

Guide to Listing Investment Funds on Euronext Dublin

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Why List?

A listing on Euronext Dublin ("Euronext") offers a number of advantages, including most importantly increasing distribution capacity. Euronext offers issuers a choice of two markets depending on their requirements, the Regulated Market ("RM"), an EU regulated market, and the Global Exchange Market ("GEM"), an exchange regulated market and multi-lateral trading facility, with equivalent rules and transparency, but outside the scope of certain EU Directives applicable to the RM.

A listing on a "regulated market" such as the RM allows promoters to market their fund to UCITS, pension funds and institutional investors who may require the securities in which they invest to be listed on a regulated market. A listing on either the RM or GEM is also advantageous in countries where the relevant authorities require or provide exemptions for investment in listed securities.

Advantages of a Euronext listing:

1. Distribution – Classification as "a security listed or traded on a regulated market" where listed on the RM for pension funds, institutional investors and UCITS, or as a listed security for GEM listings;
2. Profile of the fund
3. Transparency - All NAVs, financial reports and announcements of ongoing operational changes and other relevant market notifications made by listed funds are disseminated through Euronext's data feed to information vendors;
4. Cost benefits. Low cost listing which also provides independent publication of NAVs for listed securities at no extra charge. Fees structured based on number of sub-funds rather than securities listed or capitalization;
5. For ETF issuers – a passport to trading on the London Stock Exchange;
6. A comprehensive set of listing rules;
7. A commitment to aggressive timings on processing listing applications;
8. Flexible and approachable listing regime;
9. Provides a "stamp of regulation" for funds which may be domiciled in unregulated jurisdictions. The level of

scrutiny imposed by Euronext on an initial and ongoing basis provides the market with a significant level of transparency and investor protection;

10. A significant element of prestige and visibility, particularly as Ireland is a member of both the OECD and the EU; and
11. Enables the security to be marked to market, i.e. to allow investors to refer to a quoted market price for their securities.

Our Experience

Dillon Eustace is one of Ireland's leading law firms focusing on financial services, banking and capital markets, corporate and M&A, litigation and dispute resolution, real estate, insurance and taxation. We have one of the largest financial services legal practices in Ireland serving clients across a range of activities including asset management, investment funds, derivatives, investment services, insurance and pensions, debt and funds listing, regulatory and compliance. We also have a full service funds team in the Cayman Islands and funds lawyers based in our New York and Tokyo offices.

Our listing team is experienced in advising all types of fund structures and commits to a comprehensive and proactive approach.

The Listing Process

As Listing Sponsor, Dillon Eustace guides its clients through all stages of the listing application, from review of initial suitability, through assistance with document drafting, structuring advice, making the formal application, liaison with Euronext and coordination of the listing.

Drafting and Approval of the Listing Particulars

Euronext requires the preparation of a listing particulars document ("Listing Particulars") which includes disclosures required under its listing rules. The Fund's offering document normally serves as the basis for these Listing Particulars. The Listing Particulars can be drafted by your own advisers or Dillon Eustace.

We will advise on the Fund's suitability to list in the first



instance, and more specifically will advise on specific issues and disclosures that will be required to be addressed. The Listing Particulars is then redrafted to reflect the requirements of Euronext.

We will be responsible for making the relevant filings with Euronext which adheres to strict timelines with a maximum of one week for initial review and two business days for subsequent reviews.

Following approval of the Listing Particulars, a number of application forms and supporting documents are filed with Euronext. Following the completion of the listing application, the listing will become effective on the issuance of the relevant securities.

Responsibility

The Directors of the Fund, or Directors of the Manager, in the case of a unit trust, are the persons responsible for the content of the Listing Particulars, for compliance with the suitability requirements of Euronext and for meeting the ongoing suitability requirements. A specific responsibility statement is included in the Listing Particulars, and Directors are required to execute a responsibility letter as part of the listing application.

Conditions for Listing

Fund Domicile	<ul style="list-style-type: none"> - No restriction on domicile. - Funds regulated in EU member states, Hong Kong, Jersey, Guernsey, the Isle of Man, Bermuda, Australia, Canada, Japan, Singapore or the US may be sold to retail investors. - Funds domiciled in other jurisdictions are subject to a minimum subscription of US\$100,000
Directors	<ul style="list-style-type: none"> - Each Director must take responsibility for the listing. - Minimum of two independent directors for non-Irish funds. - Directors must be non-executive.
Investment Manager	<ul style="list-style-type: none"> - An Investment Manager authorised under AIFMD will be automatically suitable. - Must have adequate and appropriate expertise and experience in the management of investments..
Depositary	<ul style="list-style-type: none"> - A Depositary authorised under AIFMD will be automatically suitable. - Must have suitable and relevant expertise and experience in the provision of custody services. Where Depositary is a financial institution regulated in EU or subject to equivalent prudential regulation by a third country regulatory authority, this will be considered as prima facie compliance. - Depositary must be a separate legal entity to the Investment Manager, Investment Adviser or entity with responsibility for NAV calculation. It is possible that these be affiliated entities. - Sub-custodians permitted, subject to Depositary exercising due skill care and diligence in their selection and maintaining an appropriate level of ongoing supervision. - Hedge funds may hold certain derivative securities outside of the normal custody network. In such cases, the Directors have additional responsibilities of oversight in relation to the manner in which such securities are held, valued and reconciled.
Investment Restrictions	<ul style="list-style-type: none"> - Maximum 20% in a single issuer, which may be increased to 100% for EU/OECD government issuers. - Maximum 20% exposed to a single counterparty, which may be increased to 100% for certain approved counterparties. - Prohibition on taking legal or management control of investee companies (with limited exceptions). - Maximum 40% in any other fund (except feeder funds). - Maximum 20% in aggregate in other funds of funds. - Underlying funds of feeder funds subject to the same limitations. - Irish regulated funds are deemed to have complied with most diversification requirements. - Many investment restrictions are disapplied for Super Sophisticated Investor Funds.
Feeder Funds	<ul style="list-style-type: none"> - The underlying fund must also comply with many of the suitability, operational requirements, investment restrictions and reporting requirements referred to herein, as if that underlying fund were itself applying to list. - The listing fund must enter a written control agreement with the underlying fund, which must undertake to comply with certain listing requirements for so long as the fund is listed. - Ongoing reporting to Euronext for listed fund and underlying fund.

Dividend Policy	<ul style="list-style-type: none"> - Dividends must be paid in line with the funds adopted accounting standards.
Transferability	<ul style="list-style-type: none"> - Shares/units must be freely transferable. - Restrictions on transfer only permitted in limited circumstances in the best interests of the fund or its shareholders.
Financial Information	<ul style="list-style-type: none"> - Newly incorporated funds – a statement that the fund has not commenced to trade. - Funds trading where no audited statements are yet available – unaudited portfolio and per share information as. - Funds trading after publication of audited financial statements – the most recent audited accounts and unaudited portfolio and per share information as at a date within one month of the document date.
NAV Calculation	<ul style="list-style-type: none"> - At least annually. - NAV must be reported without delay to Euronext upon calculation. - Responsible entity must be separate to Depositary or any sub-custodian.
Hedge Funds	<ul style="list-style-type: none"> - Permitted subject to investors being “Professional Investors” or “Super Sophisticated Investors” and prime brokers/counterparties meeting specified suitability criteria.
Professional Investors	<ul style="list-style-type: none"> - Minimum subscription \$100,000. - Investor warrants: <ul style="list-style-type: none"> • its ordinary business or professional activity includes the buying or selling of investments, whether as principal or agent; • in the case of a natural person, their individual net worth, or joint net worth with their spouse, exceeds \$1 million; • it is an institution with a minimum amount of assets under discretionary management of \$5 million; • that they have the knowledge, expertise and experience in financial matters to evaluate the risks of investing in the fund; • are aware of the risks inherent in investing in the securities and the method by which the assets of the fund are held and/or traded; or • can bear the risk of loss of their entire investment.
Super Sophisticated Investor Funds	<ul style="list-style-type: none"> - Many of the conditions for listing, prescriptive investment restrictions and the prohibition on passivity are disappplied for Super Sophisticated Investor Funds, which allows for greater flexibility to list innovative and more sophisticated products. - SSF Conditions: <ul style="list-style-type: none"> - Minimum Subscription \$250,000 - Investment Manager is registered/regulated in EEA; Australia, Canada, Hong Kong, Japan, Singapore, Switzerland, US. - Investor warrants at the time of making the investment that: <ul style="list-style-type: none"> • its ordinary business or professional activity includes the buying and selling of investments, whether as principal or agent; or • in the case of a natural person, their individual net worth, or joint net worth with that person’s spouse, exceeds US\$2.5 million; or • it is an institution with a minimum amount of assets under discretionary management of US\$5 million; and that they: <ul style="list-style-type: none"> • have the knowledge, expertise and experience in financial matters to evaluate the risks of investing in the fund; • are aware of the risks inherent in investing in the securities and the method by which the assets of the fund are held/or traded, and can bear the risk of loss of their entire investment.

Prime Broker/Approved Counterparties	<ul style="list-style-type: none"> - A prime broker, or significant counterparty, must meet a financial resources requirement and must itself be regulated as a broker by a recognised public authority. - Financial resources of \$200 million or has all of its obligations to the fund irrevocably and unconditionally guaranteed by, or is an unlimited liability subsidiary of, an entity that has \$200 million in financial resources - Recognised public authority means a public authority that is charged with the prudential regulation and ongoing supervision of financial services in an EU member state, Australia, Canada, Hong Kong, Japan, Singapore, Switzerland, US, and any other jurisdiction specified by Euronext
Exchange Traded Funds	<ul style="list-style-type: none"> - ETFs are listed under standard fund requirements and are subject to the conditions for listing and reporting requirements as set out herein. - No secondary trading market on the Euronext. - A listing on Euronext allows an ETF a streamlined process of passporting to trading on the London Stock Exchange. This offers significant cost and timing efficiencies in accessing the UK market. - Active and passive ETF strategies are acceptable. - Active ETFs must regularly report iNAV throughout trading day. - No requirement for daily portfolio reporting for actively managed ETFs. .
Property Funds	<ul style="list-style-type: none"> - Additional requirements for risk spreading - Qualified Independent Valuer and annual independent valuation - Legal and management control restriction disapplied - Investment Manager and Board must have relevant property experience and expertise.
Borrowing/Leverage Restrictions	<ul style="list-style-type: none"> - None – disclosure based.
Auditor Requirements	<ul style="list-style-type: none"> - Must be internationally reputable qualified firm.
Application Timing	<ul style="list-style-type: none"> - Three to four weeks.
Subject to EU Directives	<ul style="list-style-type: none"> - RM – Market Abuse Regulation, Statutory Audit Directive - GEM – Market Abuse Regulation
OECD Membership	<ul style="list-style-type: none"> - Yes



Irish Regulated Funds

There are many common policy approaches between Euronext and Central Bank, therefore the process for listing Irish regulated funds, and their ongoing reporting obligations have been streamlined and listing costs can be minimized.

Euronext Dublin Listing Fees

Euronext listing fees are as follows:

Initial Application Fee		€2,200
Subsequent Application Fee		€1,000
Administration Fee		€300
Formal Notice Fee**		€550
Annual Fee*	Single Fund	€2,200
	Umbrella Fund	€2,200
	Subfunds 1-5	€2,200
	Subfunds 6-10	€1,400
	Subfunds 11+	€1,000

*annual fee is payable on listing and on each anniversary thereof

** plus VAT of 23% (where applicable)



Continuing Obligations

Euronext listing rules and various EU Directives impose a substantial number of ongoing reporting obligations on listed funds. The obligations are imposed in order to maintain an orderly and transparent market in the shares of listed funds, to ensure the ongoing suitability of the funds for listing, to protect shareholders interests and to ensure that all relevant information is disseminated without delay. A listed fund must ensure equality of treatment for all shareholders in the same position.

The Directors are responsible for ongoing compliance with these obligations

Annual Reports

The audited annual report must be filed with Euronext and sent to shareholders within six months of the financial year end. For Irish regulated funds, a shorter reporting timeline of four months applies.

Market Abuse Directive

The Market Abuse Directive requires that:

- Listed issuers ensure that any inside information is made public without delay;
- Directors, persons closely associated with them (“PCAs”), or any person in possession of inside information are precluded from dealing at a time when they are in possession of inside information;
- The fund should adopt, by board resolution, rules governing inside dealings and market manipulation;
- Any transactions by Directors or PCAs in the listed shares must be promptly reported to Euronext within specified time limits;
- Specific procedures be followed in the event that the publication of inside information is delayed by a listed issuer; and
- Lists be maintained of all persons who have access to unpublished inside information either at the fund or at any of its service providers.

Please see our separate detailed client memorandum on Market Abuse Requirements.

CONTACT US

Our Offices

Dublin

33 Sir John Rogerson's Quay
Dublin 2
Ireland
Tel: +353 1 667 0022

Cayman Islands

Landmark Square
West Bay Road, PO Box 775
Grand Cayman KY1-9006
Cayman Islands
Tel: +1 345 949 0022

New York

33 Irving Place
New York
NY 10003
United States
Tel: +1 646 770 6080

Tokyo

12th Floor,
Yurakucho Itocia Building
2-7-1 Yurakucho, Chiyoda-ku
Tokyo 100-0006, Japan
Tel: +813 6860 4885

CONTACT POINTS

For more details on how we can help you, to request copies of most recent newsletters, briefings or articles, or simply to be included on our mailing list going forward, please contact any of the team members below.

Tara O'Callaghan

Head of Funds Registration
and Listing Services | Dublin

E tara.ocallaghan@dilloneustace.ie
T + 353 1 673 1831

Helen Daly

Listings and Foreign Registrations
Executive | Dublin

E helen.kelly@dilloneustace.ie
T + 353 1 673 1830

Aisling Barry

Listings Executive | Dublin

E aisling.barry@dilloneustace.ie
T + 353 1 673 1864

Holly McGrath

Listings and Funds Registrations
Advisor | Dublin

E holly.mcgrath@dilloneustace.ie
T + 353 1 673 1779

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