**STANDARDS BOARD FOR ALTERNATIVE INVESTMENTS LIMITED**

**CONFORMITY STATEMENT**

*[Signatory's Letterhead]*

Standards Board for Alternative Investments Limited

7 Henrietta Street

London, WC2E 8PS

United Kingdom

*[Date]*

**SBAI PRACTICE STANDARDS – CONFORMITY STATEMENT**

We refer to our obligation as a Signatory ("**Signatory**") to the standards (the "**Standards**") published by the Standards Board for Alternative Investments ("**SBAI**") to provide the SBAI with an annual statement of our conformity with the Standards.

*Confirmations*

We hereby confirm that as at *[date: within six months after acceptance of our application to become a Signatory/anniversary of first conformity statement]*:

* We make available to investors and prospective investors in funds managed or advised by us, a statement (a "**Disclosure Statement**") either (a) stating that we comply with all of the Standards or (b) providing details of those Standards with which we do not comply either because we are unable to comply or choose not to do so. The Disclosure Statement will be provided to the SBAI. We will keep our Disclosure Statement up-to-date to reflect any changes in our compliance with the Standards and provide an up-to-date copy of our Disclosure Statement to the SBAI each time it is amended.
* our Disclosure Statement contains the following disclaimer language:

***"No responsibility, duty of care or liability whatsoever (whether in contract or tort or otherwise including, but not limited to, negligence) is or will be accepted by the Standards Board for Alternative Investments Limited ("SBAI"), the Board of Trustees of the SBAI, any member of the SBAI's Investor Chapter (each an "Investor Chapter Member") or a Core Supporter of the SBAI to Signatories, investors or any other person in connection with the Standards or any Conformity Statement or Disclosure Statement made by any Signatory. A Core Supporter can be a Signatory to the Standards, a member of the SBAI’s Investor Chapter or an investment consultant.***

***Neither the SBAI nor its Board of Trustees is a regulator of the alternative investment*** ***industry and their role does not extend beyond being a custodian of the Standards. None of the SBAI, its Board of Trustees, the Investor Chapter Members and the Core Supporters will seek to enforce compliance with the Standards by Signatories. The fact that a manager is a Signatory to the Standards is not and should not be taken as an endorsement of such manager by the SBAI, the Board of Trustees, any Investor Chapter Member or any Core Supporter or as a representation by the SBAI, the Board of Trustees, any Investor Chapter Member or any other Core Supporter that such Signatory operates in conformity with the Standards. In determining whether to accept a manager's application to become a Signatory (or whether to revoke a manager's status as a signatory), the Board of Trustees is entitled to rely on the information provided to it by such manager without further investigation or verification. Further, subject to any duties a Trustee may have under applicable law, it is not envisaged, or expected, that a Trustee will when participating in any such decision of the Board of Trustees take into consideration information which it may possess otherwise than in its capacity as a Trustee. For the avoidance of doubt, Trustees act as individuals.***

***None of the SBAI, the Board of Trustees of the SBAI, the Investor Chapter Members and the other Core Supporters accept any responsibility or liability for any loss or damage caused to any person who acts or refrains from acting as a result of anything contained in or omitted from the Standards or any Conformity Statement or Disclosure Statement made by any Signatory or in reliance on the provisions of or material in the Standards or any Conformity Statement or Disclosure Statement made by any Signatory, whether such loss or damage is caused by negligence or otherwise."***

* we have done, and will continue to do, what we reasonably can to ensure that the fact that we are a Signatory to the Standards is communicated to investors and prospective investors in the alternative investment funds managed or advised by us (e.g. via newsletters, website, marketing materials or offering memoranda/prospectuses, etc.);
* we acknowledge that the SBAI encourages Signatories to display the SBAI Kite Mark on their websites, marketing materials and/or offering memoranda/prospectuses and confirm that, where we consider it appropriate, we have done so; and
* we understand that the Board of Trustees of the SBAI, acting reasonably, but recognising that the final decision is at the Board’s sole discretion, may revoke our Signatory status including without limitation in the event that we fail to comply with any of the undertakings given by us in this Conformity Statement or in our application to become a Signatory.

*Funding Contribution to the SBAI*

Upon delivery of the Conformity Statement, we agree to pay the sum of GBP[ ], being the sum previously notified by the SBAI, in respect of our contribution to the funding of the SBAI for the period of twelve months from the date of this letter. The payment will be made by bank/wire transfer or a cheque to the SBAI within 28 days upon receiving the payment instructions from the SBAI.

We confirm that our current Alternatives AUM is [ ] (USD) and our total AUM is [ ] (USD).

Yours faithfully

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For and on behalf of:

*[Manager]*

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| No responsibility, duty of care or liability whatsoever (whether in contract or tort or otherwise including, but not limited to, negligence) is or will be accepted by the Standards Board for Alternative Investments Limited ("SBAI"), the Board of Trustees of the SBAI, any member of the SBAI's Investor Chapter (each an "Investor Chapter Member") or a Core Supporter of the SBAI to Signatories, investors or any other person in connection with the Standards or any Conformity Statement or Disclosure Statement made by any Signatory. A Core Supporter can be a Signatory to the Standards, a member of the SBAI’s Investor Chapter or an investment consultant.  Neither the SBAI nor its Board of Trustees is a regulator of the alternative investment industry and their role does not extend beyond being a custodian of the Standards. None of the SBAI, its Board of Trustees, the Investor Chapter Members and the Core Supporters will seek to enforce compliance with the Standards by Signatories. The fact that a manager is a Signatory to the Standards is not and should not be taken as an endorsement of such manager by the SBAI, the Board of Trustees, any Investor Chapter Member or any Core Supporter or as a representation by the SBAI, the Board of Trustees, any Investor Chapter Member or any other Core Supporter that such Signatory operates in conformity with the Standards. In determining whether to accept a manager's application to become a Signatory (or whether to revoke a manager's status as a signatory), the Board of Trustees is entitled to rely on the information provided to it by such manager without further investigation or verification. Further, subject to any duties a Trustee may have under applicable law, it is not envisaged, or expected, that a Trustee will when participating in any such decision of the Board of Trustees take into consideration information which it may possess otherwise than in its capacity as a Trustee. For the avoidance of doubt, Trustees act as individuals.  None of the SBAI, the Board of Trustees of the SBAI, the Investor Chapter Members and the other Core Supporters accept any responsibility or liability for any loss or damage caused to any person who acts or refrains from acting as a result of anything contained in or omitted from the Standards or any Conformity Statement or Disclosure Statement made by any Signatory or in reliance on the provisions of or material in the Standards or any Conformity Statement or Disclosure Statement made by any Signatory, whether such loss or damage is caused by negligence or otherwise.  This Conformity Statement and our status as a Signatory shall be governed by, and construed in accordance with, English law. |