# Subscription Agreement for Initial Investment

GoldenTree Opportunistic Credit Fund

**USA PATRIOT Act requirements**

To help the government fight the funding of terrorism and money laundering activities, federal law requires all financial institutions to obtain, verify, and record information that identifies each person who opens an account.

What this means for you: When you open an account, we need to capture certain information that allows us to verify your identity. The following information needs to be provided on this application for all individuals who will be the registered owner or co-owner of an account, acting pursuant to a Power of Attorney or will be signing on behalf of a legal entity that will own the account.

+ Name and Date of Birth
+ Residential/Street address (P.O. Boxes not accepted; APO/FPO addresses accepted)
+ Social Security Number (SSN) or Tax Identification Number (TIN)
+ We may also ask to see your driver's license or other identifying documents

**This form is for initial purchases of the GoldenTree Opportunistic Credit Fund.** If adding funds to your existing investment, please use the Additional Investment form. For questions, please contact your financial advisor or email GoldenTreeReporting@goldentree.com or call (212)-847-3527.

## 1 Investment

Select Share Class: ☐ Class A ☐ Class C ☐ Class I ☐ Class T ☐ Class U ☐ Class U-2

Enter Initial Investment Amount $ _____

Note: $25,000 minimum for Class T
$2,500 minimum for Class A, C, I, U and U-2

Select Investment Method

☐ **By Mail**

Attach a check to this Subscription Agreement payable to: **GoldenTree Opportunistic Credit Fund**

☐ **By Wire**

Name: State Street as Agent for GoldenTree Opportunistic Credit Fund
Bank Name: State Street Bank and Trust Company, National Association
ABA Routing Number: 011000028
Account Number: 11807856

## 2 Financial advisor information

Financial advisor ID number | First name | Middle initial | Last name ☐ Mr. ☐ Mrs. ☐ Ms.

Firm name | Is Firm an RIA ☐ YES ☐ No (If unanswered, then NO)

Branch address | City | State | Zip

Branch number | Phone number | Extension | Email address

## 3 Account ownership

Please complete sections A, B, C, or D, as applicable. Complete section E for corporations or other entities.

**A. Individual or joint account (joint owners will be joint tenants with rights of survivorship unless you instruct us otherwise)**

**Registered owner # 1**

First name | Middle initial | Last name ☐ Mr. ☐ Mrs. ☐ Ms.

Date of Birth (mm/dd/yyyy) | Social Security Number/Tax ID Number | Phone number

Street address | City | Sate | Zip

**Citizenship owner #1**

Is individual a US citizen? ☐ Yes ☐ No (if No, enter country of citizenship) _____
If NO, please attach completed Form W-8BEN

**Eligible Employee**

Is this an eligible participant account (eligible employee / eligible family member)? ☐ Yes ☐ No

Please refer to the Purchase Terms in the Prospectus for qualifying information.

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**Registered owner # 2** (for joint account)

First name | Middle initial | Last name ☐ Mr. ☐ Mrs. ☐ Ms.

Date of Birth (mm/dd/yyyy) | Social Security Number | Phone number

Street address | City | Sate | Zip

**Citizenship owner #2**

Is individual a US citizen? ☐ Yes ☐ No (if No, enter country of citizenship) _____
If NO, please attach completed Form W-8BEN

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**B. Transfer on Death:** You must also complete section A above. Allocations must equal 100%. Assets will be divided equally among beneficiaries if percentages are not provided. If beneficiary is a minor, a custodian must be provided. Provide information for additional beneficiaries and/or custodians on a separate sheet.

**Beneficiary Information**

Beneficiary first name | Middle initial | Last name ☐ Mr. ☐ Mrs. ☐ Ms.

Beneficiary Date of Birth (mm/dd/yyyy) | Beneficiary Social Security Number/ Tax ID Number | Allocated percentage

Street address | City | Sate | Zip

**C. Account that is a transfer or gift to a minor (UTMA/UGMA)**

Select account type and enter US state

☐ UTMA (Uniform Transfer to Minors Act) ☐ UGMA (Uniform Gift to Minors Act)

Under what US state is UTMA/UGMA established? _____

Is UTMA/UGMA Custodian the same as owner in Section A? ☐ Yes ☐ No (If No, provide Custodian information on separate sheet)

**Information for Minor**

Minor first name _____ Middle initial _____ Last name _____ ☐ Mr. ☐ Mrs. ☐ Ms.

Minor Date of Birth (mm/dd/yyyy) _____ Minor Social Security Number/Tax ID Number _____

**D. Qualified or Custodial accounts**

Select Custodial Account type

☐ IRA (type) _____ ☐ Qualified Pension or Profit Sharing

☐ Non-Qualified Custodial ☐ Other _____

**Custodian information**

Name of custodian or trustee _____ Custodian or trustee phone number _____

Mailing address _____ City _____ State _____ Zip _____

Custodian Tax ID Number _____ Custodian account number _____

**E. Account held by Corporations or other entities**

Select entity type ☐ C Corp. ☐ S Corp. ☐ Estate ☐ Partnership ☐ Trust ☐ Other _____

**Entity information**

Entity name _____ Tax ID Number of entity _____ Trust Date (mm/dd/yyyy) _____

Street address _____ City _____ State _____ Zip _____

**Country of incorporation**

Is entity incorporated or organized in the United States? ☐ Yes ☐ No (if No, enter country) _____

**If NO, please complete and attach appropriate W-8 form**

**SEC Rule 206(4)-5 government account**

To assist us in complying with the recordkeeping requirements of the SEC's "Pay to Play" Rule 206(4)-5 under the Investment Advisers Act, please fill in the circle if the account is being opened for:

☐ A government entity, or a plan or program of a government entity. A government entity includes, but is not limited to, the government entity itself (and its employees/officers/agents acting in their official capacity), state, county and local municipalities, school districts, government-sponsored 403(b) and 457 plans, accounts for public universities, etc.

**Additional documents for entities**

This application must be signed by all trustees, executors or corporate officers whose signatures are required under the trust agreement or corporate bylaws. If the registered owner of this account is a trust, corporation, estate or partnership, please also provide:

**+ For Estates**: Copy of document appointing executor.
**+ For Trusts**: First and last pages of the Trust Agreement indicating current Trust name, Trust date and the signature page of the Trust document. All information must match what is on the Trust documents you supply to us.

**+ For Partnerships**: Partnership Agreement along with the date of organization.
**+ For LLCs**: Please provide documentation proving LLC existence.

**Additional information for individuals associated with certain entities**

In accordance with Federal regulations, we are required to collect information about individuals associated with certain entities at the time of account opening. This requirement generally applies to legal entities that are required to file registration documents with their respective Secretary of State or similar office. If this account is being opened for this type of entity, please complete the table below with the following instructions:

**A.** **If applicable**: Trustee, executor, or first/second authorized signer (for trusts and corporations, this form must be signed by all trustees or corporate officers whose signatures are required under their trust agreement or corporate bylaws).
**B.** **Control person**: Individual(s) with significant responsibility to control, manage, or direct the legal entity (e.g., Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Managing Member, General Partner, President, Vice President, Treasurer).
**C.** **Beneficial owners**: Provide the names of all individuals who own directly or indirectly 25% or more of the legal entity for which this account is being established. If no individual meets this definition, please reflect "NONE." If appropriate, an individual listed under this section may also be listed as the Control person.

| | Name and Title | Address* | Date of Birth (mm/dd/yyyy) | Social Security Number** | Phone Number | Ownership (in %) |
|---|---|---|---|---|---|---|
| Trustee, executor or 1st authorized signer | | | | | | |
| Trustee, executor or 2nd authorized signer | | | | | | |
| Control person | | | | | | |
| 25% or more Owner | | | | | | |

**Attach separate sheet if additional space is required.**

* We cannot accept a P.O. Box as a residential address; APO/FPO addresses are accepted.
** Foreign persons can provide a passport number, alien identification card number, or number and country of issuance of any other government issued document evidencing nationality or residence that bears a photograph or similar safeguard (a photocopy of the foreign identification document must accompany this form). If the entity for which this account is being established is owned or controlled by another legal entity, these same requirements apply for individuals associated with that other legal entity.

## 4 Additional options: Distribution, discretion, duplicate statement, and cost basis

**Items in this section are optional, but are important and should be reviewed.**

**Auto-reinvest opt out**

Accounts will automatically reinvest dividends and capital gains in the fund. Select one of the following cash options to opt out of auto-reinvest (note that distributions for custodial accounts will be paid to the custodian regardless of selection):

☐ Wire ☐ Third party brokerage account

Name of financial institution _____ ABA routing number _____

Bank account number _____ FFC account number (if applicable) _____

Account owner: First name _____ Middle initial _____ Last name _____ ☐ Mr. ☐ Mrs. ☐ Ms.

**Adviser discretion**

Check the box and complete the following to allow your financial advisor to submit future orders on your behalf:

☐ I, _____ (Investor name), hereby authorize _____ (Financial advisor name)

to submit on my behalf future (i) orders to purchase securities of the fund by telephone, mail, electronic mail or facsimile, and (ii) repurchase requests to the fund by mail, or other appropriate method.

Please note that by allowing your financial advisor to submit future orders on your behalf:

+ You agree that the fund, its distributor, transfer agent, and sub-transfer agent will not be liable for any loss in acting on transaction instructions via telephone, mail, electronic mail or facsimile that they reasonably believe to be authentic.

**Electronic communication**

By providing your email address below, you consent to receiving from GoldenTree all required legal disclosures and all other investor communications electronically, including but not limited to: Prospectuses, Repurchase Notices, Shareholder Reports, etc. You can change your consent preferences by emailing goldentreereporting@goldentree.com.

_____
Email Address

**Duplicate statements**

Please list the name and address of a third party who will receive a copy of your quarterly statements. Put additional persons on separate page.

**Beneficiary Information**

_____ First name | _____ Middle initial | _____ Last name ☐ Mr. ☐ Mrs. ☐ Ms.

_____
Firm name

_____ Mailing address | _____ City | _____ State | _____ Zip

_____ Phone number | _____ Extension | _____ Email Address

**Cost basis**

Please select one cost basis tax reporting method. If no method is selected, Average Cost will be used.

☐ Average Cost ☐ First-In First-Out (FIFO) ☐ Last-In First-Out (LIFO)
☐ Highest-In First-Out (HIFO) ☐ Low Cost

## 5 Tax Form

**All investors must provide the applicable tax form.**

(1) **Form W-9:**

For U.S. taxable and tax-exempt Investors: Please download, complete and include as part of this Subscription Agreement Form W-9: Request for Taxpayer Identification Number and Certification (*available at* https://www.irs.gov/pub/irs-pdf/fw9.pdf).

(2) **Form W-8:**

For non-U.S. Investors: Please download, complete and include as part of this Subscription Agreement the appropriate Form W-8 listed below.

(a) W-8BEN: Certificate of Foreign Status of Beneficial Owner for United States Tax Withholding and Reporting (Individuals)

(*available at* http://www.irs.gov/pub/irs-pdf/fw8ben.pdf)

(b) W-8BEN-E: Certificate of Status of Beneficial Owner for United States Tax Withholding and Reporting (Entities)

(*available at* http://www.irs.gov/pub/irs-pdf/fw8bene.pdf)

(c) W-8IMY: Certificate of Foreign Intermediary, Foreign Flow-Through Entity, or Certain U.S. Branches for United States Tax Withholding and Reporting

(*available at* http://www.irs.gov/pub/irs-pdf/fw8imy.pdf)

(d) W-8EXP: Certificate of Foreign Government or Other Foreign Organization for United States Tax Withholding and Reporting

(*available at* http://www.irs.gov/pub/irs-pdf/fw8exp.pdf)

(e) W-8ECI: Certificate of Foreign Person's Claim That Income Is Effectively Connected With the Conduct of a Trade or Business in the United States

(*available at* http://www.irs.gov/pub/irs-pdf/fw8eci.pdf)

For further instructions, please contact your tax advisor or visit www.irs.gov.

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## 6 Acknowledgments and signature(s)

### A. Acknowledgments

+ I (we) acknowledge receipt of the final Prospectus of the fund and further acknowledge that: (i) the Prospectus is printed in English and that I (we) have read and understand the Prospectus; (ii) I am (we are) entering into an investment in the fund relying solely on the terms and conditions of the offering as set forth in the Prospectus and in this Subscription Agreement; and (iii) I (we) agree to abide by the terms and conditions of the Prospectus, as may be amended from time to time.
+ I (we) acknowledge the following: the fund is an illiquid investment and is suitable only for investors who can bear the risks associated with the limited liquidity of the fund and should be viewed as a long-term investment; the fund will ordinarily declare and pay dividends from its net investment income. However, the amount of distributions that the fund may pay, if any, is uncertain.
+ I (we) or an adviser or consultant I (we) relied upon in reaching a decision to subscribe have such knowledge and experience in financial, tax and business matters as to enable me (us) or such adviser or consultant to evaluate the merits and risks of an investment in the fund and to make an informed investment decision with respect thereto. (I am (we are) not relying upon the fund's investment advisers for guidance with respect to tax or other legal considerations.)
+ I am (we are) permitted by applicable law and regulation to make an investment in the fund, and I (we) have satisfied any special suitability or other applicable requirements of my (our) state or country of residence and/or the state or country of residence in which the subscription occurs.
+ I (we) acknowledge that neither the fund nor its advisers have solicited my (our) investment in the fund.
+ I (we) understand and acknowledge that an investment in the fund may subject me (us) to US taxation (the amount of any tax liability will depend on a number of factors), and I (we) should obtain my (our) own advice as to whether I (we) will be liable for any US tax as a result of an investment in the fund.+ I (we) acknowledge that the fund reserves the right, in its absolute discretion, to reject this and any other subscription, in whole or in part.
+ If signing on behalf of a legal entity, I (we) certify: I am an (we are) authorized representative(s) of the entity, and I (we) understand that State Street Bank and Trust Company will use this document for the purpose of verifying the identity of the beneficial owners and control person as required by federal law. I (we) hereby certify, to the best of my (our) knowledge, that the information provided in the table in Section 3E is complete and correct.
+ **I (we) certify under penalties of perjury that:**
    1 The number shown on this application is my (our) correct Taxpayer Identification Number, **and**
    2. I am (we are) not subject to backup withholding because: (a) I am (we are) exempt from backup withholding, or (b) I (we) have not been notified by the Internal Revenue Service (IRS) that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am (we are) no longer subject to backup withholding, **and**
    3. Unless otherwise discussed in advance with and approved in the sole discretion of State Street Bank and Trust Company, I am a (we are) US citizen(s) or other US person(s), **and**
    4. The FATCA code(s) entered on this form (if any, see below) indicating that I am (we are) exempt from FATCA reporting is correct.

If required:

**Certification #2 above: Backup withholding**

You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return.

**Certification #4 above: Exemption from FATCA reporting code (if any): _____**

FATCA codes apply to persons submitting this form for accounts maintained outside of the United States by certain foreign financial institutions. Therefore, if you are only submitting this form for an account you hold in the United States, you may leave this field blank. Please visit http://www.irs.gov/pub/irs-pdf/fw9.pdf for a list of exemption codes for all others.

The Internal Revenue Service does not require your consent to any provision of this document other than the certifications above to avoid backup withholding.

**B. Signature(s)**

| | | |
|---|---|---|
| **X** | | |
| Signature of Investor (Required) | Date (mm/dd/yyyy) | Title (if the account is held by a trust, corporation, estate, partnership or other entity |
| **X** | | |
| Signature of Joint Investor (If applicable) | Date (mm/dd/yyyy) | Title (if the account is held by a trust, corporation, estate, partnership or other entity |

Return the completed Subscription Agreement to:

| **Regular Mail:** | **Overnight Mail:** |
|---|---|
| GoldenTree Opportunistic Credit Fund | GoldenTree Opportunistic Credit Fund |
| State Street Bank and Trust | State Street Bank and Trust |
| PO BOX 5493 | 1776 Heritage Drive |
| Attn: JAB/3SE | Attn: JAB/3SE |
| Boston, MA 02206 | Quincy, MA 02171 |