments have to complete the following table

|  |  |  |  |
| --- | --- | --- | --- |
| Name of the compartment to be pre-marketed | Is the compartment already constituted? | Code number, if available(AIF / compartment e.g. XNNNN / CCC) | AIFs/compartment’s investment strategy[[3]](#footnote-3) |
|  |  |  |  |

The non-EU AIFM hereby confirms that it shall ensure that potential investors in Luxembourg do not acquire units or shares in the relevant AIF or the compartment(s) through this pre-marketing and that the investors contacted as part of this pre-marketing may only acquire units or shares in that AIF or that compartment through marketing permitted under Article 45 of the AIFM Law.

Yes [ ]  No [ ]

The CSSF reminds the relevant non-EU AIFM that any subscription by professional investors in Luxembourg (including those subscribing at their own initiative and including those which have not been approached during the pre-marketing phase), within 18 months of the non-EU AIFM having begun pre-marketing, to units or shares of the AIF or the compartment(s) referred to in the information provided in this letter, or of an AIF or compartment established as a result of this pre-marketing, shall be considered to be the result of marketing and shall be subject to the applicable authorisation procedure under Article 45 of the AIFM Law.

**Declaration**

I hereby confirm (i) that the information provided in this notification letter contains all the relevant information as required by the applicable legislation, (ii) that the information in this form is accurate and complete to the best of my knowledge and belief and (iii) that I am authorised to sign on behalf of the non-EU AIFM:

Yes [ ]  No [ ]

|  |  |
| --- | --- |
| Signature: | Date: |
| Name: | First name: |
| Company: | Position: |
| Phone: | Email address: |

1. Please note that Recital (12) of Directive (EU) 2019/1160 provides that “National laws, regulations and administrative provisions necessary to comply with Directive 2011/61/EU and, in particular, with harmonised rules on pre-marketing, should not in any way disadvantage EU AIFMs vis-à-vis nonEU AIFMs. This concerns both the current situation in which non-EU AIFMs do not have passporting rights, and a situation in which the provisions on such passporting in Directive 2011/61/EU become applicable. “ [↑](#footnote-ref-1)
2. Including information on the investment strategies presented. [↑](#footnote-ref-2)
3. Please provide the specific investment strategy provided by the AIF/compartment. [↑](#footnote-ref-3)