



Asante Capital Group Germany GmbH
European Investor Disclosure

Asante Capital Group Germany GmbH

Investor Disclosure

1. Introduction

- 1.1. The purpose of this document is to ensure that Asante Capital Group Germany GmbH ("**Asante**", "**we**" or "**us**") is in compliance with the requirements of the Markets in Financial Instruments Directive, Commission Delegated Regulation (EU) 2017/565 ("**MiFIR**"), the German Investment Firm Act (Wertpapierinstitutsgesetz; the "**WpIG**") and the German Securities Trading Act (*Wertpapierhandelsgesetz*; the "**WpHG**"; collectively the "**Rules**") when distributing interests in various financial instruments to professional investors based in the European Economic Area (the "**EEA**").
- 1.2. Under the Rules, Asante is required to categorise any EEA 'clients' that it deals with and is also required to make certain disclosures about it and the financial instruments that it is engaged in distributing.
- 1.3. If you are receiving this document Asante has already categorised you as a professional client and this document contains the necessary information that Asante is required to disclose to you in connection with its distribution activities.
- 1.4. To the extent that you have any questions in connection with the content of this document, please direct these to the Asante contact from which you received it.

2. General disclosure obligations

Under the Rules we are required to disclose the following information to you prior to providing any investment services (as defined in MiFID). Reference to 'investors' in this document should be construed as references to 'clients' under MiFID.

2.1. Information about Asante

(a) Name and business address:

Asante Capital Group Germany GmbH
Maximilianstrasse 13, 3rd Floor
Munich
Bayern 80539

info@asantecapital.com

(b) Management

Warren Hibbert, Fraser van Rensburg and George Lyons are the managing directors and legal representatives of Asante. Jessica Cheung and Laura Leyland are duly appointed *Prokurists* of Asante.

(c) Expertise and supervisory status

Asante forms part of the Asante Capital Group which is a leading, independent global advisory and private markets placement group. Details of the other operating entities that together with Asante make up the Asante Capital Group are set out in the Schedule to this document (the "**Asante Capital Group**"). Asante holds a license pursuant to § 15 para. 1 of the WpIG to provide the investment services of investment brokerage (*Anlagevermittlung*, § 2 para. 2 no. 3 WpIG, service A(1) of MiFID Annex I) and placing without a firm commitment basis (*Platzierungsgeschäft*, § 2 para. 2 no. 8 WpIG, service A(7) of MiFID Annex I).

The competent supervisory authority for Asante is the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*, "BaFin") Graurheindorfer Straße 108, 53117 Bonn and Marie-Curie-Str. 24-28, 60439 Frankfurt am Main, Germany – www.bafin.de. Asante's BaFin-ID is 10160364.

Asante's regulatory status can be confirmed on the BaFin Register [here](#).

(d) Commercial Register

Asante is registered with the German Commercial Register (*Handelsregister*) of the Local Court of Munich (*Amtsgericht München*) with register number HRB 267062

(e) Correspondence and language

Investors can correspond with us in English. Communication can be completed in person, via phone and/or videoconference, in writing or electronically (by email). Please note that communication via e-mail is not suitable for the encrypted transmission of confidential information. However, if we receive an e-mail from you, we assume that we are entitled to reply by unencrypted e-mail unless you have expressly requested otherwise.

(f) Protection of client assets, client money and investor compensation

We are not allowed to hold client assets or client money or to deal in on our own account.

As an investment firm licensed under the WpIG, we are obliged to contribute to the Compensation Scheme of Securities Trading Companies (*Entschädigungseinrichtung der Wertpapierhandelsunternehmen*; "EdW"), 10865 Berlin, Germany – www.e-d-w.de.

Under the German Investor Compensation Act (*Anlegerentschädigungsgesetz*, "AnlEntG"), the EdW provides compensation to Investors when an investment firm assigned to the EdW is in financial difficulties and no longer able to fulfil its obligations resulting from securities transactions concluded with Investors. Obligations resulting from securities transactions as defined in § 1 para. 2 and 3 AnlEntG are obligations of an investment firm resulting from the provision of an investment service to repay funds or procure ownership of financial instruments to Investors that are owed to or belong to Investors and are held or safeguarded on behalf of such Investors in connection with the provision of investment services. BaFin determines when a compensation event has occurred and publishes its decision in the Federal Gazette.

The amount of compensation awarded to each Investor is limited to 90% of the investment firm's obligations resulting from securities transactions and the equivalent value of €20,000. Compensation cannot be claimed unless the funds are denominated in a currency of a member state of the European Union or in €.

Certain groups of Investors are not entitled to compensation; this includes CRR credit institutions, insurance companies and fund management companies (cf. § 3 para. 2 AnlEntG). In addition, no claim for compensation can be brought forward if a claim is based on faulty advice.

Further details about investor compensation and compensation proceedings are available on the website of the EdW (www.e-d-w.de) and can be provided to Investors upon request.

(g) Risks associated with financial instruments

Asante is generally involved in the distribution of interests in closed ended funds (whether on the primary or secondary market (and from time-to-time interests in associated portfolio entities; together "Products")) created by third party Product manufacturers.

When engaging in these activities Asante will be considered to be engaging in the investment service of investment brokerage (investment service A1 of MiFID Annex I) with prospective investors to whom it makes interests in Products available and such investors are deemed clients of Asante.

An investment in a Product is suitable only for sophisticated professional investors who are aware of the risks of investing in a Product, and a prospective professional investor must understand, and have the financial ability and willingness to accept the extent of a professional investor's exposure to the risks and lack of liquidity inherent in an investment in a Product. An investment in a Product should only be considered by professional investors who are familiar with the specific risk-reward relationship of Products and who have sufficient financial capacity to bear such risks.

A private placement or information memorandum will always be available in connection with any Product that is made available to an investor by Asante and this document will contain a detailed risk section which highlights both the general and specific risks associated with an investment in the specific Product. Investors who are interested in an investment in a Product should read carefully the risk factors set out in the private placement or information memorandum and the associated Product documents and consult with their own experienced advisers before deciding to invest.

(h) Classification of investors

If you are receiving this document, we have classified you as a professional client under the relevant MiFID rules. In receiving this document you are acknowledging this classification, agree that it is appropriate and confirm that you wish to be treated as a professional client by Asante. If you think that this classification is incorrect, please contact the Asante individual from whom you received this document as soon as possible.

As a result of your classification as a professional client you are considered to have the requisite knowledge and experience necessary to make your own investment decisions and understand the risks involved. You may request re-classification as either a retail client or eligible counterparty at any time (subject to any relevant qualification criteria being met), but please note that we are not authorised to do business with retail clients.

(i) Investor orders

Asante does not handle orders for investors. Any acquisitions or disposals of, or subscriptions for interests in, a Product, will be handled at Product level.

(j) Contractual agreement and anti-money laundering checks

While we are required to treat you as a client of Asante we do not anticipate entering into any contractual agreements with you in connection with the distribution of interests in the Products. In certain circumstances (where you become responsible for the payment of our fees in connection with a secondary transaction) we may look to enter into a contractual arrangement with you. We will contact you if this becomes relevant.

Similarly, we will not look to complete any anti-money laundering checks on you unless you become responsible for the payment of our fees. If you look to acquire interests in the Products that we distribute, you will be required by the manufacturer to comply fully with applicable anti-money laundering laws prior to making any subscription or other acquisition.

(k) Investment advice

Asante does not provide investment advice to any investors in connection with any Products that it is appointed to distribute. This means that Asante does not make any

personal recommendations to any investors in respect of an investment in the relevant Product based on any investor's personal circumstances. No assessment is made by Asante as to whether an investment in a given Product is suitable for any investor based on the consideration of that investor's existing portfolio or circumstances.

(l) Market offer

Asante represents third party Product manufacturers and does not offer its own Products.

(m) Key information documents

Asante does not make personal recommendations concerning Products to retail clients and as such no key information document will be produced in connection with any Product distributed by Asante.

(n) Target market disclosure: appropriateness and suitability

Asante does not assess the appropriateness and suitability of any Product for any particular investor. As professional clients, Asante is able to assume that all investors that it deals with have the required level of knowledge and expertise to assess each Product and can bear the investment risk associated with an investment in the relevant Product.

3. Costs and charges disclosure

(a) Costs and charges associated with Asante's services

When we are distributing interests in a Product, the Product will be manufactured by a client of the Asante Capital Group. The Product manufacturer will be disclosed in any marketing communications or materials circulated by Asante in connection with the Product. The Product manufacturer (or an affiliate of the same) will be responsible for remunerating Asante for distributing the Product.

Asante's fees may include one or more of the following elements:

- (i) the Asante Capital Group may be entitled to a placement fee calculated by reference to the value of financial commitments made by some or all of the investors that invest into the Product;
- (ii) the Asante Capital Group may be entitled to a cash retainer fee, which may or may not be offset against the placement fee described in paragraph 3(a)(i); and/or
- (iii) the Asante Capital Group may be entitled to a bonus payment upon the achievement of certain pre-determined objectives, generally where certain capital raising value thresholds are exceeded.

Fees are generally paid to the Asante Capital Group by the Product manufacturer (or an affiliated entity) over a period of months or years.

Full details of Asante's fee arrangements in connection with any given Product offering can be provided on request (with consent of the Product manufacturer) through the virtual data room in connection with any given Product offering.

(b) Costs and charges associated with an investment in a Product

An investment in a Product will typically include a range of initial and ongoing costs. Investors will be responsible for bearing a proportion of the establishment costs of the Product and will generally also assume responsibility for covering the ongoing costs of

administering the Product and any costs associated with the execution of underlying transactions (e.g. acquisition of portfolio companies). A separate management fee will typically be payable to the manager of the Product and in circumstances where a pre-determined investment return has been made for investors, further returns may be split between investors and the Product manufacturer in a pre-set proportion. Full costs disclosures are included in both the private placement or information memorandum and the constitutive document for the Product (for Products structured as limited partnerships, the limited partnership agreement). Costs disclosures on an ongoing basis will generally be included in quarterly reporting in connection with each Product. Further details about costs for any given Product can be made available by Asante on request.

Asante's fees as disclosed in paragraph 3(a) will be in addition to the costs disclosed in this paragraph 3(b), but will generally be paid by the Product manufacturer using management fee proceeds.

On the basis that we only offer interests in Products to eligible counterparties and sophisticated professional investors, we expect investors to agree on a limited application of the detailed requirements regarding cost disclosure as set out in Article 24(4) of MiFID. By continuing communication with us in relation to any Product after having been provided with this document, in particular by requesting more detailed information about a specific Product, you will be treated as having consented to a reduced level of information in relation to costs and charges associated with an investment in the relevant Product

4. Conflicts

- 4.1. As a regulated business, Asante has in place a conflicts of interest policy which sets out how Asante identifies, manages and monitors any conflicts of interests that might arise in connection with the distribution of Products to investors.
- 4.2. The following conflicts are of principle importance in connection with Asante's business and in line with Asante's conflicts of interest policy and the provisions of Section 63 (2) WpHG include:
 - (a) **Costs conflict:** as disclosed in paragraph 3(a), Asante will be entitled to fees in connection with the distribution of Products and Asante is treating these fee arrangements as generating a conflict of interest between Asante/the Product manufacturer and any investors that Asante introduces to the manufacturer. In order to manage this conflict, Asante will ensure that all investors are provided with objective information in connection with the Product that will enable each investor to reach an informed decision about the merits of the Product and whether the Product is a suitable investment for any given investor. As a professional client, Asante considers that each investor has a level of sophistication and knowledge which should enable that investor to reach a balanced decision on the merits of an investment in any Product and bear any associated investment risks. Asante will not provide any investment advice to any investor in connection with any Product that it is responsible for distributing. If you have any objections to the fee arrangements disclosed and/or Asante's approach to managing this conflict of interest, please contact info@asantecapital.com.
 - (b) **Competing manufacturers:** as Asante acts as a third party distributor, in theory Asante could be appointed to distribute interests in Products created by independent manufacturers that compete at a manufacturer/Product level. In line with Asante's conflicts policy, Asante's position is to ensure that it does not represent competing Product manufacturers at the same time. Identification of such conflicts of interest is dealt with during Asante's client take on process and where a potential conflict is identified, Asante will decline the relevant mandate.
 - (c) **Asante investments:** while none of the Asante Capital Group entities are investors in Product manufacturers, one or more employees or affiliates of the Asante Capital Group

may be an investor in the Products themselves which could create a conflict of interest as between Asante and the Product manufacturer and between Asante and an investor. In order to manage this conflict of interest, any investment from Asante employees or affiliates is limited to investment at the final close date for the relevant Product, such that Asante employees or affiliates will never be invested in a Product that it is actively engaged in distributing.

- 4.3. A copy of Asante's conflicts of interest policy can be provided on request.

5. Inducements

- 5.1. Under MiFID, restrictions are placed on the payment and receipt of inducements in relation to the provision of investment services.
- 5.2. In particular, Asante must not provide or receive any monetary or non-monetary benefit in connection with the provision of investment brokerage services to a client from a third party, unless it is designed to enhance the quality of service to the client and is of a scale and nature that does not impair compliance with Asante's duty to act honestly, fairly and professionally and/or otherwise influences Asante's behaviour in any way that might be detrimental to the interests of its clients.
- 5.3. In the context of Asante's business, Asante will always treat a Product manufacturer as its client. For the purposes of primary fundraising, it will be the Product manufacturer that will pay Asante's fees. When Asante is engaging in secondary transactions, there may be situations where either an investor (or a selling counterparty) becomes responsible for the payment of Asante's fee.
- 5.4. Where Asante receives fees from a Product manufacturer in connection with its primary fundraising activities, based on Section 70(7) of WpHG, Asante takes the view that these fees are exempt from the restriction on inducements, given that these fees enable the provision of investment brokerage services to potential investors and it is to the benefit of such investors that the Product manufacturer bears this cost. Under Section 70(7) of WpHG, fees and charges that enable or are necessary for the provision of investment services and which by their nature are not likely to impair compliance with the investment firm's duty to act in the best interest of the client, are exempt from the restriction on inducements under Section 70(1) of WpHG.
- 5.5. Where Asante's fees are met by investors, the inducements rules should not be relevant in the context of any services deemed provided to such investors. Any such fees will be disclosed to investors as part of the relevant secondary process and the payment of such fees will be linked to the completion of the relevant secondary transaction.
- 5.6. Our procedures to adhere to these restrictions are set out in our inducement policy, a copy of which is available on request.

6. Complaints

- 6.1. In accordance with article 26 of MiFIR, Asante has adopted the following complaints procedure:
- (a) Staff must immediately refer any complaints received to Asante's compliance officer (the "**Compliance Officer**") through the completion of the Complaints Receipt Form (the "**Form**"). A simultaneous email notification should be sent to the managing directors. Staff will not reply to any messages directly and if the complaint is received verbally, staff will inform the complainant that Asante operates a complaints handling procedure and that the complaint will be handled in accordance with this.
- (b) A **complaint** is considered to include any oral or written expression of dissatisfaction whether justified or not, for or on behalf of a person, about the provision of, or failure to

provide, a financial service which alleges that the complainant has suffered (or may suffer) a financial loss, material distress or material inconvenience

- (c) On receipt of the email notification one of the managing directors will send a holding message to the complainant explaining that the complaint has been received, is taken seriously, is being investigated and providing an indication of when the complainant may expect to receive further information about the complaint.
- (d) On receipt of the Form the Compliance Officer will enter the details of the complaint into the Incidents and Breaches Register and will look to evaluate the complaint competently, diligently and impartially with a view to reaching a conclusion as to:
 - (i) whether the complaint should be upheld or rejected;
 - (ii) what remedial action or redress (or both) may be appropriate; and
 - (iii) whether another respondent may be responsible for the matter alleged in the complaint.

The evaluation should under normal circumstances take no longer than five business days.

- (e) Following completion of the evaluation, the Compliance Officer will circulate his conclusions to the managing directors for consideration and approval. The managing directors will have up to five business days to consider the Compliance Officer's recommendations.
 - (f) Once the managing directors have agreed on the correct approach to be taken, the managing director responsible for the relationship with the complainant will communicate Asante's agreed position to the complainant and will confirm that Asante considers the complaint to be resolved.
 - (g) All complaints must be resolved within eight weeks of first notification.
- 6.2. Asante's complaints resolution process is without prejudice to a complainant's ability to make a complaint about Asante directly to BaFin. BaFin's complaints process can be accessed [here](#).

Schedule

Asante Capital Group

Asante forms part of the Asante Group which consists of three other substantive operating entities as follows:

- (a) Asante Capital Group LLP
- (b) Asante Capital Group Advisors, LLC; and
- (c) Asante Capital Group HK Limited.

Each of the Asante Group operating entities carries financial services authorisations to conduct capital raising/placement activities in the jurisdictions in which they are incorporated, details of which can be provided on request.