**Annex 2**

**Standard layout of offer document**

This document is Annex 2 to AMF instruction DOC-2017-06 – Procedure for preparing and registering an information document that must be filed with the AMF by intermediaries in miscellaneous assets.

**I. General characteristics of the transaction**

This section includes the general characteristics of the transaction in miscellaneous assets.

1. Offer name:
2. Insert disclaimer:

**“This document has been filed with the Autorité des Marchés Financiers pursuant to article L. 550-3 of the Monetary and Financial Code and registered under number XX on XX/XX/XXX. ”**

**The registration number of this information document was assigned after the AMF verified that the document was complete and comprehensible, and that its content was consistent. The allocation of this registration number does not imply that the AMF has authorised the accounting and financial information presented, nor does it constitute a label of quality or a guarantee that the transaction will be completed successfully.”**

1. Overall plan of the transaction;

The plan must be simple and provide an overview of the transaction, with a brief description of the nature of the proposed investment.

1. Mention of the intermediation in miscellaneous assets legal system and the legislation governing it (specify whether the intermediation in miscellaneous assets is pursuant to paragraph I or paragraph II of article L. 550-1 of the Monetary and Financial Code);
2. Risk factors associated with the transaction;

Details are provided on the risks to which the investor is exposed by choosing to invest in the proposed offer, as well as, among other things, on the following, where applicable:

* capital risk;
* liquidity risk;
* market risk;
* tax risk;
* risks specific to the assets in question (transportation, custody, breakage, theft, etc.);

Each risk is accompanied by a brief written explanation.

1. Typical investor profile;

The aim of this section is to specify which investors are being addressed and have access to the offer.

It must therefore specify the typical investor profile - in terms of characteristics, objectives and requirements - for which the offer was created, as well as the recommended investment horizon where applicable.

Where applicable, the typical investor profile is supplemented by information on:

* Target investors’ aversion to or appetite for risk;
* The share of the clients’ assets or financial portfolio deemed reasonable for investment in this offer;
* A disclaimer on the need to diversify investments.

The recommended investment horizon must be consistent with the nature of the assets and the investment objective, where applicable. It must be consistent with a minimal capital risk, based on the long-term evolution of the markets rather than an atypical or snapshot market situation.

1. Investment horizon;

**II. Economic and financial characteristics of the transaction**

1. General economic characteristics of the sector in question;
2. Financial characteristics of the investment:
3. Subscription methods and types of contracts involved in the transaction (e.g. entering into a management mandate, co-ownership, acquisition of title, etc.), as well as the law governing these contracts. In the case of contracts entered into under foreign law, the investor is made explicitly aware of the jurisdiction in question;
4. Investment universe, i.e. the type of assets concerned;

For example, if the assets are forests, information should be provided on their location, the kind of trees and plant life, their surface area, how they are managed, etc.

If they are wine bottles, the type of wine and the vintage should be specified, for example.

1. Management strategies developed in order to determine, for example, whether title is being acquired and retained until the contract expires or the assets are being managed dynamically.
2. Technical management methods if the acquirer is not managing the assets itself;
3. Valuation of the life annuities, assets or title to the assets

This is where the valuation procedure (organisation, people participating in the procedure), the method used for each type of asset and the frequency of valuation are presented.

1. Income distribution methods, where applicable;

**III. Costs**

This involves providing detailed information to the investor about all the costs they will have to incur, whether directly or indirectly (upon subscription and until they sell their investment): type of costs/frequency of billing/basis and % and/or fixed amount...

Costs and fees are expressed inclusive of tax, in the form of the table below, and show the maximum that can be deducted from the investor per item.

|  |  |  |  |
| --- | --- | --- | --- |
| **Type of cost (direct or indirect)** | **Remuneration of the intermediary in miscellaneous assets or a third party** | **Rate scale and basis or flat fee** | **Methods of withdrawal** |
| **Costs charged directly to the investor** |  |  |  |
| Entry fee |  |  | Deducted directly from the amount invested or at the investor’s expense |
| Management fee |  |  | Specify the payment methods and frequency |
| Guarantee fee |  |  | Specify the payment methods and frequency  |
| Other fees (custody, transportation, etc.) |  |  | Specify the payment methods and frequency |
| Transaction fee |  |  |  |
| Liquidation fee (relating to the resale of the assets) |  |  |  |
| Capital gains fee (if several intermediaries in miscellaneous assets participate in the transaction and several or all of them receive a capital gains fee, this fee should be broken down by intermediary) |  | Specify whether these are deal-by-deal or as-a-whole fees |  |
| **Other indirect costs that may affect the return on the investment (e.g. remuneration by a third party of the intermediary in miscellaneous assets that takes the initiative in the transaction)**  |  |  | Specify the methods and frequency |

Add the following text: *“Fees paid reduce the return on the investment”.*

The management fee includes the administrative costs associated with involving the expert, taking out insurance on the assets, the intermediary in miscellaneous assets taking out professional indemnity insurance, the intermediary in miscellaneous assets’ banking account fees and, where there is a buy-back or exchange option, activating a liquidity mechanism.

**IV. Investment evolution scenarios**

This section uses graphs or a table to demonstrate how the transaction works in order to show:

* the amount invested;
* the impact of charges on the return of the investment, including any deductible capital gains fees;
* the impact of changes in the underlying assets market on the return of the investment.

Three scenarios should be illustrated:

* an unfavourable scenario, to be presented first with a view to showing the most harmful outcomes for the investor;
* a medium scenario;
* a favourable scenario, which must illustrate how the investment works but should not in any way mislead the investor as to their potential returns.

The examples used in creating these scenarios are based on reasonable, cautious assumptions about the future development of prices and market conditions.

**V. Information about the transaction participants**

This section includes a list and the contact details of all parties involved in management, custody, control or distribution.

1. Information regarding the intermediary in miscellaneous assets mentioned in article L. 550-1, paragraph I, subparagraph 1 and paragraph II of the Monetary and Financial Code that take the initiative in the transaction:

*a)* For individuals : name, postal address;

*b)* For corporate entities: company name, registered office and postal address (if different), governance, share capital, name of auditor (where applicable) and corporate purpose.

 Indication of revenues in each of the last three financial years.

1. Information regarding the expert who attests to the existence of the assets and gives an opinion on their liquidity and value:

*a)* For individuals : name, postal address;

*b)* For corporate entities: company name, legal form, registered office and postal address (if different);

1. Name and address of the auditor (where applicable)
2. Distributors (provide information about the prospective distributors at the time of filing this information document)

Name and postal address or, for corporate entities, company name, legal form, registered office and postal address (if different);

1. Information regarding the entity responsible for insuring the assets to which title is acquired or exchanged against a life annuity

Company name, legal form, registered office and postal address (if different).

1. If there is a buy-back or exchange option, information about the persons guaranteeing the liquidity of the assets or the title to the assets

Company name, legal form, registered office and postal address (if different), type of authorisation.

**VI. Buy-back or exchange option**

1. Legal methods for buy-back or exchange;

Conditions, applicable clauses, procedure and time frame for implementation.

1. Payment methods for the acquired assets

**VII. Other information**

1. Tax regime, if relevant
2. Content of the dossier to be returned to the investor: information document, contracts.
3. Persons responsible for the information document

Signature of the intermediary in miscellaneous assets mentioned in article L. 550-1, paragraph I, subparagraph 1 and paragraph II of the Monetary and Financial Code that take the initiative in the transaction.

Addition of the text “The information in this document is accurate and contains no omissions that might alter its scope”.

Addition of the name, address, phone number and email address of the person investors should contact for any additional information.