

Charging Infrastructure Investment Fund: Request for Proposals

1. Purpose of the Request

- 1.1. HM Treasury (“HMT”) is considering investing, on arm’s length commercial terms alongside the private sector, in businesses or projects operating in (and around, which would include support industries relating to) the UK Electric Vehicle (EV) charging infrastructure sector. HMT is considering implementing this by investing in one or more funds focussed on this sector (the “Fund(s)”) up to 50% of the total amounts committed and deployed by the Fund(s), and up to a maximum of £200 million. This investment is to be called the Charging Infrastructure Investment Fund (“CIIF”).
- 1.2. HMT is seeking proposals from prospective fund managers (“Manager(s)”) active in this sector. Key individuals in the selected Manager must have a proven track record in this sector, or related sectors, that demonstrates their suitability to manage the Fund.
- 1.3. Managers will be responsible for raising the private sector fund investment of 50% or more of total capital committed and deployed.
- 1.4. This document sets out HMT’s Request for Proposals (“RFP”) providing potential Managers with the necessary information to decide whether to submit a proposal to HMT and to ensure that any response is in accordance with HMT’s requirements.
- 1.5. The Infrastructure and Projects Authority (“IPA”) is managing the delivery of the Fund on behalf of HMT.

2. About HMT and the IPA

- 2.1. HMT (<https://www.gov.uk/hm-treasury>) is the government’s economic and finance ministry, maintaining control over public spending, setting the direction of the UK’s economic policy and working to achieve strong and sustainable economic growth.
- 2.2. HMT is responsible for:
 - public spending: including departmental spending, public sector pay and pensions, annually managed expenditure and welfare policy, and capital investment
 - financial services policy: including banking and financial services regulation, financial stability, and ensuring competitiveness in the City
 - strategic oversight of the UK tax system: including direct, indirect, business, property, personal tax, and corporation tax
 - the delivery of infrastructure projects across the public sector and facilitating private sector investment into UK infrastructure
 - ensuring the economy is growing sustainably
- 2.3. The IPA (<https://www.gov.uk/ipa>) is part of the Cabinet Office, and reports jointly to HMT and the Cabinet Office. It was formed in January 2016 by the merger of Infrastructure UK (part of HMT) with the Major Projects Authority (part of Cabinet Office). The IPA provides expertise in infrastructure and the financing, delivery and assurance of infrastructure and major projects, to support more effective management and delivery across government.

3. Background, Policy Objectives and Structures

- 3.1. The Government's ambition is for Britain to be a world leader in electric vehicle technology and uptake. An infrastructure network needs to be in place that is easy for current and prospective drivers to locate and use, and is affordable, efficient and reliable. One of the Government's manifesto commitments is for almost every car and van in the UK to be zero emission by 2050. The CIIF is a key element in delivering this Government commitment. Similarly, the Air Quality plan foresees the end of sale of new conventional petrol and diesel cars in the UK by 2040. The Office for Low Emission Vehicles ("OLEV"), set up by the Department for Transport ("DfT") in conjunction with the Department for Energy and Industrial Strategy ("BEIS") is investing nearly £1.5bn between April 2015 and March 2021 on a range of measures, including on zero-emission vehicle grants (Plug-in Car, Van, Taxi and Motorcycle grants), Research, Development and Demonstration, and the support of EV charging infrastructure. Additionally, OLEV provides support to low emission buses, runs a communication campaign for consumers and is heavily involved in the Automated and Electric Vehicles Bill (aimed at interoperability, improved data, and chargepoint provision at motorway service areas and large fuel retailers).
- 3.2. Regarding charging infrastructure, grants are available as part of the Electric Vehicle Homecharge Scheme, On-street Residential Scheme, and Workplace Charging Scheme. The CIIF is part of a range of measures particularly targeted at provision of public charging at destinations, on strategic roads and in urban areas.
- 3.3. Considerable private sector investment will be required over the coming years to achieve the build-out of UK EV charging infrastructure. To catalyse the private sector investment required, the Chancellor of the Exchequer on 22nd November 2017 announced a new £400m EV CIIF. The CIIF will be established in partnership with the private sector and the Government is considering investing up to 50% of the total capital committed and deployed (up to a maximum of £200m), however the CIIF will be managed and invested in on a commercial basis by a private sector fund manager who will make independent, commercial decisions on how to invest, within parameters set by Government when setting up the relevant Fund(s). Accordingly, the Government will most likely be a Limited Partner in such Fund(s).
- 3.4. This investment in charging infrastructure reflects the Government's confidence in the sector. It is intended to accelerate the roll-out of charging infrastructure by providing access to finance to companies that deliver chargepoints and encouraging the engagement of a more diverse range of parties within the financial community to support the growth of the sector, therefore increasing competition and delivering the best outcome for the consumer. The dual policy objectives, therefore, are to enable faster expansion of public charging networks and to increase the amount of capital invested in the sector via a catalytic effect.
- 3.5. Due to the nascent phase of the industry, the investment parameters for the Fund will be kept wide and will likely include an array of products along the capital spectrum including equity, mezzanine and possibly senior debt investments. We envisage that fund managers may wish to invest both in companies and in infrastructure-type projects. The Fund's focus comprises all elements of EV charging infrastructure (but not the vehicles), including, but not limited to:
 - physical chargepoints
 - the software and platforms required to run charging infrastructure and to make them smart, communicative and interoperable

- grid connections to the national and local electricity distribution networks and any related grid reinforcement to the extent required for the chargepoints
 - required battery storage solutions that may be related to the provision and operation of chargepoints.
- 3.6. The focus of the CIIF is on new capacity (as opposed to refinancing existing capacity) and it will look to achieve a good level of diversification across technologies and applications. Existing or novel business models may be considered. Initial market feedback has suggested that opportunities for commercial investment are likely to require scale/high utilisation or some form of underwritten revenues. This could include, but is not limited to, “petrol station”/hub-type sites in busy urban and suburban locations, charging “depots” coupled with some form of “minimum usage guarantee” from vehicle fleets, or, in the destination market, contractual arrangements where there are, for example, underwritten ancillary revenue streams to the project.
- 3.7. HMT will consider a variety of investment mandates and structures as proposed by applicants with the aim of selecting a proposal(s) that has/have the best prospect of meeting the government’s aims and policy objectives. In terms of structure, this would most likely involve government becoming a cornerstone investor and Limited Partner in a new fund focused exclusively on the sector. This could also include more than one fund, each focusing on different types of investments, for example a private equity, growth capital-type fund to invest in high-growth companies and a yield/income-focused fund, investing in infrastructure-type projects that often involve Special Purpose Vehicles.
- 3.8. Structuring options could therefore include a fund manager that invests in both types of investments from a single fund, one fund manager that manages two sub funds, or appointing two complementary fund managers. It is also conceivable for two fund managers to work together as part of a consortium. Fund managers may wish to work with a technical partner, either an adviser or a relevant industrial party (as long as any conflict of interest issues remain manageable). HMT could consider a fund manager using (an) existing investment(s) as (a) “seed asset(s)” for the fund in case they have significant further capital expenditure requirements that the Fund(s) could help accelerate. However, this would require an independent valuation of these assets. Finally, not allocating all of the CIIF’s maximum £200m investment amount as a commitment to the Fund(s) at the outset, i.e. reserving some of it to be allocated at a later date, might be considered too.
- 3.9. In any case, it will be important that HMT has the additional, private sector capital invested alongside it on a pari passu basis and that HMT makes up no more than 50% of the total capital committed and deployed. HMT cannot exercise any commercial control over the Fund(s) or investments and, in line with standard market practice and HMT’s position as a large investor, will merely have certain consent rights consistent with its investments in the Fund(s) and the exact legal structure of the Fund(s).
- 3.10. The Fund(s) are intended to complement other government programmes rather than duplicating or competing with them. These programmes include the aforementioned grant programmes operated by OLEV, and also the UK Guarantee Scheme, administered by the IPA which is available for certain UK greenfield infrastructure projects.
- 3.11. While the precise CIIF timetable is yet to be determined by HMT, the target is to select a Manager by the Autumn of 2018 and for the Fund(s) to be closed and in a position

to begin investing in early 2019. HMT expects to select between one and two Managers for the Fund(s), but reserves the right to select more than two.

4. HMT Investment Requirements

- 4.1. If the process proceeds to completion, HMT will require that HMT funds are only invested in (those parts of) businesses (that are) operating in the UK. Funds must be invested in accordance with an agreed investment mandate.
- 4.2. HMT will provide no more than 50% of the total capital committed and deployed in any Fund (or individual investment). It is currently envisaged that no more than £200m will be allocated to all Fund(s), taken as a whole.
- 4.3. Any investment by HMT must be on commercial terms and on terms that are no worse than those enjoyed by any other investor in the Funds. HMT will expect a “most favoured nation” provision for its benefit.
- 4.4. HMT needs to adhere to an internal budget for its investment in the Fund. However there is some flexibility to further calibrate it based on the responses to the RFP. As such we would be interested in finding out:
 - Whether the Fund manager believes it unlikely that it would make investments in excess of £160m in 2019/20 and £160m in 2020/21?
 - Whether the Fund manager would prefer an investment period of 3 years (financial years 2019/20 – 2021/22) or 4 years (financial years 2019/20 – 2022/23)?
 - What is the Fund manager’s best expected (and high and low) estimate for the Fund’s investment profile for each year of the investment period?

5. Process and Timetable

- 5.1. HMT is seeking proposals by midday on 21 September 2018.
- 5.2. HMT has not yet made a final decision on whether or how much to invest in the Fund(s), and will consider proposals from Managers as to what an optimum investment amount in the Fund(s) would be.
- 5.3. Upon receipt of proposals, HMT intends to select a shortlist of about three Managers on which to conduct thorough due diligence. While the precise timetable is yet to be determined by HMT, it is the current objective of HMT to announce its preferred Manager(s) by the Autumn of 2018. The commitment will not be confirmed until any final due diligence is complete, contracts fully agreed and a successful first close is reached. Any commitment of capital by HMT will be on a basis that ensures that HMT is not providing more than 50% of the overall capital committed and deployed in the Fund at any point. This implies that during a fund raising process, HMT makes funds available to begin investing but only to the extent that they are matched by private sector funds.
- 5.4. HMT reserves the right to amend the timetable until such time as binding arrangements are concluded with the preferred Manager(s). HMT reserves the right to suspend or cancel the process at its sole discretion. Any costs or expenses incurred by a bidder, whether or not shortlisted as a Manager, or otherwise, will not be reimbursed by HMT, and HMT will not be liable in any way to a bidder for costs, expenses or losses incurred by the bidder as a result of any such amendment, suspension or cancellation, or by the bidder not being selected or shortlisted as a potential Manager.

5.5. HMT will be operating a procurement process under UK law to the following indicative timetable:

Issue RFP	23/07/18
Deadline for receipt of clarification questions	12h00, UK Time on 07/09/2018
Deadline for receipt of proposals	12h00, UK Time on 21/09/2018
Selection of shortlisted Manager(s) and commencement of detailed due diligence	October 2018
In principle selection and announcement of preferred Manager(s)	November/December 2018
Fund Close	Early 2019

5.6. Prospective bidders are invited to direct questions to: CIIF@IPA.GOV.UK As questions and responses may be shared between the bidders, bidders are encouraged to keep to themselves commercially sensitive information that is not in the RFP and that could represent a competitive advantage for the bidder that they may wish to keep.

5.7. Five hard copies of the proposal should be submitted to HMT along with an electronic version to CIIF@IPA.GOV.UK.

5.8. All proposals should be delivered to:

Dr Axel Jaegle
 Infrastructure and Projects Authority
 1 Horse Guards Road
 London
 SW1A 2HQ

6. Evaluation Criteria

HMT intends to select Managers based on the criteria set out in this section below. The criterion set out in 6.1 is a threshold criterion, and Managers must satisfy HMT that they meet it in order to be considered. The evaluation criteria set out in sections 6.2 to 6.9 each have an equal weighting. Managers should ensure that their responses clearly address each criterion. The information requested in section 8, below, is the minimum HMT requires to evaluate each of these criteria.

6.1. **Authorisation** – Any prospective Manager must confirm that it has been granted the authorisation under Part 4A of the Financial Services and Markets Act 2000 (as amended) to provide investment management services, and to manage alternative

investment funds, in and from the UK (or must explain why it considers it does not require such authorisation to provide such services or perform such activities in or from the UK).

- 6.2. **Fund Structure and Sector Focus** – HMT will consider a range of investment structures. HMT will need to be satisfied that any proposed structure is deliverable, will provide sufficient focus on the sector, that sufficient private sector investment is leveraged in, and that its capital can be invested expeditiously. Any proposed structure must be consistent with HMT’s status as the government’s finance and economics department.
- 6.3. **Investment Strategy** – Managers should demonstrate how their proposed investment criteria are commensurate with the aims, criteria and policy objectives outlined in this RFP. Consideration will be given to any investment strategy that is viable, consistent with policy objectives and, in the opinion of HMT, likely to enhance the provision of EV charging infrastructure in the UK. This could include proposals for two funds with differing strategies, as discussed in section 3.4. In all cases, Managers will need to demonstrate that return expectations for the proposed Fund are sufficiently attractive to commercial investors, relative to the risks being taken. The Fund should be targeting a commercial return.
- 6.4. **Deliverability** – Managers should demonstrate how deliverable their investment strategy is, in particular with regards to their access to relevant investment opportunities in the industry and/or their likely ability to develop a pipeline of projects or companies. A Manager’s existing investments in chargepoint operators, or related companies, or other EV charging infrastructure in the UK, will be seen as an advantage and such investments could also be considered for inclusion in the Fund as (a) seed asset(s), if they have significant further capital expenditure requirements that the Fund could help accelerate. However, inclusion could raise difficult valuation issues and managers should demonstrate how they would seek to address these issues within their response to the RFP.
- 6.5. **Organisation and Operations** – Managers should demonstrate that they have high standards of reputation and integrity, including by using appropriate and transparent structures in establishing the Fund, and ensuring appropriate ethical standards in the operation of the Fund and selection of private investors (recognising HMT’s status as part of government). HMT will also assess Managers’ risk management procedures both in terms of how they originate and execute investments and how they manage, monitor and report on investments once invested. These procedures must be robust and adequately documented. In addition to providing details on formal reporting (including valuation reports), Managers are required to set out how they will additionally engage with HMT to provide information and assurance on the allocation of capital, monitoring of investments made and ongoing performance of the Fund, as well as engagement with requests under the Freedom of Information Act 2000 (see paragraph 7.4, below). Managers must further demonstrate that they are of an appropriate financial standing to give confidence that they will be able to provide the necessary management services for the life of the Fund.
- 6.6. **Management Team/ Key Personnel** – HMT will be looking for teams that, in HMT’s view, are able to demonstrate having worked together effectively and have the capacity to execute the mandate for the full life of the Fund. This will include an assessment of experience in the relevant or related sectors and in making investments in to companies/ projects of the size and type targeted, and a consideration of any “key person” provisions. In addition, HMT will take full account of the track record and background information requested from Managers.

- 6.7. **Track Record** – HMT will assess the overall returns generated for investors in any funds currently or previously managed by the Manager and/or its key personnel (recognising that these funds may not be in the same sector as the Fund).
- 6.8. **Fundraising Capability** – HMT will evaluate whether and how Managers can deliver the required level of private sector investment within the suggested timescales. While HMT will view favourably those Funds proposing to raise a higher proportion of private sector investment relative to HMT, and a larger fund overall, it is more important that the proposal is realistic and deliverable, particularly taking into consideration, inter alia, the size of the target sector, proposed investment strategy and fees. A Manager's ability to contribute their own capital alongside HMT will be considered positively, but is not a requirement.
- 6.9. **Fees** – HMT will expect fee proposals to be competitive and provide value for money. Based on the possibility of HMT providing a cornerstone investment into an individual Fund, any proposals to HMT should reflect its role as a major investor. Lower fees and charges will be considered a positive factor. HMT will not accept fees that are higher than those paid by any other pari passu investor. In particular, fee proposals should also provide details of the apportionment of establishment costs, any abort fees, custodian and administration fees, investment advisor fees, fees of any technical partner or adviser, operating expenses and other costs, management fees/ general partner profit share as well as a proposal regarding carried interest, hurdle and clawback.

7. Terms and Conditions

- 7.1. Notwithstanding any other provision of this RFP, HMT reserves the right:
- at any time not to make an investment and/ or cancel or withdraw from the process at any stage. Any costs or expenses incurred by a bidder will not, whether selected or shortlisted as a Manager or otherwise, be reimbursed by HMT and HMT will not be liable in any way to a bidder for costs, expenses or losses incurred by the bidder as a result of this process, or by the bidder not being selected or shortlisted as a potential Manager, or by the process being terminated for whatever reason;
 - to request clarification of information submitted and to request additional information regarding any proposal including the right to request face to face meetings.
- 7.2. HMT will not be required to provide details of its decisions or the grounds on which they are based, except to the extent it is required to do so by applicable law or regulation.
- 7.3. All information provided by Managers will be treated as commercially confidential. Save to the extent set out in paragraph 7.4 below or where required by law or regulation or where the consent of the Manager has been obtained, such information will not be disclosed to third parties other than those involved in assessing the bids or advising HMT.
- 7.4. The Freedom of Information Act 2000 (**FOIA**) applies to HMT and the IPA. Managers should be aware of HMT's obligations and responsibilities under the FOIA which may,

unless an exemption applies (which could include commercial sensitivity), require HMT or the IPA to disclose, on written request, recorded information held by it.

7.5. References in this RFP to HMT should, where the context permits, be construed as including a company or other entity owned or controlled by the Crown (which, for the avoidance of doubt, could include other government departments).

8. Information Requirements to Supplement Proposals

Proposals should, at a minimum, address the information requirements outlined below, which HMT intends will form a key role in the evaluation process outlined in section 6, and may be additionally assessed, inter alia, in any due diligence process. Information provided under one heading below may, where relevant, also be taken into consideration when evaluating other criteria. In addition, Proposals should address the questions on the Fund's investment profile set out in section 4.4 above, although this will not form a role in the evaluation process outlined in section 6.

8.1. Background Information on the Manager

- A description of the Manager, including full legal name and type of organisation (e.g. partnership, limited company), administrative details (registration number, registered address etc), location, date of formation, details of significant owners and any changes in ownership or ownership structure over the past 5 years, names and addresses of directors.
- The last three year's accounts and a summary of financial position.
- Brief details of any material litigation, disputes or regulatory actions or investigations in the last three years, or confirmation that there are none.
- Details of professional advisors including legal counsel and auditors.
- Details of appropriate permissions from relevant regulatory authorities.
- Details of remuneration, governance and risk management policies and arrangements of the business and the entities to be involved in the Fund.

8.2. Fund Structure and Sector Focus

- Details of the proposed Fund structure, including legal structure, location and tax domicile, payment flows, custody and administration arrangements (including reporting requirements), location and tax domicile of the investment manager and investment advisers.
- The anticipated size of the Fund, including the total amount of funding requested from HMT and the total amount of funding expected to be committed to the Fund by private investors. With respect to HMT's investment, as well as a specific amount, a range of investment sizes that would be acceptable should also be submitted.

- Details of the proposed timing of the Fund raising activities taking into account the Q1 2019 target for Closing the Fund outlined, including the marketing channels intended to attract private investors and the types of target investors.
- Details of the arrangements for distributing profits or income during the term of, and at the maturity of, the Fund (including as to the timing and nature of distributions, whether cash or, if relevant, the circumstances of any distribution in specie).
- Expected UK tax treatment of Fund cashflows, including withholding tax on loan interest and taxation of profits, gains, distributions and fees.
- Details of proposed accounting standards for the Fund.
- Details of the proposed term of the Fund.
- Details of provisions for termination / dissolution of the Fund.
- Details on proposed restrictions on marketing or raising a new fund with an investment mandate that covers the Fund's investment mandate.

8.3. Investment Strategy

- A description of the Fund objectives and how they will be met, with particular reference to the requirements for a UK charging infrastructure focus.
- Target number, type (including where in the capital structure) and value of investments.
- The type of company, other legal person or project targeted, and respective risk profile(s).
- Investment guidelines and restrictions. To include, inter alia, views on restrictions across the whole portfolio, legal construct of investee company or legal person (e.g. SPV vs corporate structures), max/min size and number of individual investments, exposure to individual companies, concentration limits with respect to different types of investment (e.g. mezzanine debt vs equity) and, if applicable, sub-sectors.
- Proposed investment period and any subsequent requirements for "follow-on" investments.
- Any proposals for co-investments by limited partners or others alongside the Fund.
- Details of the proposed leverage policy of the Fund and/or its portfolio companies.
- Where the Manager's Fund is currently being marketed, or exists, the prospectus for the Fund and related Fund agreements.

8.4. Deliverability of investment strategy

- Access to the investment pipeline in the industry
- Likely or actual ability to develop a pipeline of projects or companies.
- A Manager's existing investments in chargepoint operators or related companies
- Availability of (an) existing investment(s) in (a) chargepoint operator(s) for inclusion in the Fund as (a) seed asset(s), as long as significant further capital expenditure requirements exist in the company that the Fund could help accelerate.
- Proposed approach to the valuation issues

8.5. Organisation and Operations

- An overview of the Fund's processes including:
 - details of how the Manager will originate opportunities;
 - details of how the Manager will approach marketing the Fund to potential investors;
 - details of how investments and opportunities are assessed including due diligence process, credit analysis, risk/return analysis, engagement of advisors;
 - any further details of the investment decision process including regarding membership and processes of the credit/investment committee;
 - ongoing monitoring of investments, including interest payments or other distributions and Fund's performance; and
 - details of valuation methodologies and write-down policies.
- The Manager's contemplated principal financial terms for the investments, including hold period, expected return (or interest rate), security and covenants, if applicable.
- Details of any proposed advisory board / advisory committee and approach to allocation of responsibility.
- Arrangements for identifying and managing conflicts of interest and in relation to the allocation of investment opportunities.
- Details of professional indemnity insurance cover.
- The proposed level of active portfolio management.
- Drawdown arrangements, including notice periods that will apply, measures to be put in place to ensure that commitments are met and default provisions, as well as provisions for return of unused sums.

- An outline of how the Manager proposes that they would engage with HMT, as well as with investors generally, including as to reporting proposals.
- An outline of how the Manager proposes that they would engage with FOIA requests submitted in relation to the Fund(s).
- Details of any investor governance process, including how, and under what circumstances, the general partner / Manager(s) can be replaced (and the proposed indemnification of any general partner / Manager(s)).
- Details of how the Manager and the Fund's terms will address the reputation and integrity requirement referred to in paragraphs 6.2 and 6.5, including the use of appropriate and transparent structures in establishing the Fund and appropriate ethical standards in the operation of the Fund and selection of private investors, and transfers of interests, and choosing sectors into which loans are made.
- Details of:
 - proposed enforcement policies;
 - transferability of investors' interests in the Fund (and of acceptance of the transferability of HMT interests to other government departments, agencies and affiliates);
 - admission of new partners in the Fund;
 - provisions (and any restrictions) on transfer/trading of investments;
 - provisions (and any restrictions) on borrowing by the Fund; and
 - use of derivatives.

8.6. Management Team / Key Personnel

Key personnel includes each individual whose experience and expertise is to be taken into account by HMT when assessing a proposal. Managers are requested to submit the information requested in this section 8.6, where appropriate, with respect to each key person.

- Biographical details including name and address of key personnel, key positions held, details of existing commitments on their time and of their proposed role and responsibilities.
- The length of time they have:
 - worked for the management company;
 - worked with other members of the team; and
 - worked in the investment industry or any other relevant industry.
- Details of their relevant skills, expertise and previous experience including details of other Funds they have been engaged with and experience in any other relevant industry.
- Details of any individual approvals from regulatory authorities.

- Plans for future additions.
- A description of arrangements to ensure retention of key personnel and of remuneration and incentivisation policies and practices for key personnel.
- Written/signed consent for background checks, including checks of bankruptcy, financial or criminal records, to be undertaken.
- Details of any “key person” provisions, including exclusivity arrangements and details of any change of control conditions upon change of Manager, General Partner or other “key person”.
- Details of any technical partners or equivalent persons, and details as to their expertise and coverage under the proposed “key person” provisions.
- Details of proposed indemnification/exclusion of liability in respect of Managers/key personnel.

8.7. Track Record

- Details of current and previous funds under management (including those in other asset classes or sectors, if relevant), including details of the performance, size and investment policy of each fund.
- Details of fund raising experience, including amounts raised for each existing or past fund, number of LP investor relationships and analysis of LP relationships by LP type, investment size and location.

8.8. Fundraising capability

- Details of the Manager’s own financial commitment to the Fund.
- Confirmation that the Fund will have expected to raise investment from the private sector and will be in a position to commence making investments by the time it is closed or the end of the current fiscal year (March 2019), whichever is earlier. Evidence of current funds or fund raising activities will be required to provide comfort that this deadline can be achieved.
- Details of when the Fund is expecting to make its first investment and by when it will be fully invested. Whether it is anticipated that investments will commence during fund raising, and how this process will be managed.
- Details of the Manager’s internal approval process for establishing the Fund and where the Manager is with respect to that process.

8.9. Fee Structure

- Details of the level, structure and timing of management fees / general partner profit share and other remuneration.
- Where carried interest is to accrue to the Manager, the basis of the calculation, including the hurdle return for investors, a detailed vesting schedule and any clawback arrangements.
- Details of any other fees or charges, including establishment costs, abort fees, custodian and administration fees, advisors' fees, operating expenses and provisions for third party costs for potential lending opportunities reviewed but where a loan is not granted. Managers should explain whether these fees or charges accrue to the Fund or to the Manager.
- Details of how director or monitoring fees or other transaction fees received in connection with investments by the Fund or portfolio companies are to be dealt with. Managers should explain whether these fees or charges will be for the account of the Fund or the Manager.

8.10. Term Sheet

- A summary term sheet for the Fund and related agreements.