

Entity Self-Certification

Instructions for completion

We are obliged under Section 891E, Section 891F and Section 891G of the Taxes Consolidation Act 1997 (as amended) and regulations made pursuant to those sections to collect certain information about each client's tax arrangements. Please complete the sections below as directed and provide any additional information that is requested. Please note that in certain circumstances we may be legally obliged to share this information with relevant tax authorities.

For further information on FATCA or CRS please refer to the Irish Revenue website at: www.revenue.ie/en/business/aeoi/index.html or the following link: www.oecd.org/tax/automatic-exchange/ in the case of CRS only

If any of the information below about the client's tax residence or Entity classification changes in the future, please ensure that we are advised of these changes promptly.

If you have any questions about how to complete this form, please contact your tax advisor.

1. Client Identification

Client name (the "Entity")	<input type="text"/>
Registered address	
Number	<input type="text"/>
Street	<input type="text"/>
City, Town, State, Province or County	<input type="text"/>
Postal code	<input type="text"/>
Country	<input type="text"/>

2. FATCA Declaration Specified U.S. Person

Please tick either (a) or (b) below and complete as appropriate

- (a) The Entity is **not** a Specified U.S. Person
- (b) The Entity **is** a Specified U.S. Person and the Entity's U.S. Federal Taxpayer Identifying number (U.S. TIN) is as follows:

U.S. TIN

3. Entity's FATCA Classification

Please complete either 3.1 if the entity is a Financial Institution or 3.2 if the entity is a Non-Financial Institution

3.1 Financial Institutions

If the Entity is a Financial Institution, please tick one of the below categories, and provide the Entity's GIIN:

- (I) Irish Financial Institution or a Partner Jurisdiction Financial Institution
- (II) Registered Deemed Compliant Foreign Financial Institution
- (III) Participating Foreign Financial Institution

Please provide the Entity's Global Intermediary Identification number (GIIN)

If the Entity is a Financial Institution but unable to provide a GIIN, please tick one of the below reasons:

- (I) Partner Jurisdiction Financial Institution and has not yet obtained a GIIN
- (II) The Entity has not yet obtained a GIIN but is sponsored by another entity which does have a GIIN

Please provide the sponsor's name and sponsor's GIIN:

Sponsor's name

Sponsor's GIIN

- (III) Exempt Beneficial Owner
- (IV) Certified Deemed Compliant Foreign Financial Institution (including a deemed compliant Financial Institution under Annex II of the Agreement)
- (V) Non-Participating Foreign Financial Institution
- (VI) Excepted Foreign Financial Institution
- (VII) U.S. person but not a Specified U.S. person

3.2 Non-Financial Institutions

If the Entity is not a Financial Institution, please confirm the Entity's FATCA status below:

- (I) The Entity is an Active Non-Financial Foreign Entity, or
- (II) The Entity is a Passive Non-Financial Foreign Entity (If the Entity is a Passive Non-Financial Foreign Entity, please provide details of any Controlling Persons in Section 6 (whose percentage of ownership is 25% or greater) which are U.S. citizens or resident in the U.S. for tax purposes. The term Controlling Persons is to be interpreted in a manner consistent with the recommendations of the Financial Action Task Force)
- (III) The Entity is an Excepted Non-Financial Foreign Entity
- (IV) The Entity is a U.S. person but not a Specified U.S. person

4. CRS Declaration of Tax Residency

Note: Declaration of tax residency is requested in the context of the OECD Common Reporting Standard (CRS), an initiative to implement automatic exchange of financial account information on a global basis.

Please indicate the Entity’s place of tax residence (if resident in more than one country please detail all countries of tax residence and associated tax identification numbers).

Provision of a Tax ID Number is required unless you are tax resident in a jurisdiction that does not issue a Tax ID Number. If the entity is not tax resident in any jurisdiction, for example because it is fiscally transparent, please indicate that below and provide its place of effective management or country in which its principal office is located.

Country of Tax Residency	Tax ID Number
<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>

5. Entity’s CRS Classification

Please complete either 5.1 if the entity is a Financial Institution or 5.2 if the entity is a Non-Financial Institution.

For more information please see the Common Reporting Standard and associated commentary.

<http://www.oecd.org/tax/automatic-exchange/common-reporting-standard/common-reporting-standard-and-related-commentaries/#d.en.345314>

5.1 Financial Institutions under CRS:

If the Entity is a Financial Institution, please tick one of the below categories:

- (I) Financial Institution under CRS (other than (II) below)
- (II) An investment entity located in a Non-Participating Jurisdiction and managed by another Financial Institution (If this box is ticked, please indicate the details of any Controlling Person(s) of the Entity in Section 6)

5.2 Non-Financial Institutions under CRS:

If the Entity is a Non-Financial Institution, please tick one of the below categories:

- (I) Active Non-Financial Entity (NFE) - a corporation the stock of which is regularly traded on an established securities market or a corporation of which is a related entity of such a corporation
- (II) Active Non-Financial Entity (NFE) - a Government Entity or Central Bank
- (III) Active Non-Financial Entity (NFE) - an International Organisation
- (IV) Active Non-Financial Entity (NFE) - other than (I) - (III) (for example a start-up NFE or a non-profit NFE)
- (V) Passive Non-Financial Entity (If this box is ticked, please indicate the details of any Controlling Person(s) of the Entity in Section 6)

5.3 Excluded Account under CRS:

- (I) A retirement or pension account within the meaning of “excluded account” as defined by either the CRS or Irish Revenue Regulation S.I. No. 583 of 2015

6: Controlling persons

Please complete the details of any Controlling Person(s) below where Section 3.2 (II), Section 5.1 (II), or Section 5.2 (V) have been ticked in respect of the entity's FATCA/CRS classification.

Full name

1.
2.
3.
4.
5.

Date of birth

DD / MM / YYYY
DD / MM / YYYY
DD / MM / YYYY
DD / MM / YYYY
DD / MM / YYYY

Full residential address

1.
2.
3.
4.
5.

Details of controlling person's beneficial ownership - please provide the % of ownership

1.
2.
3.
4.
5.

Country of Tax residence

1.
2.
3.
4.
5.

Tax ID number

The term 'Controlling Persons' is to be interpreted in a manner consistent with the recommendations of the Financial Action Task Force.

If there are no natural person(s) who exercise control of the Entity then the Controlling Person will be the natural person(s) who hold the position of senior managing official of the Entity.

For further information on Identification requirements under CRS for Controlling Persons, see the Commentary to Section VII of the CRS Standard. www.oecd.org/tax/automatic-exchange/common-reporting-standard/common-reporting-standard-and-related-commentaries.

7: Declarations and Undertakings

I/We declare (as an authorised signatory of the Entity) that the information provided in this form is, to the best of my/our knowledge and belief, accurate and complete.

I/We undertake to advise Goodbody promptly and provide an updated Self-Certification where any change in circumstance occurs which causes any of the information contained in this form to be incorrect.

Authorised Signature(s)

Signature

Print full name

Capacity in which declaration is made

Date

Signature

Print full name

Capacity in which declaration is made

Date

Glossary

1. Financial Institution
2. Non-Financial Foreign Entity (NFFE)
 - Active NFFE
 - Passive NFFE

1. Financial Institution

For the purposes of FATCA, a Financial Institution is a non-US entity that falls into any of the following categories

- Custodial Institution
- Depository Institution
- Investment Entity
- Specified Insurance Company
- Relevant Holding Company
- Relevant Treasury Company

An entity may fall within more than one category of Financial Institution.

A. Custodial Institution

A Custodial Institution is any entity that earns a substantial portion (at least 20 per cent) of its gross income from the business of holding financial assets for the account of others and the provision of related financial services during the shorter of:

- its last three accounting periods; or
- in the period since commencement of business, where the entity has not been in business for three years.

The term “related financial services” means any ancillary service directly related to the holding of assets by the institution on behalf of others. Income arising from these services includes:

- custody, account maintenance and transfer fees;
- execution and pricing commission and fees for securities transactions;
- income earned from extending credit to customers;
- income earned from contracts for difference and on the bid-ask spread of financial assets; and
- fees for providing financial advice, clearance and settlement services.

Brokers, custodial banks, trust companies, clearing organisations (such as central securities depositories) and nominees are all likely to fall within the definition of Custodial Institution. Insurance brokers do not hold assets on behalf of clients and thus should not generally fall within this category of Financial Institution.

B. Depository Institution

A Depository Institution is defined as an entity that accept deposits in the ordinary course of a banking or similar business.

This category would include banks, credit unions, industrial and provident societies and building societies. This is not an exhaustive list and whether or not an entity is a Depository Institution will depend on what activities are actually undertaken by the entity. Generally, however, insurance brokers and

solicitors would not be expected to fall within this definition. A Financial Institution accepts a deposit if a sum of money is paid to it on terms

- under which it will be repaid, with or without interest or premium, either on demand or at a time or in circumstances agreed by or on behalf of the person making the deposit and the Financial Institution receiving it; and
- which are not referable to the provision of property (other than currency) or services or the giving of security;

The requirement that a Financial Institution accept deposits in the ordinary course of a banking business will generally be met if the money received by way of deposit is lent to others or any other activity of the Financial Institution is financed wholly, or to a material extent, out of the capital of, or interest on, money received by way of deposit.

Entities that issue payment cards that can be pre-loaded with funds in excess of \$50,000 to be spent at a later date, such as pre-paid credit card or “e-money”, will also be considered to be a Depository Institution for the purposes of the Agreement.

Entities that provide asset backed finance services or that accept deposits solely from persons as collateral or security pursuant to a sale or lease of property, a loan secured by property or a similar financing arrangement between such entity and the person making the deposit with the entity, will not be Depository Institutions. This might, for instance, apply to a leasing, factoring or invoice discounting business.

Entities that facilitate money transfers by instructing agents to transmit funds (but do not finance the transactions) will not be considered to be engaged in banking or similar business as this is not seen as accepting deposits.

C. Investment Entity

An Investment Entity is an entity that primarily conducts as a business, or is managed by an entity that conducts as a business, one or more of the following activities, for or on behalf of a customer (e.g. an Account Holder)

- trading in:
 - money market instruments (cheques, bills, certificates of deposit, derivatives etc.),
 - foreign exchange,
 - interest rate and index instruments,
 - transferable securities and commodity futures trading,
- individual and collective portfolio management, or
- otherwise investing, administering or managing funds or money on behalf of other persons.

An entity will be regarded as an Investment Entity where the entity’s gross income attributable to such activities is equal to or exceeds 50 per cent of the entity’s gross income during the shorter of:

- the three-year period ending on 31 December of the year preceding the year in which the determination is made; or

- the period during which the entity has been in existence. In practice, an entity that is professionally managed by a regulated Financial Institution and that performs any of the activities listed above, either directly or through another third party service provider, will generally be an Investment Entity.

Where an entity is managed by an individual the managed entity will not be an Investment Entity because an individual cannot be an Investment Entity.

An Investment Entity whose assets consist of non-debt direct interests in real property, even if managed by another Investment Entity will not be an Investment Entity, e.g. a REIT.

Collective Investment Schemes are the main type of entity covered by this heading. However the definition of Investment Entity is very wide and would include in addition to Collective Investment Schemes, persons such as fund administrators, fund managers, fund distributors, custodians, nominees etc. Although such entities are Investment Entities in accordance with the definition, they will not be regarded as a Reporting Financial Institution unless they hold Financial Accounts.

Many Collective Investment Schemes are constituted as umbrella funds, whereby investment portfolios are held for different investors, through sub-funds with segregated liability. In such situations, registration and reporting may be carried out by the umbrella or on a sub-fund basis.

Investment Limited Partnerships and Common Contractual Funds will also be covered by this heading and regarded as Financial Institutions.

A unit trust scheme (as defined under section 1 of the Unit Trusts Act 1990) will be an Investment Entity where the trust or trustee engages another Financial Institution to manage the trust or financial assets on its behalf. The fact that a trust holds a Financial Account (e.g. a Depository Account) with a Financial Institution does not of itself mean that the trust is a Financial Institution.

A trust will be an Investment Entity where (a) the trustee is a Financial Institution, (b) the trustee engages a Financial Institution to manage the trust, or (c) the trustee engages a Financial Institution to manage the financial assets of the trust. If the trust is not professionally managed, then it will be treated as a NFFE.

When a Collective Investment Scheme is closed (i.e. there are no remaining investors in the fund and the fund is not open to new investors) but there remain residual debtors and recovery actions are being pursued, the fund will be not an Investment Entity for the purposes of FATCA.

Whilst the Collective Investment Scheme is considered to be the Financial Institution in all cases, either at umbrella or sub-fund level, the party responsible for ensuring compliance with the Regulations may differ, as outlined in the examples below:

- for a Collective Investment Scheme constituted as a corporate entity, that corporate entity is responsible for ensuring its own compliance with the Regulations;
- for a Collective Investment Scheme constituted as trust and the trustee of the trust is a person who carries on business in the State, the trustee is the responsible for ensuring that the trust is compliant with the Regulations; and
- for a Collective Investment Scheme constituted otherwise than as described in (a) and (b) above and the manager of the Collective Investment Scheme is a person who carries on business in the State, that person is responsible for ensuring the ILP's compliance with the Regulations.

In practice, the corporate entity, trustee, or manager may appoint another to carry out its duties and obligations under the Regulations, however, ultimate responsibility for any failure by the appointee to carry out those duties and obligations will remain with the corporate entity, trustee, or manager.

Investment Managers and Investment Advisers

Under the provisions of the Agreement, an Investment Adviser or Investment Manager may fall within the meaning of Financial Institution (usually Investment Entity) solely because they render investment advice to, or on behalf of, a customer for the purposes of investing, managing or administering funds deposited in the customer's name.

An Investment Entity established in Ireland that is a Financial Institution solely because it:

- renders investment advice to, and acts on behalf of, or
- manages portfolios for, and acts on behalf of, a customer for the purposes of investing, managing, or administering funds deposited in the name of the customer with a Financial Institution other than a NPFI, will be regarded as a Deemed Compliant Financial Institution.

In the case of Investment Advisers who solely render investment advice to customers and do not otherwise undertake investment services or maintain financial accounts, they are likely to fall within the meaning of NFFE.

Insurance brokers are unlikely to fall within the definition of Investment Entity where they act as an agent.

D. Specified Insurance Company

An insurance company is a Specified Insurance Company when the products written by the company are classified as Cash Value Insurance Contracts or Annuity Contracts or if payments are made with respect to such contracts.

Insurance companies that only provide general insurance or term life insurance will not be Financial Institutions under this

definition and neither will reinsurance companies that only provide indemnity reinsurance contracts.

A Specified Insurance Company can include both an insurance company and its holding company. However, the holding company itself will only be a Specified Insurance Company if it issues or is obligated to make payments with respect to Cash Value Insurance Contracts or Annuity Contracts. As only certain persons are permitted to provide Insurance Contracts or Annuity Contracts, it is unlikely that an insurance holding company will in itself issue or will be obligated to make payments with respect to Cash Value Insurance Contracts or Annuity Contracts.

Insurance brokers are part of the payment chain and should not be classified as a Specified Insurance Company because they are not obliged to make payments under the terms of the Insurance or Annuity Contract.

E. Relevant Holding Company

Not all entities that carry on activities as a holding company will be Relevant Holding Companies. However, where a holding company is part of a Financial Group it will be a Relevant Holding Company where its business consists, wholly or mainly, of holding, directly or indirectly, any shares or securities in a related entity that is a Custodial Institution, Depository Institution, Investment Entity, or Specified Insurance Company.

Further, a holding company that is not part of a Financial Group will also be treated as being a Relevant Holding Company where its primary activities involve holding shares or securities and it has a qualifying relationship with an Investment Entity. For this purpose, a holding company has a qualifying relationship with an Investment Entity where the Investment Entity is a related entity or the holding company provides services to or holds investments on behalf of that Investment Entity.

A holding company will also be a Relevant Holding Company where it is part of a Financial Group and is formed in connection with or used by a Collective Investment Scheme, mutual fund, exchange traded fund, private equity fund, hedge fund, venture capital fund, leveraged buyout fund, or any similar investment vehicle established with an investment strategy of investing, reinvesting or trading in financial assets. For this purpose, “formed in connection” with or “used by” a private equity fund or similar vehicle means:

- the investment activity of the company is directed by the private equity fund, its manager or other individual(s) directed by the manager,
- the private equity fund has executive representatives on the board of the company,
- the holding company is used to facilitate banking or financing arrangements, or
- the private equity fund or similar vehicle derives some financial, or other, benefit or advantage from the existence of the holding company.

Where, subsequent to acquisition by a private equity fund, a holding company is set up which, in addition to holding shares of the portfolio group, provides management and other services to the portfolio group, the main purpose of the company should be considered.

Where a holding company in a private equity investment structure does not meet these conditions and is thus not considered to be a Relevant Holding Company, it should be classified instead as an NFFE. Where the portfolio group held by the holding company is not itself a Financial Group, the fact that there are other Investment Entities or Financial Institutions within the private equity structure as a whole will not affect the classification of the holding company.

If a fund invests in non-financial assets, neither the entities holding the non-financial assets directly nor any intermediate holding companies will be treated as Financial Institutions. The fund (the top entity in the structure) will still be treated as an Investment Entity where it is professionally managed by a Financial Institution.

The term “wholly or mainly” used in the context of Relevant Holding and Relevant Treasury Companies means “greater than 50%” of the company’s business.

F. Relevant Treasury Company

Not all treasury companies will be Relevant Treasury Companies. A Relevant Treasury Company is a treasury company that exists wholly or mainly for the purpose of carrying on qualifying activities on behalf of a Financial Group or on behalf of an Investment Entity with which it has a qualifying relationship.

For this purpose, “qualifying activities” are activities consisting of one or more of the following

- the making or receiving of deposits and the management of those deposits;
- the provision of or management of financing or refinancing facilities;
- the acquisition of or the holding of shares in another company that is a Custodial Institution, a Depository Institution, an Investment Entity or a Specified Insurance Company;
- investing in securities;
- the entering into or management of specified agreements within the meaning of section 110(1) of the Taxes Consolidation Act, 1997.

Further, a treasury company has a qualifying relationship with an Investment Entity where the Investment Entity is a related entity or where the treasury company provides services to, or holds investments on behalf of, that Investment Entity.

The term “wholly or mainly” in the context of Relevant Holding and Relevant Treasury Companies means “greater than 50%” of the company’s business.

2. Non-Financial Foreign Entity (NFFE)

An NFFE is any non-US entity that is not a Financial Institution as defined for FATCA. There are two categories of NFFE - active or passive. A Passive NFFE is an NFFE that is not an Active NFFE.

Active NFFE

An Active NFFE is defined as any NFFE that meets one of the following criteria:

1. Less than 50 per cent of the NFFE's gross income for the preceding calendar year or other appropriate reporting period is passive income and less than 50 per cent of the assets held by the NFFE during the preceding calendar year or other appropriate reporting period are assets that produce or are held for the production of passive income. For FATCA purposes, income received on assets used as capital in general insurance business should be treated as active rather than passive income.
2. The stock of the NFFE is regularly traded on an established securities market or the NFFE is a related entity of an entity the stock of which is traded on an established securities market.
3. The NFFE is organised in a US Territory and all of the owners of the payee are bona fide residents of that US Territory.
4. The NFFE is a non-US government, a government of a US Territory, an international organisation, a non-US central bank of issue, or an entity wholly owned by one or more of the foregoing.
5. Substantially all of the activities of the NFFE consist of holding (in whole or in part) the outstanding stock of, or providing financing and servicing to, one or more subsidiaries that engage in trades or businesses other than the business of a Financial Institution, except that an NFFE shall not qualify for this status if the NFFE functions (or holds itself out) as an investment fund, such as private equity fund, venture capital fund, leveraged buyout fund or any investment vehicle whose purpose is to acquire or fund companies and then hold interests in those companies as capital assets for investment purposes.
6. The NFFE is not yet operating a business and has no prior operating history, but is investing capital into assets with the intent to operate a business other than that of a Financial Institution; provided, that the NFFE shall not qualify for this exception after the date that is 24 months after the date of the initial organisation of the NFFE.
7. The NFFE was not a Financial Institution in the past five years, and is in the process of liquidating its assets or is reorganising with the intent to continue or recommence operations in a business other than that of a Financial Institution.
8. The NFFE primarily engages in financing and hedging transactions with or for related entities that are not Financial Institutions, and does not provide financing or hedging services to any entity that is not a related entity, provided that group of any such related entities is primarily engaged in a business other than that of a Financial Institution.
9. The NFFE is an "Excepted NFFE" as defined in US Regulations (e.g. see Direct Reporting NFFE below); or

10. The NFFE meets all of the following requirements:

- (i) It is established and maintained in its country of residence exclusively for religious, charitable, scientific artistic, cultural, or educational purposes;
- (ii) It is exempt from tax in its country of residence;
- (iii) It has no shareholders or members who have proprietary or beneficial interest in its income or assets;
- (iv) The applicable laws of the entity's country of residence or the entity's formation documents do not permit any income or assets of the entity to be distributed to, or applied for the benefit of, a private person or non-charitable entity other than pursuant to the conduct of the entity's charitable activities, or a payment of reasonable compensation for services rendered, or as payment representing the fair market value of property which the entity has purchased; and
- (v) The applicable laws of the entity's country of residence or the entity's formation documents require that, upon the entity's liquidation or dissolution, all of its assets be distributed to a governmental entity or other non-profit organisation, or escheat to the government of the entity's country of residence or any political subdivision thereof.

Passive Income

The term "passive income" means the portion of gross income that consists of

1. Dividends, including substitute dividend amounts;
2. Interest;
3. Income equivalent to interest, including substitute interest and amounts received from or with respect to a pool of insurance contracts if the amounts received depend in whole or part upon the performance of the pool;
4. Rents and royalties, other than rents and royalties derived in the active conduct of a trade or business conducted, at least in part, by employees of the NFFE;
5. Annuities;
6. The excess gains over losses from the sale or exchange of property that gives rise to passive income described in items 1 to 5;
7. The excess of gains over losses from transactions (including futures, forwards and similar transactions) in any commodities, but not including
 - (a) Any commodity hedging transaction described in section 954(c)(5)(A) of the US Revenue Code, determined by treating the entity as a controlled foreign corporation; or
 - (b) Active business gains or losses from the sale of commodities, but only if substantially all the foreign entity's commodities are property described in paragraph(1), (2) or (8) of section 1221(a) of the US Revenue Code;
8. The excess of foreign currency gains over foreign currency losses;
9. Net income from "notional principal contracts". These are financial instruments that provide for the payment of amounts by one party to another at specified intervals calculated by reference to a specified index upon a notional

principal amount in exchange for specified consideration or a promise to pay similar amounts (NB: in the UK this would normally be a swap);

10. Amounts received under cash value insurance contracts; or

11. Amounts earned by an insurance company in connection with its reserves for insurance and annuity contracts.

Passive NFFE

A Passive NFFE is a NFFE that is not an Active NFFE.

Direct Reporting NFFEs and Sponsored Direct Reporting NFFEs

US Treasury Regulation 1.1472-1(c)(3) introduces a new category of Passive NFFE - a Direct Reporting NFFE. A Direct Reporting NFFE will be treated as an "Excepted NFFE". Such a NFFE will be required to register with the IRS to obtain a GIIN. Further, Direct Reporting NFFEs will be required to elect to, and report directly to the IRS certain information about its direct or indirect substantial US owners. For further information, see IRS Notice 2013-69. The Notice also sets out that an entity will be allowed to sponsor one or more Direct Reporting NFFEs (i.e. Sponsored Direct Reporting NFFEs)

Source: Guidance Notes on the Implementation of FATCA in Ireland (Issue Date: 1 October 2014).

For further clarification of any of these terms please refer to the full document on the Irish Revenue website:

<http://www.revenue.ie/en/business/aeoi/index.html>



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16 November 2018

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