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## ***ACTIVELY MANAGED CERTIFICATES***

**Main features**

**ACEPI** is a main supporter of the efforts for transparency and understandability of structured investment products and has defined tools aimed at helping investors' to find their way in the broad offer of certificates, such as [Mappa dei certificati | Acepi](#).

Thus, its members have agreed and set standards for the various types of certificates that, irrespective of the commercial name given by the issuers, feature the same characteristics and pay out formula so that the main common elements of each certificate type are easily identified.

In this context, ACEPI has identified the main features of the so called *Actively Managed Certificates* («**AMCs**») which have been distributed in the last decade in other European countries, and since approximately three years in Italy.

## CHARACTERISTICS AND PURPOSE OF THE AMCs

- **AMCs, like all other certificates, are issued as securities** – namely, securitised derivatives under art.1, para. 1-bis, letter c) of the Consolidated Financial Law – and are characterised by the pay-out formula of a tracker certificate linked to a basket or index, actively managed based on a pre-identified strategy.
- **AMCs may be offered and/or listed on a regulated market or MTF** on the basis of the legal documentation required by law for certificates, i.e. an offer and/or listing prospectus approved by an EU competent authority pursuant to Regulation 2017/1129, as amended (“Prospectus Regulation”) and drawn up in accordance with Article 25 and relevant Annexes of Delegated Regulation (EU) 2019/980, as amended from time to time.
- **As of today, prospectuses approved by certain national competent authorities**, such as BaFin, CSSF and AMF, allow for the offering and/or the listing of the AMCs.
- As the other certificates (and differently from other products, such as investment funds), **AMCs pursue a funding purpose by the relevant issuer**. Expected returns are determined on the basis of a pay-off formula based on a linear tracker and pre-set terms and conditions. Investors in AMCs, unlike investors in investment funds, (a) do not have title proportionally to a segregated pool of assets (through investment funds’ units or shares), (b) bear, *inter alia*, the issuer credit risk (like any investors in debt securities), *i.e.* the risk that the issuer is not able, for any reason, to meet its payment obligations under the certificates.

## TARGET INVESTORS AND TRADING VENUES

- **AMCs are «Investment Certificates»**, typically targeted to investors with a medium to long term investment horizon.
- **AMCs may be admitted to trading on SeDeX and/or EuroTLX MTFs**, organised and managed by Borsa Italiana S.p.A, provided that the AMCs (and their underlying) meet the requirements set out by the rules and internal policies of SeDeX and/or EuroTLX MTFs.

## CALCULATION AGENT, SPONSOR, ADVISOR

- **AMCs involve a peculiar role for the *calculation agent and/or index sponsor and/or index/basket advisor***, which calculate/determine/procure (depending on the role performed) the so called «rebalancing» / «replacements» of the underlying assets/index constituents, in accordance with the terms and conditions of the certificates and a pre-identified strategy (underlying level). However, they do not perform asset management and are not empowered to change the pay-out formula or the terms and conditions of the certificates (certificate level).

## UNDERLYINGS

- **The underlying of an AMC may qualify as a “benchmark”** within the meaning of Regulation (EU) 2016/1011 of the European Parliament and of the Council on indices (“Benchmark Regulation” or “BMR”). In such a case, it has to meet the applicable requirements, such as: (A) under article 12.1.b) of BMR, the relevant methodology must “*contain clear rules identifying the ways and times in which discretion may be exercised in the determination of the benchmark index*“, and (B) the benchmark or the administrator of the respective benchmark is enrolled in a register established and maintained by the European Securities and Markets Authority (“ESMA”) according to Article 36 of the EU Benchmark Regulation.

## DISCLAIMER

*This document has been prepared by ACEPI for information purposes only and it does not constitute a public offer or a recommendation to buy or sell securities, or an investment, a legal or a tax advice.*

*Given the generic nature of the information in this document, it does not cover all the elements necessary to make an appropriate and informed investment decision in relation to financial products and in relation to all legal and tax consequences deriving from that investment.*

*It is under the responsibility of investors to make a careful analysis of all tax, legal and financial risks of an investment in AMCs and they should consult their own intermediaries, legal and tax advisors before making an investment decision, as well as read the relevant legal documentation.*

*ACEPI is not responsible for any error or omission in this document and for any loss or damage, direct or indirect, that may result from the use thereof.*