



Banc Ceannais na hÉireann  
Central Bank of Ireland

Eurosystem

# Application Form for Change of Service Provider

Part 2

March 2024

**REQUIREMENTS FOR CHANGE OF DEPOSITARY, ADMINISTRATOR, MANAGEMENT  
COMPANY OR AIFM IN THE CASE OF A Retail Investor AIF (TO BE SUBMITTED ON DATE OF  
CHANGE)**

1. This form should be completed and received by the Central Bank before 12 noon on the business day before the effective date of the proposed change of service provider together with the relevant documents outlined below.
2. NB: Any form received after such time, or received within the time frame but accompanied by incomplete documentation, **will not be processed on that day.**

Fund Name: \_\_\_\_\_

Name of outgoing service provider: \_\_\_\_\_

Name of new service provider: \_\_\_\_\_

Date and time of transfer of activity: \_\_\_\_\_

Please confirm the following are attached confirmed by placing a tick, “yes”, “no” or “n/a”, as applicable, in the column of boxes

Please Tick

**1. Replacement of Depositary (General):**

- |     |  |                          |
|-----|--|--------------------------|
| (a) | Letter from the new depositary confirming that it can provide for safekeeping of the assets of the scheme etc.   | <input type="checkbox"/> |
| (b) | Following the transfer of assets, the Central Bank will require letters from both the outgoing and the new depositary confirming when the assets have been satisfactorily transferred. Both depositaries should provide confirmation that, subject to the assets being transferred, these letters of confirmation will be forthcoming (Retail Investor AIFs only); <b>or</b><br>Each of the retiring depositary and the new depositary shall notify the Central Bank as soon as practicable of whether that retiring depositary or new depositary (as the case may be) is satisfied or dissatisfied with the transfer of assets. Both depositaries should provide confirmation that, subject to the assets being transferred, these letters of confirmation will be forthcoming (UCITS only) | <input type="checkbox"/> |

**2. Replacement of Depositary (Investment Company/ICAV):**

- |         |  |                          |
|---------|--|--------------------------|
| (a) (i) | <ul style="list-style-type: none"> <li>• Executed and dated agreement with the new depositary; and</li> <li>• Letter terminating the legal agreement in place with the outgoing depositary; <b>or</b></li> </ul> | <input type="checkbox"/> |
| (ii)    | Executed and dated novation agreement.   | <input type="checkbox"/> |
| (b)     | Confirm that the new agreement and termination letter or novation agreement  | <input type="checkbox"/> |
| (c)     | Confirm that the new agreement/termination letter/novation agreement contains original signatures.   | <input type="checkbox"/> |

**3. Replacement of Depositary (Unit Trust/CCF only):**

- (a) Executed and dated (supplemental) trust deed/depositary agreement attached.
- (b) Confirm that the (supplemental) trust deed/depositary agreement refers to the correct effective time and date and that this coincides with the retirement of the outgoing service provider.
- (c) Confirm that the (supplemental) trust deed/depositary agreement contains original signatures.

**4. Replacement of the Management Company/AIFM of a Retail Investor AIF:**

- (a) Is the new management company's/AIFM's fee higher than that of the outgoing management company/AIFM? Yes/No
- (b) (i) If the answer to (a) is yes, and the new management company's/AIFM's fee is higher than the maximum permitted in the prospectus/supplement, a director of the new management company/AIFM/fund must confirm below that:
  - (i) Shareholder approval has been obtained; and
  - (ii) That shareholders have been/will be notified in advance prior to implementation; or
- (ii) If the answer to (a) is yes, but the new management company's/AIFM's fee is not higher than the maximum permitted in the prospectus/supplement, a director of the new management company/AIFM/fund must confirm below that shareholders have been/will be notified in advance prior to implementation.  
Confirmed: \_\_\_\_\_ Date: \_\_\_\_\_  
Name of Signatory (Director of Fund/Management Company/AIFM): \_\_\_\_\_

**5. Replacement of the AIFM (Retail Investor AIF only)**

- (a) Letter from the new AIFM confirming that the terms of the agreement are in compliance with the AIF Rulebook and that the information detailed in the prospectus/supplement is consistent with the agreement, in particular the fees, liability/indemnity provisions.
- (b) (i)
  - Section 12 of the Retail Investor AIF Application Form/[Section 1 of the ELTIF Application Form](#);
  - Executed and dated agreement with the new AIFM; and
  - Letter terminating the legal agreement in place with the outgoing AIFM; **or**
  - Executed and dated novation agreement.
- (c) Confirm that the new agreement/termination letter/novation agreement (as applicable) each refer to the correct effective time and date of appointment and that this coincides with the retirement of the outgoing AIFM.
- (d) Confirm that the new agreement/termination letter/novation agreement contains original signatures.

**6. Replacement of the Management Company (Investment Company/ICAV)**

- (a) Letter from the new management company confirming that the terms of the management agreement are in compliance with the Central Bank's (UCITS) Regulations or AIF Rulebook and that the information detailed in the prospectus/supplement is consistent with the agreement, in particular the fees, liability/indemnity provisions.
- (b)
  - Section 6 of the relevant Application Form;
  - Executed and dated agreement with the new management company; and
  - Letter terminating the legal agreement in place with the outgoing management company;**or**
  - Executed and dated novation agreement.
- (c) Confirm that the new agreement/termination letter/novation agreement (as applicable) each refer to the correct effective time and date of appointment and that this coincides with the retirement of the outgoing service provider.
- (d) Confirm that the new agreement/termination letter/novation agreement contains original signatures.

**7. Replacement of the Management Company (Unit Trust/CCF):**

- (a) Executed and dated (supplemental) trust deed/deed of constitution (as applicable).
- (b) Confirm that the (supplemental) trust deed/deed of constitution refers to the correct effective time and date and that this coincides with the retirement of the outgoing service provider.
- (c) Confirm that the (supplemental) trust deed/deed of constitution contains original signatures.

**8. Replacement of the Administrator (all schemes):**

- (a)
  - Section 7 of the UCITS Application Form/Section 5 of the Retail Investor AIF Application Form/Section 1 of the ELTIF Application Form;
  - Executed and dated agreement with the new administrator; and
  - Letter terminating the legal agreement in place with the outgoing administrator; **or**
  - Executed and dated novation agreement.
- (b) Confirm that the new agreement/termination letter/novation agreement (as applicable) refers to the correct effective time and date and that this coincides with the retirement of the outgoing service provider.
- (c) Confirm that the new agreement/termination letter/novation agreement contains original signatures.

**9. Fee Increases (depository and administrator):**

- (a) Is the depository or administrator's fee increasing? Yes/No
- (b) If yes, a director of the Management Company/AIFM/Fund must confirm here that  
shareholders will be/have been notified in advance prior to implementation:
- Confirmed: \_\_\_\_\_ Date: \_\_\_\_\_
- Name of Signatory (Director of Fund/Management Company/AIFM): \_\_\_\_\_

**10. Prospectus/Supplement:**

- (a) Dated new prospectus/supplement disclosing the following:
- (i) Name and address of the new service provider(s);
  - (ii) Details of fees/expenses paid out of the assets of the fund; **and**
  - (iii) Material provisions of the agreement with the new service provider.
- (b) Confirm that the prospectus/supplement accurately reflects the relevant agreement and does not contain any amendments other than details of the new service provider and the fact of retirement/replacement of the outgoing service provider. In the case of a supplement, it should state in bold text that it forms part of and should be read in conjunction with the prospectus. If the prospectus/supplement contains other amendments, it will not qualify as part of a filing process i.e. the Central Bank will require to clear the proposed amendments in advance.

**11. Letters required if not previously filed with COSP 1 (Q1(a)(ii), Q1(b)(ii) and Q1(c)(ii)):**

- (a) (i) Original signed letter from the outgoing service provider stating effective time and date of its retirement and confirm that this coincides with the appointment of the new service provider;
- or**
- (ii) Original signed letter from the scheme stating effective time and date of termination of the agreement with existing service provider and confirm that this coincides with the appointment of the new service provider.
- (b) Original signed letter from the new service provider stating effective time and date of its appointment and confirm that this coincides with the time and date of retirement of the outgoing service provider

**Signed:** \_\_\_\_\_ **Date:** \_\_\_\_\_

**Name (in print):** \_\_\_\_\_

**Applicant Firm's Representative:** \_\_\_\_\_

Any personal data provided by you may be processed by the Central Bank in connection with the performance of its statutory functions. If you have any questions in relation to the processing of your personal data by the Central Bank, you may contact our Data Protection Officer at [dataprotection@centralbank.ie](mailto:dataprotection@centralbank.ie). A copy of the Central Bank's Data Protection Notice is available at [www.centralbank.ie/fns/privacy-statement](http://www.centralbank.ie/fns/privacy-statement).



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