

GERMANY

GERMAN FUND TYPES:

In Germany, investment funds eligible for marketing and distribution fall under the German Investment Code (Kapitalanlagegesetzbuch – KAGB), which implements the UCITS Directive and the Alternative Investment Fund Managers Directive (AIFMD). The main categories are:

UCITS (Undertakings for Collective Investment in Transferable Securities)

Retail funds that can be marketed to all investors.

Foreign UCITS can be marketed in Germany under the EU passport regime after notification to BaFin.

Commonly structured as contractual funds (Sondervermögen).

AIFs (Alternative Investment Funds)

Includes hedge funds, private equity, real estate, infrastructure, and other non-UCITS funds.

Can be marketed to:

- Professional and semi-professional investors under AIFMD passport or registration (Articles 32, 36, 42).
- Retail investors only if BaFin authorizes marketing and the fund meets stricter requirements.

Typical legal forms: limited partnerships, investment stock corporations, or contractual funds.

ELTIFs (European Long-Term Investment Funds)

Designed for long-term investments in infrastructure, private equity, private debt, and real assets.

Revised ELTIF 2.0 Regulation (EU 2023/606) makes them more flexible:

- Broader eligible assets (including green bonds and securitisations).
- Allows fund-of-funds strategies.
- Minimum real asset value requirement removed.

Can be marketed to retail investors subject to MiFID II suitability tests and BaFin approval.

[\[bafin.de\]](https://www.bafin.de)

GERMAN HOLDING RESTRICTIONS:

There are no specific holding restrictions in Germany, except in the case of:

- Restrictions provided by the **issuer** (for example, restrictions set out in the prospectus of a fund).
- **Sanction laws** may restrict the operation of the fund in countries that are subject to sanctions.
- The funds must not be, directly or indirectly, marketed to, offered to, subscribed for, or purchased on behalf of **U.S. Persons**.

DISCLOSURE:

Background and Legal basis:

German Investment Code (Kapitalanlagegesetzbuch – KAGB)

Implements UCITS Directive (2009/65/EC) and AIFMD into German law.

Requires fund managers and distributors to provide transparent information to investors and regulators, including:

- Fund rules and prospectuses.
- Ongoing reporting obligations to BaFin.

BaFin supervises compliance with these disclosure requirements for both German and foreign funds marketed in Germany. [\[bafin.de\]](https://www.bafin.de),

German Anti-Money Laundering Act (Geldwäschegesetz – GwG)

Imposes KYC and beneficial ownership disclosure obligations on fund managers and distributors.

Requires identification and verification of clients, third parties, and ultimate beneficial owners.

Enhanced due diligence for high-risk clients and transactions.

BaFin's updated AML guidelines (2025) reinforce stricter documentation and reporting standards.

Important Information:

Disclosure requirements

The client shall respond to any information and/or disclosure request in all cases. Any such request, including requests originating from the fund, the asset manager, a competent governmental or regulatory authority, or any other relevant third party, shall be forwarded by IFSAM to the client for response without assessing the validity or merits of the request. The client's obligation to respond applies either where a response is required under applicable laws, regulations, and mandatory legal or regulatory requirements, or, in the absence of such mandatory obligations, on a voluntary basis following a valid disclosure request forwarded by IFSAM in accordance with the fund's legal documentation and applicable local laws. In all cases, the client shall provide all information necessary in this context.

Clients agree not to unreasonably withhold consent to such requests and undertake to indemnify and hold harmless IFSAM from any damages, liabilities, or claims arising directly from non-compliance with mandatory local disclosure obligations.

In most jurisdictions, disclosure obligations stem from domestic equivalents of the Companies Act, Investment Funds Act, or Anti-Money Laundering legislation, and typically apply to all fund types.

In certain cases, client-related data (including personal and tax information) may be disclosed to the asset manager, fund, distributor, or competent authorities, including tax authorities, if there is a legal or reasoned basis for doing so.

The Disclosure Requirements are provided for informational purposes only and do not constitute legal advice. Clients are strongly encouraged to seek independent professional counsel regarding securities held with IFSAM particularly in jurisdictions where disclosure obligations may apply directly to clients, shareholders, or beneficial owners, even if IFSAM is not subject to such obligations.

Please note that IFSAM may not always receive comprehensive updates or notifications regarding changes to local disclosure requirements.

Ultimately, it is the client's sole responsibility to ensure compliance with all applicable disclosure obligations. Failure to comply may result in penalties, for which the client will be fully liable. Clients are therefore advised to obtain independent legal advice on the existence and interpretation of relevant local disclosure rules.

Note: In all jurisdictions, if a breach of disclosure obligations is suspected—such as exceeding a reportable holding threshold without notification—regulators and authorities may initiate investigations. Disclosure obligations may also be triggered by enforceable judgments issued by competent courts in the relevant jurisdiction.

Cooling Off Period

Distributors using the IFSAM platform are classified exclusively as eligible counterparties / professional clients or professional investors and act as principals vis-à-vis their respective end-clients.

Where such distributors offer products to retail investors—including, for example (but not limited to), ELTIFs subject to a statutory cooling-off (withdrawal) period, the application, monitoring and management of the relevant retail investor protections are entirely the responsibility of the distributor, in accordance with applicable regulatory requirements.

U.S. Person Restrictions

Clients are advised that units of the funds must not be, directly or indirectly, marketed to, offered to, subscribed for, or purchased on behalf of U.S. Persons. If a client becomes aware that any investor qualifying as a U.S. Person has subscribed to units of funds, the client must notify IFSAM immediately.

The term “U.S. Person” refers to the definition provided in the fund’s prospectus, which is based on Rule 902 of Regulation S under the U.S. Securities Act. It explicitly excludes any “Non-United States person” as defined in Rule 4.7 under the U.S. Commodity Exchange Act, as amended.

Holding Restrictions Disclaimer:

The information provided under Holding Restrictions reflects the current legal and regulatory environment and may be supplemented by additional holding restrictions as set out in the prospectus and/or other official fund documentation. While IFSAM believes the information to be accurate, it does not guarantee its completeness or correctness and disclaims any liability in this regard.

In the event of any discrepancy between the information provided by IFSAM, the prospectus and/or official fund documentation and applicable local laws or regulations, the latter shall prevail.

The Holding Restrictions are for informational purposes only and do not constitute legal advice. Clients are strongly encouraged to seek guidance from independent professional counsel to ensure compliance.

Clients are solely responsible for adhering to the applicable holding restrictions including any additional holding restrictions set out in the prospectus and/or official fund documentation and agree to indemnify and hold harmless IFSAM from any loss, expense, liability, damage, or claim—whether direct or indirect—arising from non-compliance.

