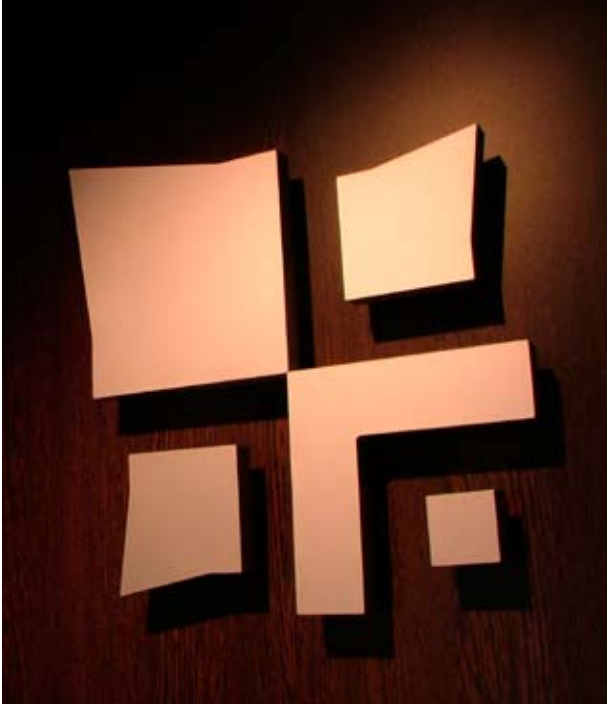


FIDOMES S.A. in collaboration with
MIFSUD & MIFSUD ADVOCATES present



PROFESSIONAL INVESTOR FUND (PIF)
Maltese Investment Vehicle

 **fidomes**



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In Malta, the most popular collective investment scheme is known as the PIF ('Professional Investment Fund') which may be set up as an investment company with variable share capital (SICAV), an investment company with fixed share capital (INVCO) limited partnership, unit trust or common contractual fund. The most common form chosen is the corporate form, which is a (SICAV). The PIF is suitable for hedge funds, funds of funds, private equity funds, and property funds.

The key advantage of the PIF includes an advantageous tax treatment as PIFs are exempt from capital gains for property outside Malta and exempt from income tax in Malta if the Fund holds less than 15% of its assets in Malta. There is no tax on the NAV. However, it should be noted that as the PIF is tax exempt, it does not benefit from any of the Double Tax Treaties which Malta has in place.

A listing is also possible on the local and international stock exchanges.

The main advantages of the PIF is the large degree of flexibility of the product, including that the service providers do not need to be located in Malta. It should be noted that there are some exemptions to this rule.

The PIF is regulated by the Malta Financial Services Authority (MFSA) and is open to 3 types of investors:

- Extraordinary Investors, with more than EUR 750k net assets, with an entry level of EUR 75k
- Qualifying Investors, with more than EUR 750k net assets, with an entry level of EUR 75k
- Experience Investors, who have relevant work experience in the financial sector or specifically in the area of funds, with an entry level of EUR 15k

It is possible to put an Umbrella scheme with segregation of sub-funds in place.

There are no investment restrictions in a PIF.

THERE IS A DEGREE OF FLEXIBILITY WITHIN THE PIF STRUCTURE:

- A Fund Manager is optional if there is the required competence within the Board of the Fund. If a manager is appointed they do not need to meet the fit and proper criteria, and the requirement, if not established in a recognised country (EU member states, EEA and some additional countries).
- A Custodian is also optional, however the Funds needs to have the appropriate safe-

PRIVATE EQUITY

HEDGE FUNDS

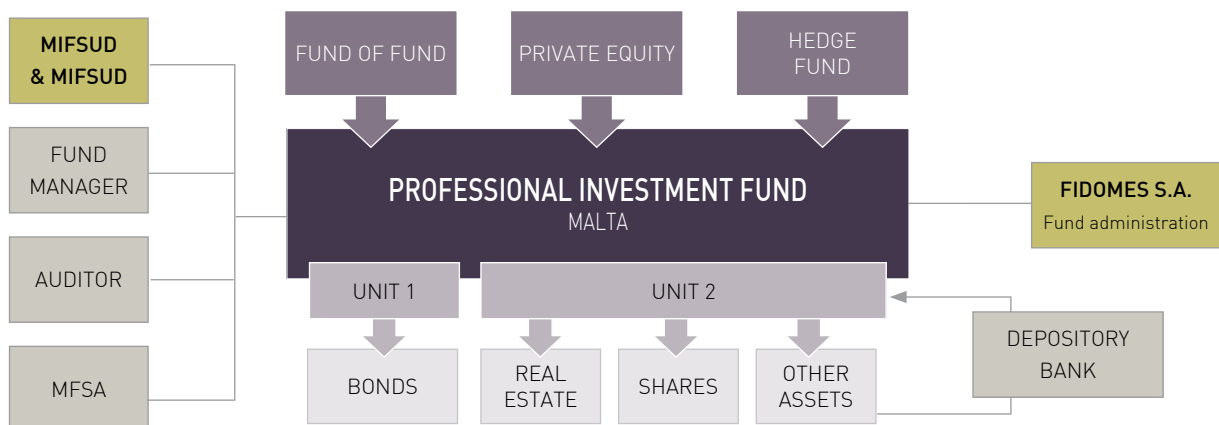


PROFESSIONAL INVESTORS

keeping custodial arrangements in place.

- Local Maltese functionaries are not required, however functionaries who are appointed should be established and regulated in a recognised jurisdiction or meet fit and proper criteria.
- If however the PIF operates outside Malta (i.e. the manager / administrator are not based in Malta) then a local judicial representative must be appointed which accepts directions from the MFSA and are able to provide the MFSA with any information on demand.
- The auditor has to be located in Malta.
- Annual Financial Statements have to be presented to the MFSA within 4 months of the Financial Year end.
- Prior approval of the PIF is required and the Application Process should include personal questionnaires of the proposed directors and qualifying shareholders who represent more than 10% and external service providers who operate from non-recognised territories.

Malta is a stable EU jurisdiction with a solid financial services industry.



TRANSFER AGENT

FUND ADMINISTRATION



NAV CALCULATION

**FIDOMES S.A. - TRUST COMPANY
ESTABLISHED IN THE GRAND DUCHY OF
LUXEMBOURG.**

FIDOMES is member of the «Ordre des Experts Comptables of Luxembourg».

The structure of the company allows a flexibility and personal tailored service which is appreciated by its international clientele. The clients are investors from the following areas: institutional, investment companies, groups of companies, Family Offices.

FIDOMES S.A. is managed by private associates. The areas of expertise are: accountancy, international tax advice, management of companies, formation and administration of securitisation funds.

FUND ADMINISTRATION SERVICES

- Financial, economic and tax analysis of the vehicle
- Financial vehicle choice
- Incorporation of the management company
- Management regulations, Offering Memorandum, prospectus
- Incorporation of sub-funds
- Registration of regulations
- Representation
- Domiciliation
- Securitisation conventions
- Domiciliation of funds
- Payment of reserves
- NAV calculation for international vehicles
- Preparation of balance sheet
- Management reports
- Bookkeeping
- NAV publication

MALTA



MIFSUD & MIFSUD ADVOCATES

LEGAL SERVICES

Mifsud & Mifsud Advocates is a law firm with its head office based in Malta and with a branch office in Catania, Sicily. Its client base, besides local, is predominantly European and North American, however the law firm is also active in North Africa and the Middle East. Mifsud & Mifsud Advocates was set up, by Dr Malcolm Mifsud, a lawyer specialised in commercial and maritime law, together with his brother Dr Cedric Mifsud, who is specialised in corporate and European Law.

Since its inception, due to its founders' experience in other legal consultancy set ups, **Mifsud & Mifsud Advocates** has seen a swift expansion of its practice in a number of sectors; mainly the areas of financial services such as trading and holding corporate structures, trust services, tax advisory, shipping and EU regulatory compliance services.

The founders have also conserved and invested in the growth of other practice areas, mainly those related to advisory and litigation in various sectors such as family, civil and property law, competition law, commercial litigation and debt collection services. Mifsud & Mifsud Advocates, through the expertise of its founders and the rest of the team working for the firm, has become a boutique law firm offering specialized legal services in a number of areas for local

and foreign, individual and corporate clients requiring a one stop shop in a number of specialised legal fields.

SERVICES

- Full Initial and ongoing consultation on possible solutions and structures;
- Handling full licensing and registration process from A to Z with MFSA;
- Preparation of Memorandum and Articles and Offering Memorandum;
- Full back-office administration services, handling relations of Fund with Regulator, with auditors and amongst service providers to the Fund;
- Registered Office and Company Secretarial services;
- Director/Judicial Representative services;
- Service Provider agreements, including sourcing Custodian, Fund Manager etc from Mifsud & Mifsud Advocates' network of clients;
- Attractive all-inclusive service packages are also available;
- Legal advice and consultation on all commercial and corporate legal issues arising in Malta and the drafting of contracts, agreements and private writings which may be required by the Fund or the SVP
- The setting up of SVPs in Malta

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