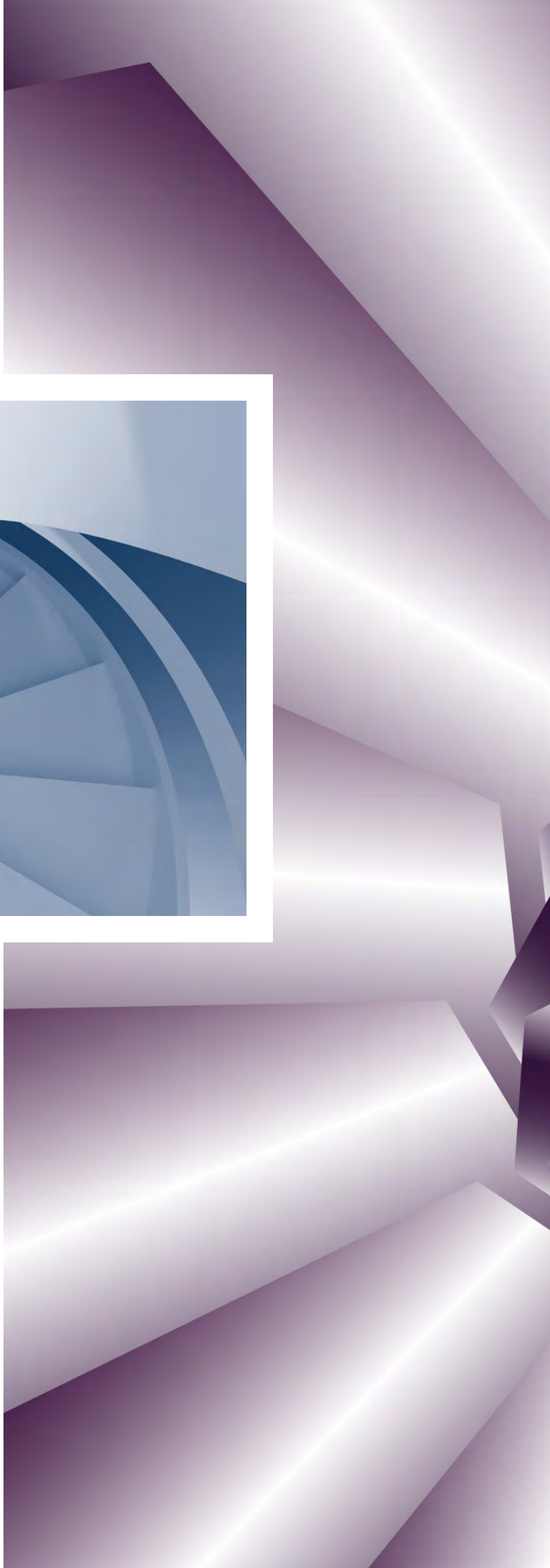
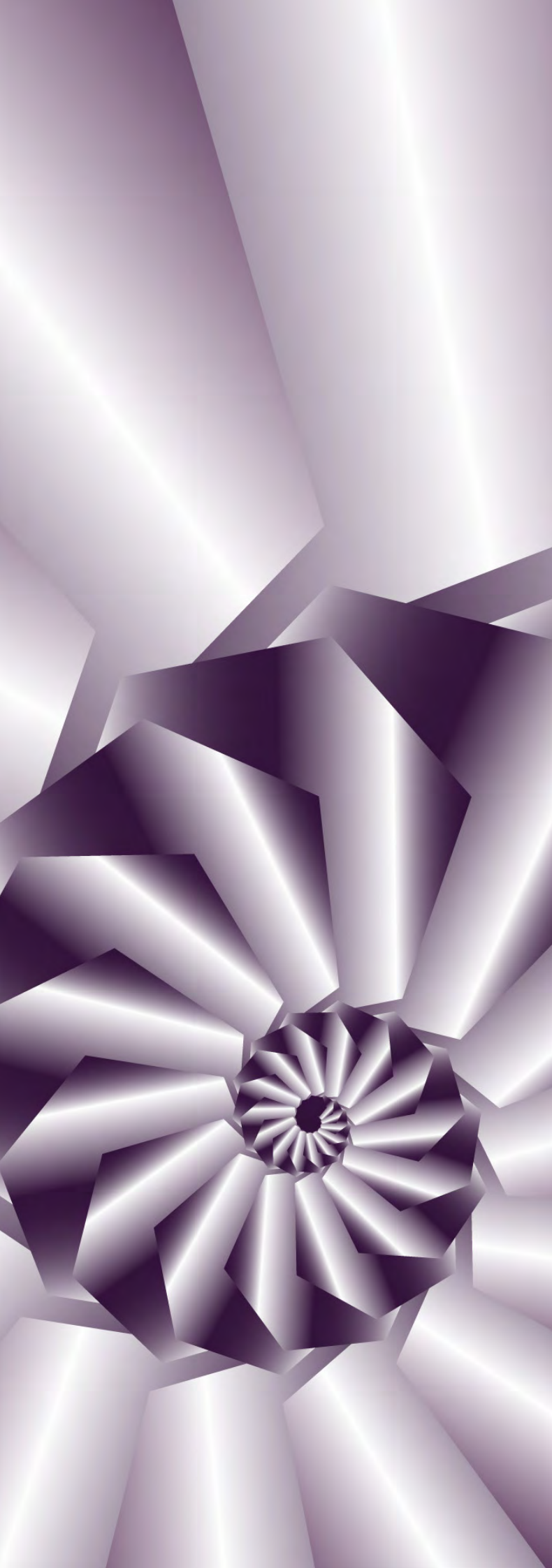




YOUR PARTNER FOR GLOBAL
CORPORATE SERVICES





OUR COMPANY

Centralis Group is a market-leading outsourced corporate services provider. We specialise in providing a wide range of corporate, treasury, fund, debt administration and infrastructural support to multinational organisations, private equity houses, international fund structures, real estate firms and private individuals. With a team of highly-driven specialists, we are able to offer tailored solutions to even the most demanding clients.

Headquartered in Luxembourg, the group has offices in France, Hungary, Ireland, Romania, Switzerland (Lucerne, Schaffhausen, Zug, Zurich), The Netherlands, UK, US, Barbados, Cayman Islands and Dubai. The group also has a Canadian desk.

OUR TEAM

Centralis employs experienced, qualified, multilingual professionals across all our jurisdictions. Our team has been selected from a diverse background, focusing on financial, investment and legal professionals with an exemplary client services track record. With such a wealth of international experience, we are able to deliver a bespoke suite of corporate, treasury and administrative services.

Each member of our team is committed to providing the highest level of service at a competitive fixed-rate. We believe in building lasting relationships and, with this in mind, take the time to understand your business and values. Each client is different and our flexible, individual approach, with dedicated points of contact, allows us to deliver personalised solutions every time.

TREASURY OUTSOURCING

With our in-depth treasury expertise, our bespoke services enable you to focus more on company strategic activities as operational treasury matters are removed from your day-to-day responsibilities.

Our treasury solutions provide an effective, cost-efficient alternative to establishing and running an in-house treasury operation. With an abundance of highly-qualified professionals, we take care of your front, middle and back office treasury functions.

By fully understanding your business needs, our corporate treasury specialists are committed to delivering efficient, customised solutions.

Cash and Liquidity Management

- Assist with the establishment of European and global cash pools with various banks
- Coordinate relevant cash pool documentation
- Prepare loan and zero-balancing agreements
- Set up BAI bank uploads to the chosen Treasury Management System (TMS)
- Record daily bank account transactions for all participant entities within the cash pool structure
- Generate daily bank reconciliations and intra-group interest calculations in line with cash pool loan agreements
- Produce weekly or monthly subsidiary account statements and inter-company loan balance and interest confirmations
- Provide cash forecasting and balance monitoring services
- Assist in the investment of surplus cash pool liquidity on your behalf, in accordance with your investment guidelines

- Assist with FX spot and swap derivatives to manage surplus funds on cash pool leader bank accounts
- Enter payments for settlement or derivative contracts, payments to third parties and payments to group entities outside of the cash pool structure
- Generate general ledger feeds for upload to client accounting software for cash pool leader and pool participants
- Provide periodic financial reporting according to local GAAP, US GAAP or IFRS

Loan Administration

- Comply with defined operating guidelines and limits
- Manage documentation (agreements, maturities, etc.)
- Process draw-down requests
- Manage and process all interest rate settings/roll-overs and interest/principal payments for new and existing loans
- Issue confirmations and interest invoices to counter-parties
- Liaise with borrowers
- Monitor payments and counter-party limits
- Provide general ledger entries for client accounting software

Netting

- Configure to payables or receivables driven netting cycles
- Settle inter-company and third-party invoices
- Allow invoice or gross settlement
- Handle large invoice and payment volumes
- Transactions can be imported or manually input
- Export and import functionality for various accounting systems
- Real-time data entry
- Comprehensive set of hedging methods (FX and inter-company)
- Settle external third-party FX contracts/hedges
- Cash settlement or settlement across in-house bank accounts
- Generate payment files for various banking platforms

Accounting and Reporting

- Provide full financial accounting according to local GAAP, US GAAP or IFRS
- Prepare weekly/monthly HO and subsidiary account statements, including interest and annual financial statements
- Provide general ledger feeds to subsidiary entities

Front and Back Office Services

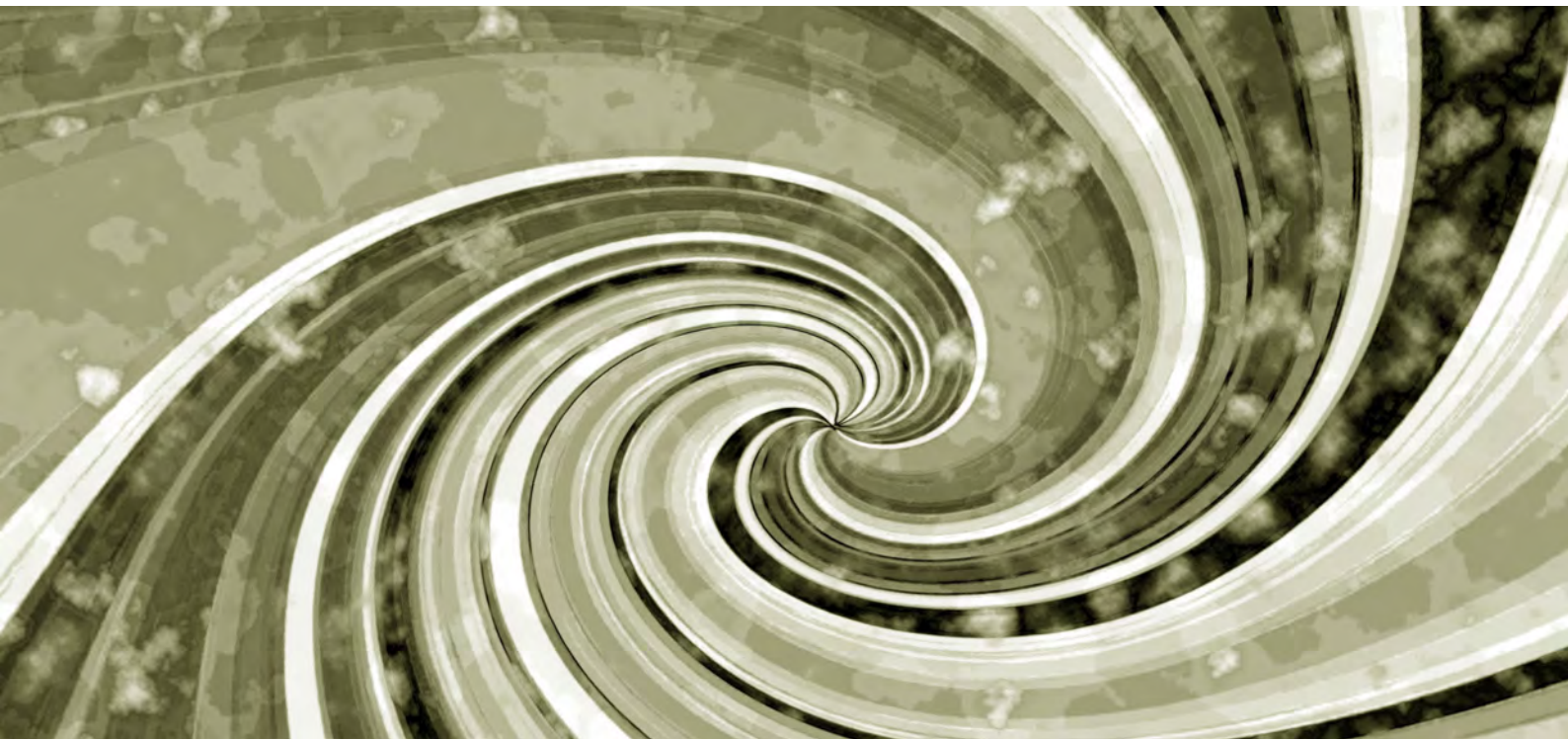
Back Office Support

- Check and confirm treasury transactions
- Settle treasury transactions
- Reconcile daily bank accounts
- Respond to and resolve queries in multiple languages

Front Office Support

- Manage daily, weekly and monthly reporting
- Handle accounting entries for all transactions
- Money market placing
- Ensure investment policy compliance
- Manage positions
- Execute FX and manage swapping of surpluses
- Provide netting solutions

Our trusted expertise adds value not only by saving on transaction costs, but also by allowing you to rapidly acquire treasury skills, automate processes and better manage treasury risks. The result is more time for you to focus on strategic matters and on the critical elements of your business.



CORPORATE SERVICES

We understand that you are looking for more than just a service provider and our team of highly-qualified experts are able to deliver innovative solutions that will exceed your expectations.

As a market leader, our experience and expertise ensure that clients can rely on Centralis to provide a robust and tailored service when it comes to the management of their entities. We are dedicated to customer service and understand the importance of building long-term relationships.

Our global solutions and specialist support allow your business to function as efficiently as possible. From the establishment of a new entity to the implementation of financial transactions, we offer a comprehensive range of corporate services.

Company Incorporation

- Coordinate the set-up of legal entities
- Manage the implementation of international corporate structures
- Arrange local and international bank accounts, including dealing with all Anti-Money Laundering (AML) and Know Your Customer (KYC) requirements
- Register with relevant statutory bodies

Tax Compliance

- Prepare corporate tax returns and tax balances
- Maintain relevant contacts with local tax authorities
- Coordinate with external tax advisors, as needed
- Prepare VAT returns and maintain VAT records

Consolidation

- Prepare consolidated financial statements according to local GAAP, US GAAP or IFRS

Corporate Secretarial

- Provide legal entities with a registered address
- Organise and manage board meetings (preparation of agendas, notices and comprehensive board packs)
- Draft minutes and resolutions arising out of board meetings and AGM/EGMs
- Maintain shareholder registers and entity records

Management

- Provide suitably qualified directors and managers
- Prepare local regulatory returns (payroll, statistical, tax)
- Provide authorised signatories
- Manage cash and treasury (settlement and reconciliation)
- Full portfolio management of financing/leasing/IP/royalty/fund structures
- Detailed policy development – lending and investment, liquidity and FX guidelines
- Design and implement Internal Control System (ICS)

Accounting

- Set up chart of accounts and full reporting schedules
- Maintain company accounts and records
- Tailor management reporting as per client requirements
- Prepare annual local GAAP and IFRS financial statements
- Provide forecasting, budgeting and cash flow analysis
- Assist with local statutory audits and group consolidations
- Manage day-to-day operations and coordinate with third-party providers
- Administer cash and bank accounts

Payroll and HR Administration

- Provision of full payroll administration services to employees/Directors
- Initial set-up and implementation of social security and other required policies
- Responsibility for managing all regulatory reporting deadlines in relation to payroll services
- Monthly payroll calculations and confidential circulation of payslips to employees
- Preparation of annual salary calculations/returns for each employee
- Assist with the steps involved in the recruitment/ departure of staff
- HR audits
- Secondment of employees (full-time, part-time) as required

With an exemplary client services track record, our team of specialists provides a complete service, making us the ideal partner for your corporate services' needs.

FUND SERVICES

From fund launch and throughout the entire fund life cycle, we work effortlessly to ensure a first class service you can rely on.

Our team of professionals are focused on providing complete fund services according to your needs. Due to our in-depth knowledge of the industry, we understand the fundamentals of setting up a fund in different jurisdictions. Our committed teams of specialists ensure that your funds are launched on time and our dedication continues throughout the entire fund life cycle.

With a single point of contact, you can be assured of quality and continuity of service. From assisting with structuring your fund to communicating with investors and ensuring regulatory compliance, we deliver an end-to-end service you can rely on.

Fund Launch

- Review of fund documentation
- Assist with opening of bank and custodian accounts
- Carry out due diligence (KYC) and AML
- Implement systems and processes
- Review fund documents, such as SLA
- Administration support to help you launch your funds

Reporting

- Generate valuation reports
- NAV statements
- Issue customised reports according to client requirements
- Quarterly unaudited reports
- Annual audited reports
- Risk reporting & forecasting

Transfer Agency

- Maintain shareholder and commitment registers
- Organise shareholder/investor meetings and prepare agendas, minutes and relevant resolutions
- Coordinate subscriptions, commitments and drawdowns of shareholders/investors
- Draft and dispatch capital call, distribution, convening and redemption notices to shareholders/investors

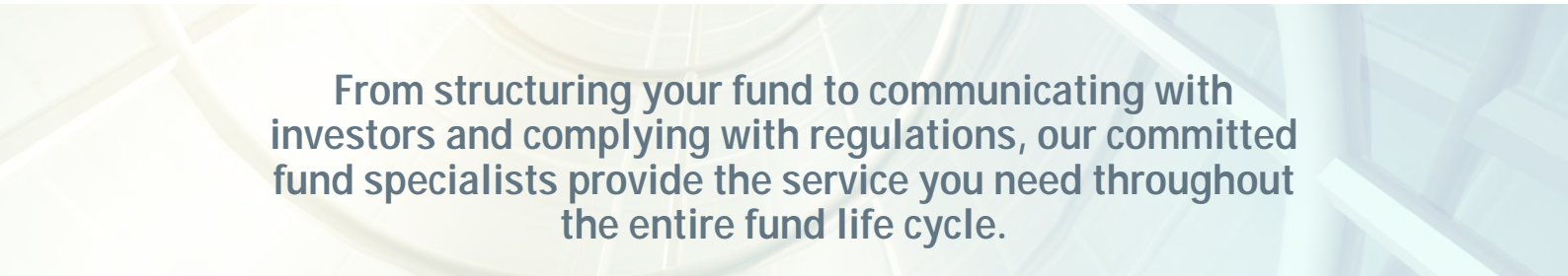
Central Administration

- Coordinate with relevant service providers and regulators to provide a smooth launch of the fund structure
- Prepare operating procedures together with all parties involved
- Ensure full compliance with Luxembourg legal and financial filing obligations
- Prepare annual financial statements under LUX GAAP, IFRS or INREV
- Prepare & file regulatory reporting
- Assist auditors & AIFM, where applicable



Accounting

- Set up chart of accounts and full reporting schedules
- Produce financial statements
- NAV calculations
- Fund reporting tailored to your needs
- Prepare annual local GAAP and IFRS financial statements
- Provide forecasting, budgeting and cash flow analysis
- Assist with local statutory audits and group consolidations
- Manage day-to-day operations and coordinate with third party providers
- Administer cash and bank accounts



From structuring your fund to communicating with investors and complying with regulations, our committed fund specialists provide the service you need throughout the entire fund life cycle.

DEBT ADMINISTRATION SERVICES

With qualified professionals across multiple jurisdictions, you can be confident that the service you receive will meet all your debt administration requirements.

Our debt administration services have been specifically designed to meet the needs of investment managers looking for opportunities in the debt market. From investment in corporate loans to ventures in distressed Real Estate assets, investors are constantly seeking new ways to optimise returns in today's challenging, low-yield market.

With a dedicated debt administration team and the latest eFront software, we are able to provide bespoke debt servicing solutions, including transaction processing, financial reporting, cash flow management and loan administration and ongoing review.

Even in today's constantly-evolving regulatory environment, our expertise in dealing with complex debt structures is first-rate.

Debt Administration

- Portfolio KPI monitoring, reporting and escalation management
- Counterparty, jurisdiction and asset class exposure reconciliation
- Data import from third-party service providers
- Position accounting and valuations
- Reconciliations of holdings of multiple asset classes in multiple currencies
- Transaction management
- Trade verification
- Customised reporting and task lists
- Assistance in trade settlement and reconciliation

Our Expertise

- In-depth expertise – our legal, tax and accounting professionals have a wealth of knowledge and experience
- Bespoke solutions – our debt administration specialists are committed to delivering efficient, customised solutions
- Efficient – meeting deadlines and individual requirements
- Controls – we operate within a secure, regulated environment
- Dedicated software (eFront) – ability to manage the complexities involved in debt administration, providing accurate and timely reporting
- Independent – we always act in your best interest

eFront

eFront is a leading provider of technically-advanced software solutions dedicated to the financial industry. FrontInvest - one of eFront's innovative product suites - provides a secure solution for complex debt and other fund administration activities. Sophisticated, yet simple to use, FrontInvest is based on Microsoft technologies and offers a comprehensive range of bespoke reporting and calculation capabilities.



BUSINESS OFFICE SERVICES

Whatever your demands, our support teams are dedicated to offering you first-class service in the perfect business environment.

Situated in prime locations, our well-appointed offices allow you to focus on your business in an exceptional working environment, supported by a team of experienced and dedicated personnel.

From personal desk space and meeting rooms to logistic and administrative support, our entire suite of business services are tailored to your individual needs, enabling your business to run as efficiently as possible.

Offices

- Fully-equipped, modern offices
- Dedicated phone numbers
- Instant access to telephone, fax and high-speed internet
- Private, tranquil environment
- 24/7 secured access
- Flexible contract terms

Business Support

- Single point of contact for all your business needs
- Professional, multilingual reception team
- Secondment of experienced and qualified employees
- Fire-proof safekeeping of records and full back-up of all electronic information
- Facility management
- Coordination and assistance with local service providers and privileged business partners
- Administrative and IT services

Conference Rooms

- Executive meeting rooms for up to 16 people
- Fully-equipped video conferencing facilities

Additional Facilities

- Dedicated parking spaces
- Secretarial services
- Concierge (reservation of restaurants, drivers, meal delivery)
- Kitchen/coffee corners
- Airport shuttle service

SERVICE DELIVERY

Our approach to service delivery is centralised on tailoring our offering to meet each client's specific requirements.

Segregation of duties, controls and independent monitoring in line with suitable operational risk management are key to delivering first-class service. Our operational methodology is based on following clearly defined procedures from the outset of a relationship.

- Analysis of your requirements by a cross-functional team of experts
- Comprehensive, documented procedures
- Agreed implementation schedule
- Information content, timing and deadlines established
- Measures in place to deal with issues in a proactive and efficient manner
- Test run of systems and processes
- Primary and secondary points of contact for all elements of the relationship

By understanding your business needs and building a project team that will best match those requirements, from both a technology and business perspective, we are able to produce exceptional solutions.



BENEFITS OF OUTSOURCING TO CENTRALIS

As a market leader, our experience and expertise ensures that clients can rely on Centralis to provide a robust and tailored service.

- Senior Relationship Managers dedicated to individual markets
- Market leading, highly-experienced and specialised staff operating in a client-driven culture
- Team-based structure with single point of contact
- In-depth understanding of management and control issues ensuring integrity of each structure
- Highly-qualified staff with professional qualifications in accounting, legal, tax and treasury
- Proactive and responsive approach to service delivery
- Best practice procedures and controls
- First-class accounting systems and IT infrastructure
- Latest software, e.g. eFront, FrontInvest
- Fixed or time-spent fee structure
- Multilingual staff
- Deep understanding of local and international legal and tax issues
- Long-standing relationships with local authorities and advisors

Centralis has its headquarters in Luxembourg, at the very heart of Europe. With its state-of-the-art infrastructure, talented multilingual workforce, favourable tax environment and stable economy, Luxembourg is the ideal location for conducting business.

OUR OFFICES

Luxembourg

As Europe's largest investment fund centre and the world's largest recipient of foreign direct investment, the Grand Duchy is a leading global finance hub at the heart of Europe.

Switzerland

Our offices in **Lucerne**, **Schaffhausen**, **Zug** and **Zurich** provide a wide range of services to a host of national and international corporations, financial institutions and reinsurance specialists.

France

Paris is host to one of the continent's leading financial centres, boasting a powerful network of finance and investment banks and Europe's second largest stock exchange.

Hungary

With its fast-growing, robust market economy and the continuing success of privatisation, **Budapest** is attracting international strategic investors who bring know-how, technology and best international practice.

Ireland

Dublin has developed into one of the most sophisticated and highly-established financial services centres in the world and now caters for a wide range of investment and aircraft leasing structures.

Romania

Centralis opened its **Bucharest** office in early 2012 in response to the growing demand from international clients for an experienced local service provider.

The Netherlands

Amsterdam is one of Europe's leading centres for attracting foreign direct investment due to its stable, flexible working environment, central geographic location and well-educated, multilingual work-force.

United Kingdom

The UK is Europe's leading market for alternative investments and **London** is home to some of the biggest names in asset management. One fifth of Europe's largest companies are based here

United States

New York is known for its status as a centre for finance and culture and is home to a large concentration of finance professionals - prime brokers, traders, lawyers, accountants and private bankers.

Barbados

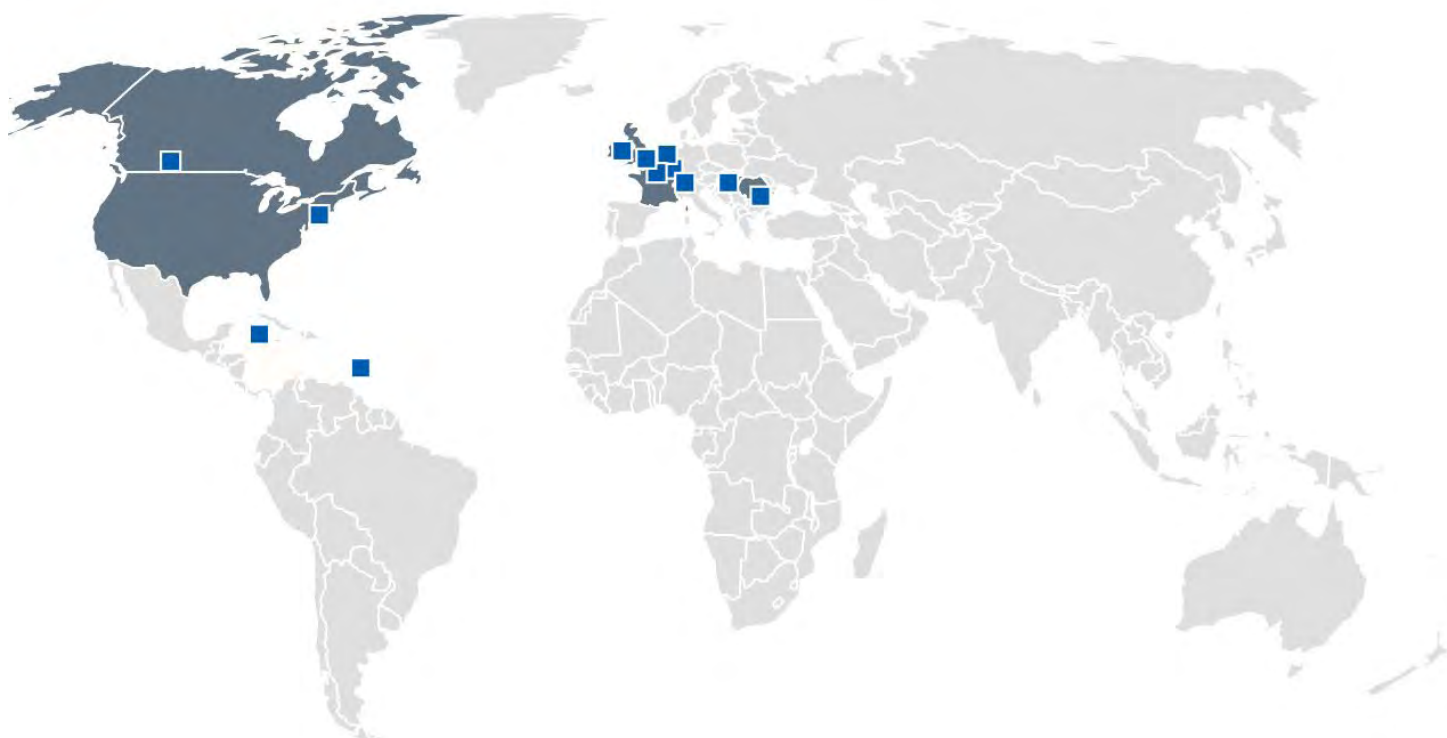
With its well regulated environment and long history of political and economic stability, **Barbados** is one of today's leading global financial services centres.

Cayman Islands

Grand Cayman is the 5th largest banking centre in the world, attracting a wealth of expertise within the funds, trust and corporate services industries.

Canadian Desk

Through its dedicated **Canadian** business development function, Centralis is able to keep up-to-date with legal, tax and regulatory issues, which impact on our Canadian clients.



KEY CONTACTS

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