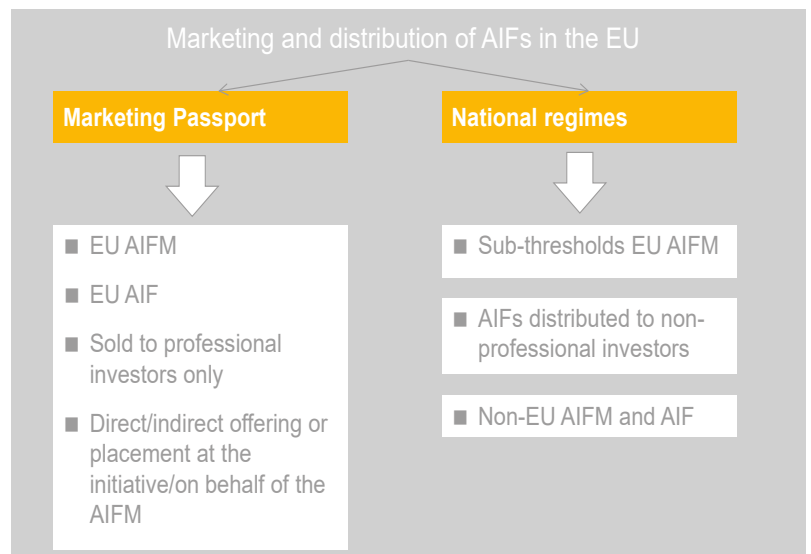


Arendt  
regulatory  
& consulting

# AIF marketing: national regimes

Since 22 July 2014, the AIFMD is fully in force in all EU countries. Next to the already existing EU marketing passport, which might even be extended going forward to non-EU AIFMs and AIFs, there are local regimes in force in the countries of distribution which need to be considered.

Indeed, most of the distribution countries have taken the occasion offered by the AIFMD to revise their national rules as regards marketing of AIF shares on their territory. Managers hence need to consider and carefully analyse the way they can market their AIF shares in EU countries, depending on their situations and context. This question should be considered by all managers, EU or non-EU, that do not benefit from the marketing passport as well as those that sell their AIF shares to non-professional investors.



The AIFMD marketing rules create a variety of situations and corresponding marketing possibilities and constraints, for some of them to be looked at through the lenses of each distribution country.

The sales teams of any AIFM are facing a real challenge when it comes to ensuring that the placement of the AIFs shares is made in a compliant manner, especially since what is often referred to as “private placement”, “pre-marketing” and “reverse solicitation” are grey areas in many countries. With an important focus put on marketing by the Directive, it now clearly appears that regulators take a closer look at how managers approach existing or new potential investors, sell their funds and to whom.

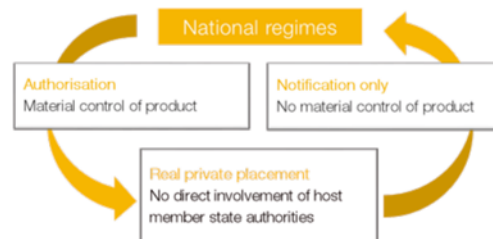
# This is how we can assist you

Our expert team knows the AIFMD, the local placement rules, the registration and notification process and will be pleased to assist managers in connection with any of the following:

## Analysing distribution model

One of the key drivers of such an analysis is to identify how the AIFM sales team may approach investors, how the AIF is intended to be sold, through which channels and to whom and the different routes that an AIFM may take since the entry into force of the AIFMD.

Having a good understanding of the manager's business strategy and current distribution model, Arendt Regulatory & Consulting can provide an analysis of the practical way in which investors can be solicited and of the various possible scenarios depending on the countries of distribution and investors targeted.



## Implementing cross-border distribution

### Distribution without EU Passport - contact with local authorities needed

As stated above, this situation will exist for third country set-ups, but also for certain small EU AIFMs and/or those targeting non-professional investors. In case of third country set-ups, we would ensure existence of cooperation agreements between regulators and verify that the third country is not listed as a Non-cooperative Country and Territory by the FATF.

Depending on the distribution country, a filing *vis-à-vis* the local authorities to inform of or to allow distribution may become necessary: in this context, and depending on the country targeted, we work closely with our network of local legal experts in collaboration with whom we prepare the relevant filing per country and do a follow up of the file until notification is made and/or approval is given by the authorities.

We make the interface between the manager and the local legal contacts to obtain all information that is required and manage the relation and communication between the various stakeholders until successful completion of the process.

### Distribution without EU Passport - no contact with local authorities needed

Depending on the countries, on the investors targeted and their number, on the method of approaching them and of various other factors, it might still be possible to sell AIF shares without having to deal in any way with the authorities of the relevant country of distribution. This traditional, albeit often risky way of selling non-harmonised funds should hence also be considered.

Arendt Regulatory & Consulting can provide you, *via* opinions received from the various countries' legal experts, with the relevant comfort as to the admissibility of such marketing method and/or its shortfalls.

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