

# Frequently Asked Questions

(version 2, 11 July 2013)

## concerning Master / Feeder Structures

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### **Preliminary remark:**

This document will be updated from time to time and the CSSF reserves the right to alter its approach to any matter covered by the FAQs at any time. You should regularly check the website of the CSSF in relation to any matter of importance to you to see if questions have been added and/or positions have been altered.

### **Note:**

**If the Feeder UCITS is established in Luxembourg, please refer to questions Q1 - Q10**

**If the Master UCITS is established in Luxembourg, please refer to questions Q4, Q5, Q7, Q9**

*(24 June 2013)*

**Q1 CSSF Regulation N° 10-05 Art 27(e): Identification of matters that shall be treated as irregularities disclosed in the audit report of the approved statutory auditor of the Master UCITS. What should be considered as irregularities at the level of the feeder UCITS?**

A1 Any situation that requires a modification of the audit report of the Master UCITS in accordance with ISA 705 is an irregularity. In case of an emphasis of matter paragraph in accordance with ISA 706, the statutory auditor of the Feeder UCITS has to evaluate if the information requires an emphasis of matter paragraph or a note to the financial statements in the audit report of the Feeder UCITS.

*(24 June 2013)*

**Q2 Art 82(2) of the Law of 17 December 2010 (hereafter “the 2010 Law”): “the annual report of the Feeder UCITS must include a statement on the aggregate charges of the Feeder UCITS and the Master UCITS”. Should such aggregate charges be disclosed in monetary terms (expressed in the fund currency of the Feeder UCITS) by applying a look through approach or by adding total charges expressed as a percentage of the average NAV of the Master UCITS and Feeder UCITS or both?**

A2 Aggregate charges must be disclosed in monetary terms (expressed in the fund currency of the Feeder UCITS) by applying a look through approach and must also be disclosed by adding total charges expressed as a percentage of the average NAV of the Master UCITS and Feeder UCITS. If aggregate charges can not be disclosed in monetary terms, as transitional measure, the aggregate charges of the Master UCITS and Feeder UCITS may only be disclosed by adding total charges expressed as percentage of their average NAVs.

It is to be noted that for the annual accounts of the financial years ending on or after 1<sup>st</sup> January 2014, both information must be disclosed in the annual report.

*(24 June 2013)*

**Q3 Art 82(2) of the 2010 Law: Aggregate charges of the Feeder UCITS and Master UCITS. Should this information being included in the notes to the financial statements or can it be presented in the report on the activity of the Feeder UCITS or in section other information of the annual report?**

A3 The CSSF considers that the information should be presented in the notes to the financial statements or in section “other information” of the annual report.

*(24 June 2013)*

**Q4 Art 82(2) of the 2010 Law: Aggregate charges of the Feeder UCITS and Master UCITS. When the Master UCITS has a different year-end than the Feeder UCITS and total charges of the Master UCITS can not be obtained for the same accounting period as the Feeder UCITS, is it acceptable to aggregate total charges of the Feeder UCITS over its financial year with the total charges of the Master UCITS based on its last audited annual report?**

A4 The related information regarding the Master UCITS should be presented in principle, for the same accounting period of the Feeder UCITS. However if this information cannot be obtained without undue costs and to the extent that:

- (i) aggregate charges of the Feeder UCITS and Master UCITS are expressed in monetary terms and as a percentage of the average NAVs (refer to question 2 above),
- (ii) these main charges applicable for the Master UCITS have not changed significantly since its last year-end (no change in the fees rates applicable to investment management, administration, custody, distribution, etc...),
- (iii) there were no significant subscriptions/redemptions at the level of the Master UCITS which could have a significant impact on the total of charges expressed in monetary terms and as percentage of the average NAV due to dilution of fixed charges (charges not linked to the NAV such as audit fees, lawyer fees, etc...),
- (iv) it has to be clearly mentioned in the audit report that total charges of the Master UCITS do not cover the entire financial period of the Feeder UCITS,

the information could be provided for the last audited period of the Master UCITS.

If the aforementioned conditions are not met, the Master UCITS has to provide the Feeder UCITS with the said information. It is recommended that the agreement between the Master UCITS and Feeder UCITS as required by Art 79(1) of the 2010 Law, indicates that the Master UCITS has to provide the Feeder UCITS with the requested information.

*(24 June 2013)*

**Q5 Art 81(2) of the 2010 Law: an Ad hoc report is to be prepared by the approved auditor of the Master UCITS when the Master UCITS and Feeder UCITS have different accounting years. What is the scope of this Ad hoc report (full scope audit or review)? What should be the financial period covered?**

A5 It is expected that the Ad hoc report is a full scope audit prepared under ISA 700 or ISA 800 (or to an equivalent auditing standard when the approved auditor of the Master UCITS does not apply ISA in its national audit regulation). The audited Ad hoc financial statements should cover the financial period from the 1st day since the last audited financial statements of the Master UCITS to the financial year-end of the Feeder UCITS or the audited Ad hoc financial statements should cover the same financial period as the Feeder UCITS.

*(24 June 2013)*

**Q6 Art 82(2) of the 2010 Law: “The annual [and half yearly] report of the Feeder UCITS must indicate where the annual [and half yearly] report of the Master UCITS can be obtained”. Should the annual [and half yearly] report of the Master UCITS being translated in the language used by the Feeder UCITS in its annual [and half yearly] report?**

A6 The Master UCITS and the Feeder UCITS can agree on this subject in the agreement required by Art 79(1) of the 2010 Law. However, the language in which the annual [and half yearly] report of the Master UCITS must be prepared should at least correspond to a language commonly used in Luxembourg for financial information (English, French or German).

*(24 June 2013)*

**Q7 Art 81(2) of the 2010 Law: an Ad hoc report is to be prepared by the approved auditor of the Master UCITS when the Master UCITS and Feeder UCITS have different accounting years. The related audit fees and fees linked to the preparation of the Ad hoc financial statements should be supported by the Master UCITS or by the Feeder UCITS?**

A7 The Feeder UCITS might not be the sole investor of the Master UCITS since the Master UCITS can also have direct investors and/or other feeders UCITS. The investment made by the Feeder UCITS in the Master UCITS enables to increase the total of Asset Under Management of the Master UCITS and therefore to enhance its total expenses ratio though a spreading of non-NAV linked expenses over a larger base. On this basis, it could be defensible that the costs of the Ad hoc report (audit fees, cost for preparation of the financial statements, etc...) to be prepared for the Feeder UCITS can be fully or partly supported by the Master UCITS. It is recommended that the agreement between the Master UCITS and Feeder UCITS as required by Art 79(1) of the 2010 Law,

indicates who should support such fees. When the Master UCITS will support all or a proportion of the cost of the Ad hoc report, it is also recommended to ensure a proper disclosure in the prospectus of the Master UCITS.

*(11 July 2013)*

**Q8 Art 159(3)c) of the 2010 Law: Is it acceptable that a UCITS converting into a feeder of a newly created Master UCITS refers to its past performance?**

A8 Article 35(2)c) of the Commission Regulation (EU) N° 583/2010 (“the Regulation”), foresees that where the Feeder UCITS has a past performance record from before the date on which it began to operate as a feeder, the Feeder UCITS may use its own record retained in the bar chart for the relevant years, provided that the material change of its conversion into a feeder is disclosed as required by Article 17(2) of the Regulation.

*(11 July 2013)*

**Q9 Art 159(3)c) of the 2010 Law: Could an existing UCITS fund converting into a master with a newly created Feeder UCITS refer to its past performance? Could the newly created Feeder UCITS refer to the past performance of the master?**

A9 Concerning the past performance of the Master UCITS, its own record may be retained in the bar chart for the relevant years provided that the material change of its conversion into a master is disclosed as required by Article 17(2) of the Regulation.

As regards the past performance presentation of the newly created Feeder UCITS, if the Feeder UCITS was launched at a later date than the Master UCITS, provided that the conditions of Article 19 of the Regulation are complied with, the past performance presentation in the key investor information document of the Feeder UCITS can reproduce the performance record of the Master UCITS, in accordance with Article 35(2)b) of the Regulation.

*(11 July 2013)*

**Q10 Does the CSSF accept the principle that there are no look-through requirements at the Luxembourg Feeder UCITS level including the CSSF monthly reporting and long form reporting?**

A10 By analogy with Article 82(2) and 82(5) of the Law of 17 December 2010 concerning annual and half-yearly reports of the Feeder UCITS, the application of the look-through principle at the Feeder UCITS level is not required for reporting purposes, neither for the CSSF monthly reporting, nor for the long form reports.

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