

Singapore Supplement to the Application Form

Thornburg Global Investment plc



JUNE 2019

Singapore Supplement to Application Form

This Singapore Supplement to the Application Form for Thornburg Global Investment plc (the “Company”) supplements and constitutes part of the Application Form for prospective Shareholders in Singapore (“Application Supplement”). Capitalized terms not otherwise defined herein shall have the meaning set forth in the Prospectus issued by the Company dated 4 June 2019 (the “Prospectus”) and the Singapore Supplement to the Prospectus (the “Supplement”), as the case may be.

All subscribers in Singapore (“Subscribers”) must complete all sections of this Application Supplement and return it together with a completed and signed Application Form in accordance with the instructions set out in the Application Form.

Please review this Application Supplement in its entirety prior to submitting the Application Form and this Application Supplement and the information and documents requested in the Application Form to be sure that all required representations and/or documents have been provided, completed and/or executed.

1. Representations, Warranties and Covenants

- 1.1. To induce the Company to accept this subscription, the Subscriber makes the following representations, warranties and covenants including those contained in Annex 1:
- (a) by signing hereunder, the Subscriber acknowledges, accepts, consents and agrees that information supplied on this Application Form and otherwise in connection with the Subscriber’s subscription for Shares (including any information concerning the Subscriber and the Subscriber’s investment in the Company obtained from other sources from time to time) (the “Subscriber Data”) may be held by the Company, the Investment Manager, the Facilities Agent, the Administrator, the Distributor, the Singapore Distributor, the Custodian and their respective affiliates (“Data Recipient”) and each of the foregoing persons may collect, use, disclose, process, maintain and share such personal data for the purposes of administering or managing the Company, processing the Subscriber’s subscription and investment in the Company, to properly identify the Subscriber in accordance with anti-money laundering requirements and completion of information on the register of Shareholders of the Company, and may also be used for the purpose of carrying out the Subscriber’s instructions or responding to any enquiry purporting to be given by the Subscriber or on the Subscriber’s behalf, dealing in any other matters relating to the Subscriber’s holding of Shares (including the mailing of reports or notices), forming part of the records of the recipient as to the business carried on by it, observing any legal, governmental or regulatory requirements of any relevant jurisdiction (including any disclosure or notification requirements to which any recipient of the data is subject) and to provide a database to enable the Investment Manager to evaluate the suitability of other products and services and to thereafter dispatch information on other products or services to the Subscriber, whether provided by the Investment Manager, any connected person of the Investment Manager, or any third party.
 - (b) the Subscriber acknowledges, accepts, consents and agrees that the Data Recipients may, subject to the requirements of applicable law relating to personal information, disclose and transfer the Subscriber Data to the Directors, the auditors to the Company, the prime brokers to the Company, and the Investment Manager including any of their employees, officers, directors and agents and/or their affiliates or to any third party employed to provide administrative, computer or other services or facilities to any person to whom data is provided or may be transferred as aforesaid, and/or to any regulatory authority entitled thereto by law or regulation (whether statutory or not) in connection with the prospective Shareholder’s investment in the Company.
 - (c) the Subscriber acknowledges, accepts, consents and agrees that all Subscriber Data may be retained and used after the Subscriber’s Shares have been redeemed, the termination of the Administrator’s appointment as the fund administrator to the Company and the termination of the Investment Manager’s appointment as the investment manager of the Company. In this regard, the Subscriber undertakes to do all such acts and deeds as any of the Data Recipients may reasonably request and to execute sign and deliver any document instrument or notice if required to do so by any of the Data Recipients for the purpose of ensuring compliance by any of the Data Recipients and/or the Subscriber with Singapore and other applicable prevailing data protection and other analogous laws in Singapore or elsewhere from time to time.
Inquiries concerning the collection, use or disclosure of Subscriber Data may be directed to the Administrator at:
State Street Fund Services (Ireland) Ltd
Phone number: +353 1 242 5580
Email address: ThornburgTA@statestreet.com
 - (d) except as otherwise disclosed by the Subscriber in writing to the Company, the Subscriber is acquiring the Shares for the Subscriber’s own account and the Subscriber does not have any contract, undertaking or arrangement with any person or entity to sell, transfer or grant a participation with respect to any of the Subscriber’s interests in the Shares and is not acquiring the Shares with a view to or for sale in connection with any distribution of the Shares;

- (e) the Subscriber is and will at all times continue to be an “accredited investor” (a “**Singapore Accredited Investor**”) or an “institutional investor” (a “**Singapore Institutional Investor**”) within the meaning of the Securities and Futures Act of Singapore, and qualifies as such under one of the categories of Singapore Accredited Investor or Singapore Institutional Investor set out in **Annex 1**;
- (f) where the Subscriber is a financial institution, broker or other person applying to acquire Shares on behalf of its client(s), each of its clients is and will at all times continue to be a Singapore Accredited Investor or a Singapore Institutional Investor;
- (g) where the Subscriber is a financial institution, broker or other person applying to acquire Shares on behalf of its client(s), the Subscriber represents and warrants that:
 - (i) it has full power and authority on behalf of the client(s) to subscribe for Shares and to execute any necessary subscription documentation, including the Application Form and this Application Supplement and, in particular but without limitation to the aforesaid, to make all the representations in this Application Supplement (including the Annexes) on behalf of such clients as if the client were deemed to be a Subscriber under this Application Supplement, and has the agreement of such clients regarding the use of their personal data; and
 - (ii) each of its clients is and will at all times continue to be a Singapore Accredited Investor or a Singapore Institutional Investor pursuant to **Clause 1.1 (c)**;
- (h) the Shares are to be purchased with funds that are from legitimate sources in connection with the Subscriber’s or the beneficial owner’s regular business activities and which do not constitute the benefits of criminal conduct within the meaning of the Corruption, Drug Trafficking and Other Serious Crimes (Confiscation of Benefits) Act (Cap. 65A) of Singapore;
- (i) in order to comply with any applicable anti-money laundering, anti-corruption and the prevention of the financing of terrorism regulations, the Company, the Administrator, the Distributor, the Singapore Distributor and the Investment Manager may require detailed verification of the Subscriber’s identity and the source of the payment of application monies and the Subscriber’s tax status. The Company, the Administrator, the Distributor, the Singapore Distributor and the Investment Manager reserve the right to request such information as is necessary to verify the identity of an applicant and its beneficial owners (if any) and the source of the payment, and to comply with anti-money laundering, anti-corruption and anti-terrorism rules under applicable laws. In the event of delay or failure by the applicant to produce any information required for verification purposes, the Administrator, the Distributor, the Singapore Distributor or the Investment Manager may delay or refuse to accept the subscription and the subscription monies relating to such application, compulsorily redeem any Shares held by the applicant and/or refuse to pay any redemption proceeds. None of the Administrator, the Distributor, the Singapore Distributor and the Investment Manager shall be liable for any loss suffered by the Subscriber as a result of the rejection or delay of any subscription or payment of redemption proceeds or compulsory redemption;
- (j) where this subscription is made as trustee, custodian, nominee or otherwise on behalf of another person or persons, the Subscriber warrants that it has carried out reasonable verification checks on and obtained sufficient evidence as to the identity of such person or persons on whose behalf the Subscriber shall be holding the Shares so as to satisfy the applicant of the provenance and legitimacy of the source of funds used to subscribe for the Shares and has otherwise complied with the laws and regulations relating to anti-money laundering procedures that are applicable in the jurisdiction where such Shares are offered or distributed and the applicant acknowledges that in applying to be registered owner of the Shares on such person’s or persons’ behalf the applicant is confirming that it is satisfied as to the identity of the underlying beneficial holder(s) and the provenance and legitimacy of the funds being used to subscribe for these Shares and will make such information available to the Company, the Investment Manager, the Administrator, the Singapore Distributor and the Distributor upon request where required by any of them or pursuant to any applicable law, order or regulation;
- (k) the Subscriber requests, agrees and confirms that save for any reports to be delivered to Shareholders as described in the Prospectus, the Subscriber does not require any monthly and quarterly statements, as referred to in Regulation 40 of the Securities and Futures (Licensing and Conduct of Business) Regulations of Singapore, to be furnished;
- (l) the Subscriber hereby undertakes to notify the Company, the Investment Manager, the Administrator, the Singapore Distributor and the Distributor of any change from time to time with respect to any information, representations, warranties, covenants, agreements and confirmations provided pursuant to this Application Supplement, and to provide such further information, representations, warranties, covenants, agreements and confirmations as the Company, the Investment Manager, the Administrator, the Singapore Distributor and the Distributor may reasonably require from time to time.

ANNEX 1

Representation As To Singapore Accredited Investor And Singapore Institutional Investor Status Under Singapore Law

Please tick the appropriate item(s) below, indicating the basis on which the Subscriber and (in the case where the Subscriber is a financial institution, broker or other person applying to acquire Shares on behalf of its clients) each of the Subscriber's clients qualifies as a Singapore Accredited Investor or a Singapore Institutional Investor", each as defined under the Securities and Futures Act (Cap. 289) of Singapore and the subsidiary legislation relating thereto.

Singapore Accredited Investors

- (a) an individual –
 - (A) whose net personal assets exceed in value S\$2 million (or its equivalent in a foreign currency) or such other amount as the Monetary Authority of Singapore ("MAS") may prescribe in place of the first amount; or
 - (B) whose income in the preceding 12 months is not less than S\$300,000 (or its equivalent in a foreign currency) or such other amount as the MAS may prescribe in place of the first amount;
- (b) a corporation (as defined in Section 4(1) of the Companies Act (Cap. 50) of Singapore) with net assets exceeding S\$10 million in value (or its equivalent in a foreign currency) or such other amount as the MAS may prescribe, in place of the first amount, as determined by –
 - (A) the most recent audited balance sheet of the corporation; or
 - (B) whose income in the preceding 12 months is not less than S\$300,000 (or its equivalent in a foreign currency) or such other amount as the MAS may prescribe in place of the first amount;
- (c) the trustee of a trust of which all property and rights of any kind whatsoever held on trust for the beneficiaries of the trust exceed S\$10 million in value (or its equivalent in a foreign currency), when acting in that capacity;
- (d) an entity (other than a corporation) with net assets exceeding S\$10 million in value (or its equivalent in a foreign currency).
For the purpose of this category, an "entity" includes an unincorporated association, a partnership and the government of any state, but does not include a trust;
- (e) a partnership (other than a limited liability partnership within the meaning of the Limited Liability Partnerships Act 2005 (Act 5 of 2005) of Singapore) in which each partner is a Singapore Accredited Investor; or
- (f) a corporation (as defined in Section 4(1) of the Companies Act (Cap. 50) of Singapore), the sole business of which is to hold investments and the entire share capital of which is owned by one or more persons, each of whom is a Singapore Accredited Investor.

Singapore Institutional Investors

- (a) a bank that is licensed under the Banking Act (Cap. 19) of Singapore;
- (b) a merchant bank that is approved as a financial institution under Section 28 of the Monetary Authority of Singapore Act (Cap. 186) of Singapore;
- (c) a finance company that is licensed under the Finance Companies Act (Cap. 108) of Singapore;
- (d) a company or co-operative society that is licensed under the Insurance Act (Cap. 142) of Singapore to carry on insurance business in Singapore;
- (e) a company licensed under the Trust Companies Act 2005 (Act 11 of 2005) of Singapore;
- (f) the Government of Singapore;
- (g) a statutory body established under any Singapore Act;
- (h) a pension fund;
- (i) the holder of a capital markets licence for –
 - (A) dealing in securities;
 - (B) fund management;
 - (C) providing custodial services for securities;
 - (D) real estate investment trust management;
 - (E) securities financing; or
 - (F) trading in futures contracts;

- (j) a person (other than an individual) who carries on the business of dealing in bonds with accredited investors or expert investors;
- (k) the trustee of such trust as the MAS may prescribe, when acting in that capacity; or
- (l) a designated market-maker (as defined in the Second Schedule to the Securities and Futures (Licensing and Conduct of Business) Regulations;
- (m) a headquarters company or Finance and Treasury Centre which carries on a class of business involving fund management, where such business has been approved as a qualifying service in relation to that headquarters company or Finance and Treasury Centre under Section 43E(2)(a) or 43G(2)(a) of the Income Tax Act (Cap. 134) of Singapore, as the case may be;
- (n) a person resident in Singapore who undertakes fund management activity in Singapore on behalf of not more than 30 qualified investors (as that term is defined under the Second Schedule to the Securities and Futures (Licensing and Conduct of Business) Regulations;
- (o) a Service Company which carries on business as an agent of a member of Lloyd's (as defined in Regulation 2 of the Insurance (Lloyd's Asia Scheme) Regulations (Cap. 142, Rg 9) of Singapore); or
- (p) such person as the MAS may prescribe.

