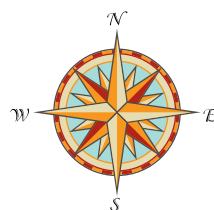


SELL-SIDE COMPLIANCE SOLUTIONS

“Market Smart” with Sales Road Maps



GLOBAL
SALES
COMPLIANCE

SELL-SIDE COMPLIANCE SOLUTIONS

YOUR NEEDS

SALES ROAD MAPS

Global Sales Compliance Ltd. provides an easy, cost-effective service that helps the "Alpha Industry" expand its business globally.

We provide compliance guidance on regulations, legal requirements and sales practices to companies that market investment products & services in foreign jurisdictions.

This practical guidance is contained in our "Sales Road Maps", a ready-reference tool summarizing customized legal advice to quickly address key issues (in 70+ countries):

- What are local private placement rules and how do we implement them based on our products and business model?
- What are the product requirements?
- What are permitted sales practices?
- What are the licensing requirements?
- What are prohibited marketing techniques?
- Marketing Presentation review and country specific disclaimer language
- Risk Assessment (sanctions)

CLIENT FEEDBACK

We designed the "Sales Road Maps" service to address our Client needs. This is what our AIFMs, asset managers, third party marketing platforms and financial institution Clients have told us:

Sales & Marketing says:

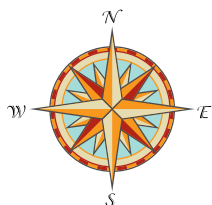
"I'm getting on a plane in 5 minutes to market hedge funds in Germany. Don't give me legalese; just give me do's and don'ts so I can easily follow the rules!"

Legal & Compliance says:

"In today's environment of increased regulation, we cannot afford to market our products in multiple jurisdictions and not know what the local requirements are. The risks are just too high."

CEOs say:

"I've put my hard-earned personal capital into my business. I don't want to see my franchise and reputation at risk "simply" because my marketing teams don't know the local regulations. We need practical guidance fast."



SELL-SIDE COMPLIANCE SOLUTIONS

OUR SERVICE

"MARKET SMART" WITH SALES ROAD MAPS

Your Challenge

"Alpha Industry" managers and distribution platforms all want to do one thing: **build their business.**

Business opportunities are increasingly generated across foreign jurisdictions. Local regulations governing product marketing "dos" and "don'ts" must be investigated, yet it takes time and substantial legal budgets to understand local requirements. These requirements differ country by country and frequently change.

Our Solution

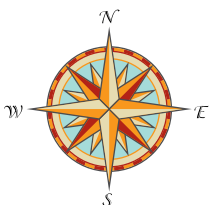
Our bespoke Sales Road Maps meet these challenges by providing up-to-date key guidelines on private placement issues in 70+ jurisdictions globally.

We cover the private placement marketing and sale of AIFM funds including hedge funds, private equity, real estate, managed futures, structured products, securities, "Managed Accounts" (discretionary account management services) and "long-only" UCITs Funds.

Our service comprises:

- Sales Road Map manual (E-Manual)
- Onsite training
- Backup Legal Memos

In jurisdictions where legal & compliance says "No", we help Clients establish sales practices to facilitate raising assets while minimizing business risk.



Sample Sales Road Map

Sales Road Map: Europe Country X Archives

Company Name	Check ✓
Client Business Model <ul style="list-style-type: none"> • Client X business model is cross-Border marketing from their UK FSA licensed and EU vehicle of open-ended offshore domiciled hedge funds on a private placement basis in Europe Country X. • This Sales Road Map is provided under the assumption that Client X (UK) is passported into Country X. 	
Product Offering <ul style="list-style-type: none"> • This Sales Road Map is based on Client's flagship product, a non-UCITS single manager open-ended hedge fund. 	
To Do Items (Product) <ul style="list-style-type: none"> • It is recommended that Client have all funds thoroughly reviewed by local Counsel to confirm characterization and private placement exemptions. • Local Counsel has conducted a preliminary review of Client fund and confirms the fund to be characterized as "equity securities" subject to the X Act. • No prospectus is required to be filed under the X Act if the Client Fund is offered under an exemption (see below). 	
Disclaimer Language <p><i>This [Prospectus] has not been filed with or approved by the X Supervisory Authority or any other regulatory authority in the Kingdom of X. The [securities] have not been offered or sold and may not be offered, sold or delivered directly or indirectly in Country X, unless in compliance with the X Act on Trading as amended from time to time. Accordingly, this [Prospectus] may not be made available nor may [the securities] otherwise be marketed and offered for sale in Country X other than in circumstances which are deemed not to be a marketing activity or an offer to the public in Country X.</i></p>	
Private Placement Exemptions <p>Private Placement exemptions available for the offer of Client X product:</p> <ol style="list-style-type: none"> 1. "Qualified Investors" (as defined) 2. Less than 100 persons (can be individuals or institutions) 3. Minimum investment of EUR 50,000 <p>(All these exemptions can be used and combined)</p>	

GLOBAL SALES COMPLIANCE 3

Sales Road Map: Europe Country X Archives

Company Name	Check ✓
Sales Practices	
Investor Qualification Criteria <ul style="list-style-type: none"> • There are no other investor qualification criteria other than to meet the private placement exemptions as defined. 	
Prohibited Marketing Techniques <ul style="list-style-type: none"> • It is prohibited from approaching Country X investors irrespective of the type of investor (including "Qualified Investors"), on an unsolicited basis by email, fax, or other means to market investment products. • Cold Calling and cold e-mailing is also prohibited. 	
Offeree Number Limits <ul style="list-style-type: none"> • There are no offeree number limits for offers to "Qualified Investors" or with the minimum investment exemption of EUR 50K. • No greater than 100 offers is allowed under the "less than 100 persons" exemption. 	
Sanctions <ul style="list-style-type: none"> • It is a criminal offense to offer Client X products without a prospectus (if required) violating the Prospectus Order. • Criminal sanctions are in the form of fines and up to 1 year imprisonment. • Violations of the requirements to register non-UCITs funds where necessary are subject to fines and possible imprisonment. • It is likely Country X regulator will contact the UK FSA to order a stop to the marketing activity in Country X. • These sanctions could apply to the legal entity making the offer, company executives (CEO), as well as individual salespersons. 	

GLOBAL SALES COMPLIANCE 3

This Sales Road Map document is provided for illustrative purposes/general guidance only. Although the Sales Road Map is a summary of bespoke legal advice obtained for the Client, the document itself does not constitute legal advice and should not be taken as such. This document is only intended for the Client requesting the document and may not, under any circumstances, be relied on by any third party. GSC disclaims any liability for use by any third party of this Sales Road Map.

SELL-SIDE COMPLIANCE SOLUTIONS

WHY CHOOSE GLOBAL SALES COMPLIANCE

Our Experience:

- Local regulations continuously change. We uniquely have been tracking these rules for 15 years in 70+ countries and have long-standing relationships with external counsel worldwide.
- We have extensive experience in the establishment of sales practices to support a global, multi-client distribution platform.

Save Time:

- We bring a ready-made solution. To recreate our knowledge base would require millions in investment in legal fees and 15 years of in-depth analysis.
- We save you time needed to interpret legal opinions and conduct follow-up inquiries.

Save Costs:

- Our ready-made solution saves significant legal costs over law firm distribution surveys.
- Clients can choose the jurisdictions they want included and pay one fixed price per jurisdiction. This price also includes onsite training, Sales Road Map manual (hard copy and E-MANUAL) & marketing presentation review, legal fees and onsite training.

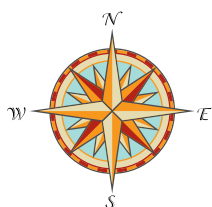
Business-Friendly Approach:

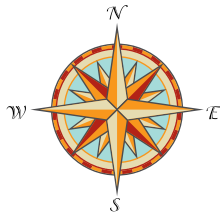
- We interpret regulatory and legal jargon and provide business-friendly action items and flag potential roadblocks that can save your business from wasting precious resources.
- We help you open up markets that weren't available due to complex regulatory issues.

Who We Are:

Cathy Brand, Founder & CEO, Global Sales Compliance Ltd.

- 21 years' experience in asset management & alternative investment industry specialized in product development and global distribution
- 18 years' banking experience in Europe (Zurich-Geneva-London) at global institutions: Citigroup Alternative Investments, UBS, Zurich Financial Services & Pioneer Global Investments





GLOBAL SALES COMPLIANCE

For information on the full range of our services,
please visit our website.

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