

OrchardWay P2P Credit Fund Ltd.

Subscription Documents

(FOR NON-U.S. INVESTORS)

Administrator:

**SS&C Technologies Inc.
80 Lamberton Road
Windsor, CT USA 06095
Attention: Investor Services
Telephone: +1 (812) 213-3051
Facsimile: +1 (860) 371-2503**

INVESTMENT PROCEDURES

Prospective investors should read the Confidential Private Placement Memorandum of HCG Digital Finance LP (the "Master Fund") and the Cayman Islands Supplement to it for OrchardWay P2P Credit Fund Ltd. (the "Fund") and this booklet prior to subscribing to the Fund.

If you are interested in subscribing for Shares (as defined herein), please complete all applicable pages as indicated below and promptly return this booklet by facsimile to OrchardWay P2P Credit Fund Ltd., care of SS&C Technologies Inc., the Fund's administrator (the "Administrator"), at (860) 371-2503, with the executed original and supporting identity verification documents to follow by courier thereafter so as to be received by SS&C Technologies Inc., 80 Lamberton Road, Windsor, CT USA 06095, Attention: Investor Services, by no later than 5:00 p.m. (ET) on at least three business days prior to the date of admission as a shareholder.

- Investor Profile Form (pages 18-21)
- General Eligibility Representations (pages 22-33)
- Tax Information (pages 25-29)
- Signature Page (page 34)

WIRING INSTRUCTIONS

You must wire the payment from an account in your name. If you are not wiring your payment from a bank located in an Approved FATF Country* you must contact the Administrator for further instructions prior to wiring your payment, which may result in a delay in your subscription.

USD Class Shares:

Bank name: RBS International Isle of Man
SWIFT BIC: RBOSIMDX
Account name: Orchardway P2P Credit Fund Ltd.
Sort Code & A/c No: 16588 58687194
IBAN No: GB61RBOS16588058687194
Bank address: Royal Bank House, 2 Victoria Street, Douglas, Isle of Man IM99 1NJ
Correspondent Bank Name: Wells Fargo Bank NA, New York
Correspondent Bank SWIFT Code: PNBPU33NNYC

Euro Class Shares:

Bank name: RBS International Isle of Man
SWIFT BIC: RBOSIMDX
Account name: Orchardway P2P Credit Fund Ltd.
Sort Code & A/c No: 16588 58687194
IBAN No: GB61RBOS16588058687194
Bank address: Royal Bank House, 2 Victoria Street, Douglas, Isle of Man IM99 1NJ
Correspondent Bank Name: The Royal Bank of Scotland plc, London

* As of the date hereof, approved countries that are members of the Financial Action Task Force on Money Laundering (each, an "Approved FATF Country") are: Argentina, Australia, Austria, Belgium, Brazil, Canada, China, Denmark, Finland, France, Germany, Greece, Hong Kong, Iceland, India, Ireland, Italy, Japan, Luxembourg, Mexico, Kingdom of the Netherlands, New Zealand, Norway, Portugal, Singapore, South Africa, South Korea, Spain, Sweden, Switzerland, Turkey, United Kingdom and the United States.

Correspondent Bank SWIFT Code: RBOSGB2L

GBP Class Shares:

Bank name: RBS International Isle of Man
SWIFT BIC: RBOSIMDX
Account name. Orchardway P2P Credit Fund Ltd.
Sort Code & A/c No: 16588 58687194
IBAN No: GB61RBOS16588058687194
Bank address: Royal Bank House, 2 Victoria Street, Douglas, Isle of Man IM99 1NJ
Correspondent Bank Name: The Royal Bank of Scotland, London
Correspondent Bank SWIFT Code: RBOSGB2L

CHF Class Shares:

Bank name: RBS International Isle of Man
SWIFT BIC: RBOSIMDX
Account name. Orchardway P2P Credit Fund Ltd.
Sort Code & A/c No: 16588 58687194
IBAN No: GB61RBOS16588058687194
Bank address: Royal Bank House, 2 Victoria Street, Douglas, Isle of Man IM99 1NJ
Correspondent Bank Name: UBS AG, Zurich
Correspondent Bank SWIFT Code: UBSWCHZH80A

IMPORTANT

1. Please have the wiring bank identify the name of the prospective investor on the wire transfer.
2. We recommend that the wiring bank charge its wiring fees separately so that the amount you have elected to invest may be invested.

CLEARED FUNDS MUST BE IN THE FUND'S ACCOUNT THREE (3) BUSINESS DAYS PRIOR TO THE DATE ON WHICH SHARES WILL BE ISSUED TO THE INVESTOR.

SUBSCRIPTION AGREEMENT

OrchardWay P2P Credit Fund Ltd.
c/o SS&C Technologies Inc.
80 Lamberton Road
Windsor, CT USA 06095
Attn.: Investor Services
Tel: +1 (812) 213-3051
Fax: +1 (860) 371-2503
Email: SSSInvestorServices@sscinc.com

Re: OrchardWay P2P Credit Fund Ltd.—Issuance of Shares

The undersigned (the "Investor") wishes to become a shareholder of OrchardWay P2P Credit Fund Ltd. (the "Fund"), a Cayman Islands exempted company, and to subscribe for shares in the Fund ("Shares") upon the terms and conditions set forth herein, in the Confidential Private Placement Memorandum of the Master Fund and the Cayman Islands Supplement to it for the Fund, as the same may be supplemented, updated or modified from time to time (together, the "Memorandum"), and in the Memorandum of Association and the Articles of Association of the Fund, as each may be amended from time to time (collectively, the "Articles of Association") and the applicable Portfolio Fund Documents (together with the Memorandum and the Articles of Association, the "Fund Documents"). Capitalized terms used herein but not defined herein shall have the meanings assigned to them in the Memorandum. All references herein to "dollars" or "\$" are to U.S. dollars.

Accordingly, the Investor agrees as follows:

I. SUBSCRIPTION FOR SHARES

- (A) The Investor irrevocably agrees to become a shareholder of the Fund and, in connection therewith, subscribes for and agrees to make the investment for the number of Shares (including fractional Shares) which can be purchased with this subscription at the purchase price per Share set forth in the Memorandum (or the applicable foreign currency equivalent for Shares denominated in a currency other than the U.S. dollar). Payment in cleared funds for Shares must be received prior to the subscription date established by the Fund. The Investor's payment (the "Payment") will be held by the Fund in a non-interest bearing account. The minimum initial subscription is \$100,000 (or the applicable foreign currency equivalent for Shares denominated in a currency other than the U.S. dollar), subject to the discretion of the board of directors of the Fund (the "Board of Directors") to accept a lower amount but not less than the amount prescribed by the Mutual Funds Law (Revised) from time to time.
- (B) The Investor acknowledges and agrees that the Fund reserves the right to reject this subscription for Shares for any reason or no reason, in whole or in part, and at any time prior to its acceptance. If the subscription is rejected, the Payment will be returned promptly to the Investor and this subscription agreement (the "Subscription Agreement") shall have no force or effect. Upon acceptance of this subscription by the Fund, the Investor shall be registered as a shareholder of the Fund and shall be subject to the terms of the Fund Documents. The Investor acknowledges and agrees that where its subscription for Shares is accepted, the Shares will be treated for economic purposes as having been issued with effect from the relevant subscription date notwithstanding that its subscription for those Shares may not be entered in the Fund's register of members until after the relevant subscription date and that the Payment will accordingly be subject to investment risk in the Fund from the relevant subscription date.

II. REPRESENTATIONS AND COVENANTS OF THE INVESTOR

- (A) The Investor represents and warrants that it is not a U.S. Person.* The Investor agrees that it will not resell, reoffer or otherwise transfer any Shares to a U.S. Person. The Investor acknowledges that the Shares subscribed for hereunder have not been and will not be registered under the securities laws of any jurisdiction and, therefore, cannot be resold, reoffered or otherwise transferred unless done so in compliance with applicable securities laws. The Investor acknowledges that the Fund is under no obligation to register the Shares on the Investor's behalf or to assist the Investor in complying with any applicable securities laws. The Investor acknowledges that the Shares can only be transferred in accordance with the Fund Documents. The Investor acknowledges that the Fund may compulsorily redeem all or any portion of the Investor's Shares in the Board of Directors' discretion in accordance with the Fund Documents.
- (B) If the Investor has been solicited in or from Switzerland, the Investor represents and warrants that it is a "regulated qualified investor" as defined in Article 10(3)(a) or (b) of the Swiss Collective Investment Schemes Act of June 23, 2006, as amended.
- (C) The Investor is an "Eligible Investor," as such term is defined in the Memorandum. The Investor has received, carefully read and understands the Memorandum, including the sections of the Memorandum outlining, among other things, the organization and investment objectives and policies of, and the risks and expenses of an investment in, the Fund. The Investor understands that the Articles of Association will be provided upon request. The Investor acknowledges and agrees that it has made an independent decision to invest in the Fund and that, in making its decision to subscribe for Shares, or making a subsequent investment decision with respect to the Fund, the Investor can rely only on information included in the Fund Documents (irrespective of any other information furnished to the Investor). The Investor is not relying on the Fund, the Board of Directors, SS&C Technologies Inc. (the "Administrator"), Kinetic Partners (Luxembourg) Management Company Sàrl (the "AIFM"), Bedrock Asset Management (UK) Ltd. (the "Portfolio Manager") or any other person or entity with respect to the legal, tax and other economic considerations involved in this investment other than the Investor's own advisers. The Investor's investment in the Shares is consistent with the investment purposes, objectives and cash flow requirements of the Investor and will not adversely affect the Investor's overall need for diversification and liquidity. The Investor has such knowledge and experience in financial and business matters that the Investor is capable of evaluating the merits and risks of the Investor's investment in the Fund, and is able to bear such risks.

The Investor acknowledges that it is not subscribing pursuant hereto for Shares as a result of, or pursuant to: (i) any advertisement, article, notice or other communications published in any newspaper, magazine or similar media (including any internet site whose information about the Fund is not password protected) or broadcast over television or radio; or (ii) any seminar or meeting whose attendees, including the Investor, had been invited as a result of, or pursuant to, any of the foregoing.

- (D) The Investor acknowledges that, in connection with the organization of the Fund and its ongoing business, the Investor will receive or have access to information concerning the business and affairs of the Fund, the AIFM, the Portfolio Manager or their affiliates that the Fund, the AIFM or the Portfolio Manager reasonably believes to be in the nature of trade secrets or other information, the disclosure of which the Fund or the AIFM believes is not in the best interests of the Fund, the AIFM, the Portfolio Manager or their affiliates, or could damage the Fund, the AIFM, the Portfolio Manager or their affiliates or their respective businesses, or which the Fund,

* See the section of the Memorandum captioned "Eligible Shareholders" and Appendix B to the Memorandum for the definition of a "U.S. Person".

the AIFM, , the Portfolio Manager or their affiliates are required by law or agreement with a third party to keep confidential, including, without limitation, any information relating to the Fund's financial and investment strategy (e.g., portfolio positions, trades and contemplated trades); all notices, letters and other communications whether written or oral between the Fund, the AIFM, the Portfolio Manager or their affiliates and the Investor; the names and addresses of each of the shareholders of the Fund and their initial and subsequent subscriptions (collectively, "Confidential Information"). The Investor agrees to keep confidential, and not to make any use of (other than for purposes reasonably related to its Shares) or disclose to any person or entity, any Confidential Information except to its directors, employees, agents, advisers, or representatives responsible for matters relating to the Fund or any other person or entity approved in writing by the AIFM or the Portfolio Manager (for itself and on behalf of the Fund) (each, an "Authorized Representative") on a need to know basis or as otherwise required by any regulatory authority, law or regulation, or by legal process. Furthermore, the Investor has not and shall not reproduce, duplicate or deliver any Fund Documents or this Subscription Agreement to any other person or entity, except Authorized Representatives. Notwithstanding anything in this Subscription Agreement to the contrary, the Investor (and each employee, representative or other agent of the Investor) may disclose to any and all persons, without limitation of any kind, the tax treatment and tax structure of: (i) the Fund, the Master Fund; and (ii) any of the Fund's or the Master Fund's transactions, and all materials of any kind (including, without limitation, opinions or other tax analyses) that are provided to the Investor relating to such tax treatment and tax structure, it being understood that "tax treatment" and "tax structure" do not include the name or the identifying information of (i) the Fund or the Master Fund or (ii) the parties to a transaction. Prior to making any disclosure required by any regulatory authority, law or regulation, or by legal process, the Investor shall use its reasonable best efforts to notify the Fund, the AIFM and the Portfolio Manager of such disclosure. Prior to any disclosure to any Authorized Representative of the Investor, the Investor must advise such Authorized Representative of the obligations set forth in this Section II(D). The Investor agrees that each of the Fund, the AIFM and the Portfolio Manager has the right to keep confidential from the Investor, for such period of time as the Fund, the AIFM or the Portfolio Manager deems reasonable, any Confidential Information.

- (E) The Investor is fully informed as to the legal and tax requirements within the Investor's own country (or countries) regarding a purchase of the Shares.
- (F) The Investor is aware of the limited provisions for transferability and redemptions from the Fund and has read the sections of the Memorandum entitled "Eligible Shareholders", "Summary of Terms – Limitations on Transferability" and "Subscriptions and Redemptions". The Investor has no need for liquidity in this investment, can afford a complete loss of the investment in the Shares and can afford to hold the investment for an indefinite period of time. The Investor acknowledges that distributions, including, without limitation, the proceeds of redemptions, may be paid in cash or in kind.
- (G) The Investor acknowledges and agrees that the terms of offer and the rights attaching to the Shares, as set forth herein and in the Fund Documents, can be varied in accordance with the provisions of the Articles of Association.
- (H) The Investor is acquiring the Shares for its own account, for investment purposes only and not with a view toward distributing or reselling the Shares in whole or in part.
- (I) The Investor acknowledges that:
 - (1) the Shares have not been approved or disapproved by any securities regulatory authority in any jurisdiction including without limitation any securities regulatory authority of any State of the United States or by the U.S. Securities and Exchange Commission, nor has

any such authority or commission passed on the accuracy or adequacy of the Memorandum; and

- (2) the representations, warranties, covenants, undertakings and acknowledgments made by the Investor in this Subscription Agreement will be relied upon by the Fund, the Board of Directors, the AIFM, the Portfolio Manager and the Administrator in determining the Investor's suitability as a purchaser of Shares and the Fund's compliance with various securities laws, and shall survive the Investor's becoming a shareholder of the Fund.
- (J)** The Investor has all requisite power, authority and capacity to acquire and hold the Shares and to execute, deliver and comply with the terms of each of the instruments required to be executed and delivered by the Investor in connection with the Investor's subscription for the Shares, including this Subscription Agreement, and such execution, delivery and compliance does not conflict with, or constitute a default under, any instruments governing the Investor, or violate any law, regulation or order, or any agreement to which the Investor is a party or by which the Investor may be bound. If the Investor is an entity, the person executing and delivering each of such instruments on behalf of the Investor has all requisite power, authority and capacity, and has been duly authorized, to execute and deliver such instruments, and, upon request by the Fund or the Administrator, will furnish to the Fund true and correct copies of any instruments governing the Investor, including all amendments to any such instruments and all authorizations. This Subscription Agreement constitutes a legal, valid and binding obligation of the Investor, enforceable in accordance with its terms.
- (K)** All information that the Investor has provided to the Fund or the Administrator concerning the Investor, the Investor's status, financial position and knowledge and experience of financial, tax and business matters, or, in the case of an investor that is an entity, the knowledge and experience of financial, tax and business matters of the person making the investment decision on behalf of such entity, is correct and complete as of the date set forth herein.
- (L)** The Investor acknowledges that the value of its Shares and redemptions thereof, and the performance of the Fund, may be based on unaudited and in some cases, estimated, valuations of the Fund's investments and that valuations provided in an investor's account statement may be an unaudited, estimated value.
- (M)** Any Investor that is investing the assets of a benefit plan or account and the person executing this Subscription Agreement acknowledge that it is intended that the Fund will not hold "plan assets" subject to Title I of the U.S. Employee Retirement Income Security Act of 1974, as amended ("ERISA"), or Section 4975 of the Internal Revenue Code of 1986, as amended (the "Code") (i.e., less than 25% of each class of the Fund's equity interests will be held by Benefit Plan Investors (as defined herein)), or any other law or regulation specifically applicable to governmental, church or non-U.S. plans ("Similar Law"). Accordingly, the Investor acknowledges that the Fund has the authority to require the retirement or redemption of all or some of the Shares held by any Benefit Plan Investor or other plan investor if the continued holding of such Shares could result in the Fund being subject to Title I of ERISA, Section 4975 of the Code or Similar Law. Further, the Investor and the person executing this Subscription Agreement represent and warrant to the Fund and the Portfolio Manager that:
 - (1) with respect to the investment in the Fund, it has been determined that the purchase of Shares is consistent with the fiduciary responsibilities under applicable law, including ERISA, the Code and Similar Law, and that (i) the investment in the Fund is prudent; (ii) the structure, operation and incentives of the fee arrangements have been adequately disclosed; (iii) the calculation of the net asset value of the Shares as described in the Memorandum represents the fair market value of the Shares; (iv) the Investor's current and anticipated liquidity needs will be met, given the limited right to redeem or transfer

the Shares; (v) the investment will permit the Investor's overall portfolio to remain adequately diversified and (vi) the investment and investment program described in the Memorandum are permitted under the laws, rules and documents governing the Investor;

- (2) the persons executing this Subscription Agreement (i) are responsible for the decision to invest in the Fund, (ii) in making the decision to invest in the Fund, have not relied on any advice or recommendation from the Fund, the AIFM, the Portfolio Manager, any placement agent associated with the Fund, or any of their affiliates and (iii) are qualified and authorized to make such investment decision and, to the extent deemed necessary, have consulted their own investment advisors and legal counsel regarding the investment in the Fund; and
 - (3) if the Investor is, or is investing the assets of, a plan maintained by a governmental entity, a church or a non-U.S. company, its investment will not subject the Fund's or the Master Fund's assets to any other law or regulation specifically applicable to such governmental, church or non-U.S. plan.
- (N) The Investor acknowledges, or, if the Investor is acting as agent or nominee for a subscriber (a "Beneficial Owner"), the Investor has advised the Beneficial Owner, that the Fund may enter into agreements with placement agents providing for either: (i) a payment from the Investor to the particular placement agent; or (ii) a payment from the Fund, the AIFM or the Portfolio Manager of a one-time or ongoing fee based upon the amount of the subscription of an investor introduced to the Fund by the agent.
- (O) The Investor agrees that it shall not take any action to present a petition or commence any case, proceeding, proposal or other action under any existing or future law of any jurisdiction, domestic or foreign, relating to bankruptcy, insolvency, reorganization, arrangement in the nature of insolvency proceedings, adjustment, winding-up, liquidation, dissolution, composition or analogous relief with respect to the Fund or the debts of the Fund (i) in connection with the Fund's suspension of any of the calculation of net asset value, the Investor's redemption rights or the Investor's right to receive redemption proceeds, or (ii) as a creditor of the Fund, until a debt is immediately due and payable by the Fund to the Investor.
- (P) The Investor acknowledges that Conyers Dill and Pearman ("CDP") has been engaged by the Portfolio Manager to represent it in connection with the organization of the Fund and this offering of Shares in the Fund and that CDP has also been engaged by the Board of Directors to represent and will represent the Fund in connection with these matters and other matters for which it is retained to do so. Seward & Kissel LLP ("SK") has been engaged by the Fund to review U.S. legal aspects of the Confidential Private Placement Memorandum of the Master Fund and the Cayman Islands Supplement to it for the Fund. SK is not responsible for the acts or omissions of the Fund, the Portfolio Manager or any accountant, custodian/prime broker or other service provider to the Fund, the Master Fund, the AIFM or the Portfolio Manager. The Investor also acknowledges that no separate counsel has been engaged to independently represent the shareholders, including the Investor, in connection with these matters.

The Investor acknowledges that other counsel may also be retained where the Portfolio Manager, on its own behalf, or the Board of Directors, on behalf of the Fund, determines that to be appropriate.

The Investor acknowledges that, in advising the Fund and the Portfolio Manager with respect to the preparation of the Memorandum, each of SK and CDP have relied upon information that has been furnished to it by the Fund, the AIFM, the Portfolio Manager and their affiliates, and has not independently investigated or verified the accuracy or completeness of the information set forth in the Memorandum. In addition, the Investor acknowledges that SK and CDP do not monitor the

compliance of the Fund, the AIFM or the Portfolio Manager with the investment guidelines set forth in the Memorandum, the Fund's terms or applicable laws.

The Investor acknowledges that there may be situations in which there is a "conflict" between the interests of the Portfolio Manager and those of the Fund and/or the Master Fund. The Investor acknowledges that, in these situations, the Portfolio Manager and the Fund will determine the appropriate resolution thereof, and may seek advice from SK or CDP in connection with such determinations.

(Q) The Investor acknowledges and agrees that, although the Fund, the AIFM, the Portfolio Manager and the Administrator will use their reasonable efforts to keep the information provided in the answers to this Subscription Agreement strictly confidential, any of the Fund, the AIFM, the Portfolio Manager and the Administrator may present this Subscription Agreement and the information provided in answers to it to such parties (*e.g.*, affiliates, attorneys, auditors, administrators, brokers, regulators and counterparties) as it deems necessary or advisable to facilitate the acceptance of the Investor's subscription for Shares and management of the Fund, including, but not limited to, in connection with anti-money laundering and similar laws, if called upon to establish the availability under any applicable law of an exemption from registration of the Shares, the compliance with applicable law and any relevant exemptions thereto by the Fund, the AIFM, the Portfolio Manager or any of their affiliates, or if the contents thereof are relevant to any issue in any action, suit or proceeding to which the Fund, the AIFM, the Portfolio Manager, the Administrator or their affiliates are a party or by which they are or may be bound or if the information is required to facilitate the Fund's investments. The Fund may also release information about the Investor if directed to do so by the Investor, if compelled to do so by law or in connection with any government or self-regulatory organization request or investigation, or if the Fund and/or the AIFM or the Portfolio Manager, in its sole discretion, deems it necessary or advisable to reduce or eliminate withholding or other taxes on the Fund, its shareholders, the Master Fund, the AIFM or the Portfolio Manager.

(R) The Investor consents to the Administrator, its delegates, authorised agents and associated or affiliated companies using, disclosing, processing and transferring to countries outside the European Union which may not have equivalent data protection legislation in force, the Investor's personal data which is revealed on this form or is disclosed by the Investor subsequently, for the purpose of facilitating the acceptance and management of this subscription. The Investor consents to the personal information given on this form and details of its shareholding being disclosed to the AIFM or Portfolio Manager or any other companies within the AIFM's or Portfolio Manager's group of companies and to other carefully checked organisations to assist in providing the service for which the Investor has applied. The use of the Investor's personal information is covered by the Portfolio Manager's group of companies registrations under the United Kingdom Data Protection Act 1998 (the "Act"). Under the terms of the Act you have the right, upon payment of the appropriate fee, to obtain a copy of the information held and to have that information corrected if it is inaccurate. Please contact the Data Protection Officer of the Portfolio Manager.

The Portfolio Manager or other members of the Portfolio Manager's group of companies may wish to offer you other services or products, if you do not wish us to do so please tick this box.

III. ANTI-MONEY LAUNDERING

You should check the website of the U.S. Treasury Department's Office of Foreign Assets Control ("OFAC") at <http://www.treas.gov/offices/enforcement/ofac/> before making the following representations and warranties.

- (A) The Investor represents and warrants that the amounts used to purchase Shares were not and are not directly or indirectly derived from activities that may contravene applicable laws and regulations, including anti-money laundering laws and regulations.

United States federal regulations and executive orders administered by OFAC prohibit, among other things, the engagement in transactions with, and the provision of services to, certain foreign countries, territories, entities and individuals.* The lists of OFAC prohibited countries, territories, persons and entities can be found on the OFAC website at <http://www.treas.gov/offices/enforcement/ofac/>. In addition, the programs administered by OFAC ("OFAC Programs") prohibit dealing with individuals or entities in certain countries regardless of whether such individuals or entities appear on the OFAC lists.

The Investor represents and warrants that, to the best of its knowledge, none of:

- (1) the Investor;
- (2) any person controlling or controlled by the Investor;
- (3) if the Investor is a privately held entity, any person having a beneficial interest in the Investor; or
- (4) any person for whom the Investor is acting as agent or nominee in connection with this investment

is a country, territory, individual or entity named on an OFAC list, nor is a person or entity prohibited under the OFAC Programs.

Please be advised that the Fund and/or the Administrator may not accept any amounts from a prospective shareholder if it cannot make the representations and warranties set forth in the preceding paragraph. If an existing shareholder cannot make these representations and warranties, the Fund may require the redemption of such shareholder's Shares or take such other actions as may be required under applicable law.

- (B) The Investor agrees to notify the Fund and the Administrator promptly in writing should the Investor become aware of any change in the information set forth in these representations and warranties. The Investor is advised that, by law, the Fund and/or the Administrator may be obligated to "freeze the account" of the Investor, either by prohibiting additional subscriptions from the Investor, declining any redemption requests and/or segregating the assets in the account in compliance with governmental regulations, and the Fund and/or the Administrator may also be required to report such action and to disclose the Investor's identity to OFAC or other applicable governmental and regulatory authorities. The Investor further acknowledges that the Fund may, by written notice to the Investor, suspend the payment of redemption proceeds payable to the Investor if the Fund and/or the Administrator reasonably deems it necessary to do so to comply

* These individuals include specially designated nationals, specially designated narcotics traffickers and other parties subject to OFAC sanctions and embargo programs.

with anti-money laundering laws and regulations applicable to the Fund, the AIFM, the Portfolio Manager, the Administrator or any of the Fund's other service providers.

- (C) The Investor represents and warrants that, to the best of its knowledge, none of:
- (1) the Investor;
 - (2) any person controlling or controlled by the Investor;
 - (3) if the Investor is a privately held entity, any person having a beneficial interest in the Investor; or
 - (4) any person for whom the Investor is acting as agent or nominee in connection with this investment

is a senior foreign political figure,^{*} or any immediate family member^{**} or close associate^{***} of a senior foreign political figure as such terms are defined in the footnotes below.

- (D) If the Investor is a non-U.S. banking institution (a "Non-U.S. Bank") or if the Investor receives deposits from, makes payments on behalf of, or handles other financial transactions related to a Non-U.S. Bank, the Investor represents and warrants to the Fund that:
- (1) the Non-U.S. Bank has a fixed address, other than solely an electronic address, in a country in which the Non-U.S. Bank is authorized to conduct banking activities;
 - (2) the Non-U.S. Bank employs one or more individuals on a full-time basis;
 - (3) the Non-U.S. Bank maintains operating records related to its banking activities;
 - (4) the Non-U.S. Bank is subject to inspection by the banking authority that licensed the Non-U.S. Bank to conduct banking activities; and
 - (5) the Non-U.S. Bank does not provide banking services to any other Non-U.S. Bank that does not have a physical presence in any country and that is not a regulated affiliate.
- (E) The Investor acknowledges and agrees that any redemption proceeds paid to it will be paid to the same account from which the Investor's investment in the Fund was originally remitted, unless the Fund agrees otherwise.
- (F) The Investor agrees that, upon the request of the Fund or the Administrator, it will provide such information as the Fund or the Administrator require to satisfy applicable anti-money laundering laws and regulations, including, without limitation, the Investor's anti-money laundering policies

* For these purposes, the term "senior foreign political figure" means a current or former senior official in the executive, legislative, administrative, military or judicial branches of a non-U.S. government (whether elected or not), a current or former senior official of a major non-U.S. political party, or a current or former senior executive of a non-U.S. government-owned commercial enterprise. In addition, a "senior foreign political figure" includes any corporation, business or other entity that has been formed by, or for the benefit of, a senior foreign political figure. For purposes of this definition, the term "senior official" or "senior executive" means an individual with substantial authority over policy, operations, or the use of government-owned resources.

** For these purposes, an "immediate family member" of a senior foreign political figure means spouses, parents, siblings, children and a spouse's parents and siblings.

*** For these purposes, a "close associate" of a senior foreign political figure means a person who is widely and publicly known (or is actually known) to be a close associate of a senior foreign political figure.

and procedures, background documentation relating to its directors, trustees, settlors and beneficial owners, and audited financial statements, if any.

IV. FATCA

(A) For the purpose of this clause, “**FATCA**” means:

- (i) sections 1471 to 1474 of the United States Internal Revenue Code of 1986 and any associated legislation, regulations or guidance, or similar legislation, regulations or guidance enacted in any jurisdiction which seeks to implement similar tax reporting and withholding tax regimes and common reporting standards to include the Organisation for Economic Co-Operation and Development Standard for Automatic Exchange of Financial Account Information in Tax Matters (the “**Common Reporting Standard**”) as amended from time to time;
- (ii) any intergovernmental agreement, common reporting standard, treaty, regulation, guidance or any other agreement between the Cayman Islands (or any Cayman Islands government body) and the United States, the United Kingdom or any other jurisdiction (including any government bodies in such jurisdiction), entered into in order to comply with, facilitate, supplement or implement the legislation, regulations or guidance described in paragraph (i) (including without limitation (a) the Agreement between the Cayman Islands Government and the Government of the United States of America to improve tax compliance and to implement FATCA signed on 29 November 2013 (the “**US IGA**”); (b) the Agreement between the Government of the United Kingdom of Great Britain and Northern Ireland and the Cayman Islands Government signed on the 5 November 2013) (the “**UK IGA**”); and (c) the Multilateral Competent Authority on Automatic Exchange of Financial Account Information; and
- (iii) any legislation, regulations or guidance in the Cayman Islands giving effect to the matters outlined in the preceding paragraphs (i) and (ii) above including without limitation the Tax Information Authority Law 2013 (as amended), the Tax Information Authority (International Tax Compliance) (United States of America) Regulations, 2014, the Tax Information Authority (International Tax Compliance) (United Kingdom) Regulations 2014, the Tax Information Authority (International Tax Compliance) (Common Reporting Standard) Regulations, 2015 and the Guidance Notes on the International Tax Compliance Requirements of the Intergovernmental Agreements between the Cayman Islands and the United States of America and the United Kingdom or other guidance promulgated thereunder).

“**FATCA Liabilities**” means any withholding(s) (to include U.S. withholding tax), costs, debts, expenses, penalties, obligations, losses or liabilities (to include but not be limited to all costs, legal fees, professional fees and other costs) incurred by the Fund, the AIFM, the Portfolio Manager, the Administrator or any agent, delegate, employee, director, officer or affiliate of any of the foregoing persons for or arising out of or in connection with FATCA.

(B) In order to comply with FATCA, the Fund, the AIFM, the Portfolio Manager, the Administrator or any agent, delegate, employee, director, officer or affiliate of any of the foregoing persons shall be entitled to release and to disclose to the Cayman Islands Government (and any department, ministry, agency and representative thereof, including without limitation the Cayman Islands Tax Information Authority or any other equivalent authority or taxation authorities (collectively a “**Relevant Authority**”)) in relation to FATCA any information in its or its agents’ or delegates’ possession regarding an Investor’s investment in the Fund (which for the purpose of this clause shall include a shareholder and a person that has ceased to be a shareholder) including without limitation, financial information concerning the Investor’s investment in the Fund and any

information relating to any shareholders, principals, partners, beneficial owners (direct or indirect) or controlling persons (direct or indirect) of such Investor.

- (C) By becoming an Investor, the Investor acknowledges and agrees that (i) the Fund, the AIFM, the Portfolio Manager, the Administrator or any agent, delegate, employee, director, officer or affiliate of any of the foregoing persons may disclose the identity of, and information relating to, the Investor (including without limitation information about such Investor's direct and indirect shareholders or other beneficial owners and the information specified in (b) above) to any Relevant Authority in order to comply with FATCA and or avoid U.S. FATCA withholding or any other withholding and any FATCA Liabilities, (ii) the Investor must take any action and provide any information and documentation that the Fund, (the AIFM, the Portfolio Manager, the Administrator or any agent, delegate, employee, director, officer or affiliate of any of the foregoing persons requires for the Fund to (A) enter into, maintain or otherwise comply with FATCA or (B) comply with any reporting, withholding, or other requirements under FATCA, (iii) the Fund can exercise all available rights and remedies to ensure that all FATCA Liabilities are borne economically by the relevant Investor, the status, action or inaction of which results or may result (in each case directly or indirectly, including by virtue of the status, action or inaction of any person related or connected to such Investor, including without limitation the direct and indirect shareholders or other beneficial owners of such Investor) in such withholding or noncompliance, and (iv) the Investor must promptly notify the Fund if there is any change of circumstances that renders the information furnished in this Subscription Agreement in respect of FATCA incorrect.
- (D) The Investor acknowledges and agrees that (i) in the event it does not provide the requested information or documentation or has not itself complied with the applicable requirements of FATCA, whether or not that actually leads to compliance failures by the Fund; or (ii) the Board of Directors in its sole discretion determines that there is a risk of FATCA Liabilities, the Board of Directors reserves the right to take any action and pursue all remedies at its disposal, including, without limitation, the immediate compulsory redemption or withdrawal of the Investor from the Fund, the compulsory transfer or conversion of the Investor's Shares and the deduction of any FATCA Liabilities from the redemption proceeds arising from such compulsory action or from any amount paid to that Investor in respect of any dividend or other distribution declared and paid or to be paid by the Fund.
- (E) The Investor agrees to indemnify the Fund, the AIFM, the Portfolio Manager, the Administrator and their respective directors, officers, affiliates and agents for any FATCA Liabilities arising out of any failure on the part of the Investor (directly or indirectly, including by virtue of the status, action or inaction of any person related or connected to such Investor, including without limitation the direct and indirect shareholders or other beneficial owners of such Investor) to comply or untimely compliance with FATCA and its obligations under this clause, such indemnity to be the fullest extent permitted by applicable law. The indemnity obligation of the Investor will survive the closing date and shall continue (i) where the Investor is a shareholder and where the shareholder has redeemed but has not received the proceeds of redemption whether or not the date for redemption has passed; and (ii) where the Investor has redeemed and received the proceeds of redemption.
- (F) For the purposes of FATCA, the Investor shall be required to self-certify and complete the necessary self-certification forms and or provide such other documents as may be required from time to time by the Fund, the AIFM, the Portfolio Manager, the Administrator or any agent, delegate, employee, director, officer or affiliate of any of the foregoing persons.
- (G) The Investor further acknowledges and agrees that, to the extent that it is affected by any action or remedy pursued by or on behalf of the Fund in order to comply with FATCA, it shall not have any claim against the Fund, the Administrator, the AIFM, the Portfolio Manager or any other

Investor or shareholder or any agent, delegate, employee, director, officer or affiliate of any of the foregoing persons for any form of damages or liability as a result of such action or remedy and the Investor shall be deemed to have consented to the taking of such action or the exercise of such remedy and to have waived any and all rights or claims in respect thereof, to the fullest extent permitted by applicable law.

- (H) This clause IV shall survive termination of this Agreement and for the avoidance of doubt shall survive where the Investor has ceased to be a shareholder of the Fund.

V. GENERAL

- (A) The Investor agrees to indemnify the Fund, the AIFM, the Portfolio Manager, each director and officer of the Fund, the Administrator, each of their affiliates and each other person, if any, who controls, is controlled by, or is under common control with, any of the foregoing (each, an "Indemnified Person"), against any and all loss, liability, claim, damage and expense whatsoever (including all expenses reasonably incurred in investigating, preparing or defending against any claim whatsoever) arising out of or based upon: (i) any false representation or warranty made by the Investor, or breach or failure by the Investor to comply with any covenant or agreement made by the Investor, in this Subscription Agreement or in any other document furnished by the Investor to any of the foregoing in connection with this transaction; or (ii) any action for securities law violations instituted by the Investor which is finally resolved by judgment against the Investor. The Investor also agrees to indemnify each Indemnified Person for any and all costs, fees and expenses (including legal fees and disbursements) in connection with any damages resulting from the Investor's assertion of lack of proper authorization from a Beneficial Owner to enter into this Subscription Agreement or perform the obligations hereof.
- (B) The Investor hereby acknowledges that the AIFM, the Portfolio Manager, the Administrator and each director and officer of the Fund are entitled to be indemnified out of the assets of the Fund as provided in the Fund Documents.
- (C) This Subscription Agreement: (i) shall be binding upon the Investor and the heirs, legal representatives, successors and permitted assigns of the Investor and shall inure to the benefit of the Fund and its successors and assigns; (ii) shall be governed, construed and enforced in accordance with the laws of the Cayman Islands; (iii) shall survive the acceptance of the Investor as a shareholder of the Fund; and (iv) shall, if the Investor consists of more than one person, be the joint and several obligation of each such person.
- (D) The Investor hereby irrevocably agrees that any action, suit or proceeding with respect to this Subscription Agreement or the Fund and any or all transactions relating hereto and thereto may be brought in the courts of the Cayman Islands. The Investor hereby irrevocably: (i) submits to the jurisdiction of such courts with respect to any such action, suit or proceeding and agrees and consents that service of process as provided by Cayman Islands law may be made upon the Investor in any such action, suit or proceeding brought in any of said courts, and may not claim that any such action, suit or proceeding has been brought in an inconvenient forum; and (ii) consents to the service of process out of any of the aforesaid courts, in any such action, suit or proceeding, by the mailing of copies thereof, by certified or registered mail, return receipt requested, addressed to the Investor at the address of the Investor then appearing on the records of the Fund. Nothing contained herein shall affect the right of the Fund to commence any action, suit or proceeding or otherwise to proceed against the Investor in any other jurisdiction or to serve process upon the Investor in any manner permitted by any applicable law in any relevant jurisdiction.
- (E) If any provision of this Subscription Agreement is invalid or unenforceable under any applicable law, then such provision shall be deemed inoperative to the extent that it may conflict therewith.

Any provision hereof which may be held invalid or unenforceable under any applicable law shall not affect the validity or enforceability of any other provisions hereof, and to this extent the provisions hereof shall be severable.

- (F) If any answer provided or background documentation required under this Subscription Agreement is found to be false, forged or misleading, the Investor acknowledges that the Fund may compulsorily redeem the Shares held by the Investor in accordance with the Fund Documents.
- (G) A person that is not a party to this Subscription Agreement may not, in its own right or otherwise, enforce any term of this Subscription Agreement; *except* that:
- (1) each of the AIFM and the Portfolio Manager may, in its own right, enforce Sections II(D), II(M), II(Q), VII(B) and VIII(C) of this Subscription Agreement;
 - (2) each third party indemnified by the Investor pursuant to Section IV(F) may, in its own right, enforce Section IV(F) of this Subscription Agreement;
 - (3) each Indemnified Person may, in its own right, enforce Section V(A) of this Subscription Agreement; and
 - (4) the Administrator may, in its own right, enforce Sections II(Q), III(F) and VIII(C) of this Subscription Agreement

(each person listed above, a "Third-Party Beneficiary"), in each case subject to and in accordance with the provisions of the Contracts (Rights of Third Parties) Law, 2014 of the Cayman Islands, as amended, modified, re-enacted or replaced.

Notwithstanding any other term of this Subscription Agreement, the consent of any person that is not a party to this Subscription Agreement (including, without limitation, any Third-Party Beneficiary) is not required for any amendment to, or variation, release, rescission or termination of this Subscription Agreement.

VI. AGENT OR NOMINEE

- (A) If the Investor is acting as agent or nominee for a Beneficial Owner, the Investor acknowledges that the representations, warranties and covenants made herein are made by the Investor: (i) with respect to the Investor; *and* (ii) with respect to the Beneficial Owner. The Investor represents and warrants that it has all requisite power and authority from said Beneficial Owner to execute and perform the obligations under this Subscription Agreement.
- (B) If, contemporaneously with this Subscription Agreement and with the prior written consent of the Board of Directors, the Investor will enter into a swap, structured note or other derivative instrument, the return from which is based in whole or in part on the return of the Fund (the "Swap"), with a third party (a "Third Party"), the Investor represents and warrants that with respect to a Third Party entering into a Swap: (i) the Third Party is authorized under its constitutional documents (*e.g.*, certificate of incorporation, by-laws, partnership agreement or trust agreement) and applicable law (including U.S. and non-U.S. anti-money laundering laws and regulations) to enter into the Swap and would also be so authorized to invest directly into the Fund; (ii) the Third Party has received and reviewed a copy of the Memorandum, this Subscription Agreement and, if requested, the Articles of Association; (iii) the Third Party acknowledges that the Fund and its affiliates are not responsible for the legality, suitability or tax consequences of the Swap and that the Investor is not an agent of the Fund; and (iv) the Third Party is: both (x) an "Eligible Investor" as such term is defined in the Memorandum and (y) a

Non-U.S. Person. Nothing herein constitutes an agreement or statement by the Fund as to the legality of a Swap or the suitability of a Swap for the Third Party.

VII. ADDITIONAL INFORMATION AND SUBSEQUENT CHANGES IN THE FOREGOING REPRESENTATIONS

- (A) The Fund may request from the Investor such additional information as it may deem necessary to evaluate the eligibility of the Investor to acquire Shares, and may request from time to time such information as it may deem necessary to determine the eligibility of the Investor to hold Shares or to facilitate the Fund's, the AIFM's, the Portfolio Manager's, or the Administrator's compliance with applicable legal or regulatory requirements or the Fund's tax status, and the Investor agrees to provide such information as may reasonably be requested.
- (B) The Investor agrees to promptly take such action, including providing and periodically updating information (which may include, among other things, the identities of the direct and indirect beneficial owners of the Shares being subscribed for hereunder), that the Fund, the AIFM or the Portfolio Manager, in its sole discretion, reasonably determines is necessary for the Fund and the Master Fund to comply with any legal obligation or to reduce or eliminate withholding taxes under Sections 1471-1474 of the Internal Revenue Code or other similar laws. The Investor acknowledges that if it fails to timely take such action, the Investor may be subject to fines or other penalties, including a 30% U.S. withholding tax with respect to its share of any payment attributable to actual and deemed U.S. investments of the Fund, and that the Board of Directors may take any action in relation to the Investor's Shares or redemption proceeds to ensure that such penalties and withholding are economically borne by the Investor, including, without limitation, by redesignating the Investor's Shares as Shares of another class or series or exchanging (by way of compulsory redemption and automatic resubscription) the Investor's Shares for Shares of a new class or series and, in each case, applying the withholding as a liability against such class or series, or by compulsorily redeeming the Investor's Shares and deducting the withholding from the proceeds of such compulsory redemption. If the Investor is, or the Investor's investment in the Fund is made through, a "foreign financial institution" within the meaning of Section 1471(d)(4) of the Internal Revenue Code, the Investor agrees that such foreign financial institution (including the Investor, if applicable) (i) shall meet the requirements of Section 1471(b)(1) or 1471(b)(2) of the Internal Revenue Code and (ii) shall not delegate any withholding responsibility pursuant to Section 1471(b)(3) of the Internal Revenue Code to the Fund.
- (C) The Investor agrees to notify the Fund promptly in writing if there is any change with respect to any of the information or representations or warranties made herein and to provide the Fund with such further information as the Fund may reasonably require.
- (D) This Subscription Agreement may be executed through the use of separate signature pages or in any number of counterparts. The counterparts shall, for all purposes, constitute one agreement binding on all the parties, notwithstanding that all parties do not execute the same counterpart.

VIII. ELECTRONIC DELIVERY OF ACCOUNT INFORMATION

- (A) The Investor hereby agrees and provides the Investor's consent to have the Fund, the AIFM, the Portfolio Manager and/or the Administrator electronically deliver Account Communications. "Account Communications" means all current and future account statements; Fund Documents (including all supplements and amendments thereto); notices (including privacy notices); letters to investors; annual audited financial statements; regulatory communications and other information, documents, data and records regarding the Investor's investment in the Fund. Electronic communication by the Fund, the AIFM, the Portfolio Manager and/or the Administrator includes e-mail delivery as well as electronically making available to the Investor

Account Communications on the Fund's, the AIFM's or the Portfolio Manager's Internet site, if applicable. It is the Investor's affirmative obligation to notify the Fund in writing if the Investor's e-mail address listed on page 18 changes.

- (B)** The Investor may revoke or restrict its consent to electronic delivery of Account Communications at any time by notifying the Fund, in writing, of the Investor's intention to do so.
- (C)** The Fund, the AIFM, the Portfolio Manager and the Administrator will not be liable for any interception of Account Communications. Investors should note that no additional charge for electronic delivery will be assessed, but the Investor may incur charges from its Internet service provider or other Internet access provider. In addition, there are risks, such as systems outages, that are associated with electronic delivery.
- (D)** The Investor acknowledges that Sections 8 and 19(3) of the Electronic Transactions Law (2003 Revision) of the Cayman Islands shall not apply to any notice or communication under or in connection with this Subscription Agreement.

ORCHARDWAY P2P CREDIT FUND LTD.

INVESTOR PROFILE FORM

ALL INVESTORS MUST COMPLETE THIS FORM.

Name of Investor (Please Print or Type)

\$

Amount of Subscription

Class of Shares (please check one box only):

- USD Class Shares, Euro Class Shares, GBP Class Shares, CHF Class Shares, JPY Class Shares

Type of Investor—Please check all that apply:

- Individual, Partnership, Other - specify, Joint Tenants (with Rights of Survivorship), Trust, Corporation, Fund of Funds*

Full Mailing Address (Exactly as it should appear on labels):

- Mr., Mrs., Ms., Miss, Dr., Other

Four horizontal lines for mailing address input.

Telephone number

Fax number

Residence (if an individual) or Principal Place of Business (if an entity) Address (No P.O. Boxes Please, if any):

Four horizontal lines for address input.

Telephone number

Fax number

Attention:

E-Mail Address:

* For purposes of this item, the term "Fund of Funds" means a fund that invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are private funds or registered investment companies.

ORCHARDWAY P2P CREDIT FUND LTD.

INVESTOR PROFILE FORM

AUTHORIZATION OF REPRESENTATIVE(S)/AGENT(S):

Set forth below are the names of persons authorized by the Investor to give and receive instructions between the Fund and the Investor, together with their respective signatures. Such persons are the only persons so authorized until further notice to the Fund.

(Please attach additional pages if needed)

Name	Signature

Address of Authorized Representative/Agent *(No P.O. Boxes Please, if any):*

_____ Telephone number

_____ Fax number

Until further written notice to the Fund, funds may be wired to the Investor using the following instructions:

Bank name: _____

Bank address: _____

ABA or CHIPS number: _____

Account name: _____

Account number: _____

For further credit: _____

METHOD OF DELIVERY OF ACCOUNT COMMUNICATIONS

Account Communications may be delivered via the e-mail address provided on page 18. Should this means of transmission be unacceptable, Account Communications will be delivered via facsimile or physical delivery if the following box is checked:

- E-mail transmission is declined. Please send Account Communications via facsimile or physical delivery (e.g., first class mail, overnight or express courier service or similar delivery method).

ORCHARDWAY P2P CREDIT FUND LTD.

INVESTOR PROFILE FORM

ANTI-MONEY LAUNDERING INFORMATION

This Subscription Agreement will not be deemed complete, and the Investor will not be deemed a shareholder of the Fund, regardless of whether it has already wired funds, until all of the required documentation listed below is received by the Administrator. For additional information, please contact Investor Services at SSCInvestorServices@sscinc.com.

Payment Information

(a) Name of the Investor: _____

(b) Name of the bank from which the Investor's payment to the Fund is being wired (the "Wiring Bank"): _____

(c) Is the Wiring Bank located in an Approved FATF Country*? **YES** **NO**

If yes, please answer question (d) below.

If no, please provide the additional information described below.

(d) Is the Investor a customer of the Wiring Bank?

If yes, you are not required to provide the additional information described below.

If no, please provide the additional information described below.

The Investor must wire the payment from an account in its name.

Additional Information

Note: This section applies only to investors who responded "No" to question (c) or (d) above.

The following materials must be provided to the Administrator:

For Fund of Funds or Entities that Invest on Behalf of Third Parties that are Not Located in the United States or Other Approved FATF Country

- A certificate of due formation and organization and continued authorization to conduct business in the jurisdiction of its organization (e.g., certificate of good standing).
- An incumbency certificate attesting to the title of the individual executing this Subscription Agreement on behalf of the Investor (a sample Incumbency Certificate is attached hereto as Exhibit C).
- A completed copy of Exhibit D certifying that the entity has adequate anti-money laundering policies and procedures in place that are consistent with all applicable anti-money laundering laws and regulations, including the USA PATRIOT Act and OFAC.

* As of the date hereof, approved countries that are members of the Financial Action Task Force on Money Laundering (each, an "Approved FATF Country") are: Argentina, Australia, Austria, Belgium, Brazil, Canada, China, Denmark, Finland, France, Germany, Greece, Hong Kong, Iceland, India, Ireland, Italy, Japan, Luxembourg, Mexico, Kingdom of the Netherlands, New Zealand, Norway, Portugal, Singapore, South Africa, South Korea, Spain, Sweden, Switzerland, Turkey, United Kingdom and the United States.

INVESTOR PROFILE FORM

- A letter of reference from a local office of a reputable bank or brokerage firm which is incorporated, or has its principal place of business located, in an Approved FATF Country certifying that the Investor maintains an account at such bank/brokerage firm and containing a statement affirming the Investor's integrity (a sample Letter of Reference is attached hereto as Exhibit E).

For All Other Entity Investors

- A certificate of due formation and organization and continued authorization to conduct business in the jurisdiction of its organization (*e.g.*, certificate of good standing).
- An incumbency certificate attesting to the title of the individual executing this Subscription Agreement on behalf of the Investor (a sample Incumbency Certificate is attached hereto as Exhibit C).
- A letter of reference from a local office of a reputable bank or brokerage firm which is incorporated, or has its principal place of business located, in an Approved FATF Country certifying that the Investor maintains an account at such bank/brokerage firm for a length of time and containing a statement affirming the Investor's integrity (a sample Letter of Reference is attached hereto as Exhibit E).
- If the Investor is a privately-held entity, a completed copy of Exhibit F listing the name of each person who directly, or indirectly through intermediaries, is the beneficial owner of 10% or more of any voting or non-voting class of equity interests of the Investor.
- If the Investor is a trust, a completed copy of Exhibit G listing the current beneficiaries of the trust that have, directly or indirectly, 10% or more of any interest in the trust, the settlor of the trust and the trustees.

ORCHARDWAY P2P CREDIT FUND LTD.

GENERAL ELIGIBILITY REPRESENTATIONS

PLEASE COMPLETE ALL APPROPRIATE ITEMS.

I. GENERAL INVESTOR INFORMATION

(A) The Investor hereby represents and warrants that:
(Please initial one and complete blanks)

_____ 1. If an individual, the Investor is of legal age and is a:
Initial citizen of: _____
resident of: _____

OR

_____ 2. If a corporation, partnership, trust or other legal entity, the Investor:
Initial is organized under the laws of: _____
has its principal place of business in: _____
and was formed as of: _____

(B) Was the Investor referred to the Fund by a placement agent? Yes No

If yes, please provide name of placement agent: _____

(C) If the Investor* is resident in, or has a registered office in, the European Economic Area, the undersigned hereby: *(please initial, if applicable)*

_____ (i) represents and warrants that (a) no representative of the AIFM and its
Initial affiliates has marketed (within the meaning of EU Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on Alternative Investment Fund Managers ("AIFMD")) the Shares to the Investor or its affiliates; (b) the Investor approached the AIFM at its own initiative with a request to receive information in respect of the Fund and not as a result of a direct or indirect offer or placement of the Shares initiated by the AIFM; and (c) the Investor is a "professional investor" within the meaning of AIFMD; and

(ii) acknowledges that it will not receive any disclosure or reporting that is specifically intended to comply with AIFMD.

(D) The Investor has received the Memorandum outside the United States in the following country:

* For purposes of this item, "Investor" means the person that makes the investment decision to invest in the Shares, including, but not limited to, a beneficial owner making such decision on its own behalf and a discretionary investment manager or other agent making such decision on behalf of such beneficial owner.

ORCHARDWAY P2P CREDIT FUND LTD.

GENERAL ELIGIBILITY REPRESENTATIONS

- (E) The Investor has signed the Subscription Agreement outside the United States in the following country:

- (F) The Investor _____ (is) _____(is not) (*please initial one*) registered as an investment company under the Company Act (a "Registered Fund").
- (G) The Investor _____ (is) _____(is not) (*please initial one*) an affiliated person* of a Registered Fund. If the Investor is an affiliated person of a Registered Fund, please provide the name of the Registered Fund: _____.

* For purposes of this item, the term "affiliated person" of another person means:

- (i) any person directly or indirectly owning, controlling, or holding with power to vote, 5% or more of the outstanding voting securities of such other person;
- (ii) any person 5% or more of whose outstanding voting securities are directly or indirectly owned, controlled, or held with power to vote, by such other person;
- (iii) any person directly or indirectly controlling, controlled by, or under common control with, such other person;
- (iv) any officer, director, partner, copartner, or employee of such other person;
- (v) if such other person is an investment company, any investment adviser thereof or any member of an advisory board thereof; and
- (vi) if such other person is an unincorporated investment company not having a board of directors, the depositor thereof.

For this purpose, "control" means the power to exercise a controlling influence over the management or policies of a company, whether by stock ownership, contract or otherwise, unless such power is solely the result of an official position with such company. Any person who owns beneficially, either directly or through one or more controlled companies, more than 25% of the voting securities of a company is presumed to control the company. Entities that may be deemed to be under "common control" are those that (a) are directly or indirectly controlled by the same person or (b) have substantially the same officers and directors or managers or the same investment adviser.

ORCHARDWAY P2P CREDIT FUND LTD.

GENERAL ELIGIBILITY REPRESENTATIONS

II. Benefit Plan Investor Status – ALL INVESTORS MUST COMPLETE:

In order for the Fund to accurately monitor its “Benefit Plan Investor” participation, please review the following definition and make the appropriate representations by checking all applicable boxes following the definition.

A “Benefit Plan Investor” is (i) any employee benefit plan subject to the fiduciary responsibility provisions of Title I of ERISA (ii) any individual retirement plan or account subject to the prohibited transaction rules of Section 4975 of the Code, or (iii) any entity whose underlying assets include “plan assets” (as defined by ERISA and the regulations thereunder) by reason of a plan’s investment in the entity.

The Investor represents that (please check all applicable boxes):

A. it is not a Benefit Plan Investor.

OR

B. it is not a Benefit Plan Investor and it is a “governmental plan” as defined by Section 3(32) of ERISA or a non-electing “church plan” within the meaning of Section 3(33) of ERISA.

OR

C. it is not a Benefit Plan Investor and it is a Controlled Person. A Controlled Person is excluded from the Fund's 25% ERISA calculation and is (i) any person (including an entity) with investment authority or responsibility over the Fund's assets or (ii) any person controlling, controlled by or under common control with a person described in (i).

OR

D. it is a Benefit Plan Investor that is:

1. subject to Part 4 of Title I of ERISA;

2. subject to Section 4975 of the Code (that has not checked D1);

3. an entity whose underlying assets include “plan assets”. The Investor also represents that the percentage of its “plan assets” compared to the value of its total assets or included in its general account is not more than:

<input type="checkbox"/>	10% *	<input type="checkbox"/>	20% *	<input type="checkbox"/>	30%	<input type="checkbox"/>	40%
<input type="checkbox"/>	50%	<input type="checkbox"/>	60%	<input type="checkbox"/>	70%	<input type="checkbox"/>	80%
<input type="checkbox"/>	90%	<input type="checkbox"/>	100%;				

(* applicable to entities with multiple classes, one of which exceeds the 25% threshold for Benefit Plan Investors and to U.S. insurance company general accounts)

4. a group trust, a bank common or collective trust or an insurance company separate account.

ORCHARDWAY P2P CREDIT FUND LTD.

GENERAL ELIGIBILITY REPRESENTATIONS

The Investor agrees (i) to notify the Portfolio Manager and the Fund not less than 30 days prior to this representation (or any part thereof) no longer being true or likely to become untrue and (ii) to provide the Portfolio Manager and the Fund upon request such information as may be required to confirm and/or refine the representations provided above.

III. TAX INFORMATION

(A) **Form W-8**

Please complete the appropriate Form W-8 listed below.

- W-8BEN: Certificate of Foreign Status of Beneficial Owner for United States Tax Withholding and Reporting (Individuals) (attached hereto as Appendix A)
- W-8BEN-E: Certificate of Status of Beneficial Owner for United States Tax Withholding and Reporting (Entities) (attached hereto as Appendix B)
- W-8IMY: Certificate of Foreign Intermediary, Foreign Flow-Through Entity, or Certain U.S. Branches for United States Tax Withholding and Reporting (attached hereto as Appendix C)
- W-8EXP: Certificate of Foreign Government or Other Foreign Organization for United States Tax Withholding and Reporting (attached hereto as Appendix D)
- 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 (attached hereto as Appendix E)

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

(B) **AEOI Individual Self-Certification or AEOI Entity Self-Certification**

Please complete the appropriate AEOI Self-Certification Form listed below

- AEOI Individual Self-Certification Form (attached hereto as Appendix F)
- AEOI Entity Self-Certification Form (attached hereto as Appendix G)

ORCHARDWAY P2P CREDIT FUND LTD.

GENERAL ELIGIBILITY REPRESENTATIONS

(C) UK/Cayman Islands Intergovernmental Agreement

1. (a) The Investor _____ (is) _____ (is not) (*please initial one*) resident in the United Kingdom for tax purposes.*
- (b) If the Investor is an individual that is resident in the United Kingdom for tax purposes, is the Investor a Specified United Kingdom Person? **
(*please check one*) Yes _____ No _____
- If yes, please provide the following:
- Date of Birth: _____
- United Kingdom National Insurance Number: _____
- (c) If the Investor is an entity that is resident in the United Kingdom for tax purposes, is the Investor a Specified United Kingdom Person?
(*please check one*) Yes _____ No _____

* For informational purposes only, the Investor is treated as resident in the United Kingdom for tax purposes if the Investor is (i) resident solely in the United Kingdom (under the domestic laws of the United Kingdom) or (ii) resident both in the United Kingdom and another jurisdiction (under the respective domestic laws of the United Kingdom and such other jurisdiction). An entity, such as a partnership, limited liability partnership or similar arrangement, is treated as resident in the United Kingdom if the control and management of the business of the entity takes place in the United Kingdom.

** For purposes of this item, the term "Specified United Kingdom Person" means a person or entity that is resident in the United Kingdom for tax purposes (including a person who is resident both in the United Kingdom and in any other jurisdiction under the respective domestic laws of the United Kingdom and such other jurisdiction), other than:

- (i) a corporation the stock of which is regularly traded on one or more established securities markets;
- (ii) any corporation that is a Related Entity of a corporation described in clause (i);
- (iii) a Depository Institution;
- (iv) a broker or dealer in securities, commodities or derivative financial instruments (including notional principal contracts, futures, forwards and options) that is registered as such under the laws of the United Kingdom;
- (v) a United Kingdom Governmental Organisation, being any political subdivision of the UK government or any wholly owned agency or instrumentality of any one or more of the foregoing;
- (vi) the United Kingdom Central Bank (the Bank of England and any of its wholly owned subsidiaries);
- (vii) a United Kingdom office of an International Organisation (examples of which include the International Monetary Fund, the World Bank, the International Bank for Reconstruction and Development and the European Community);
- (viii) a pension scheme or other arrangement registered with HMRC under Part 4 of the Finance Act 2004 or the United Kingdom Pension Protection Fund.

An entity is a Related Entity of another entity if either entity controls the other entity or both entities are under common control. For this purpose, control includes direct or indirect ownership of more than 50% of the vote or value in an entity.

ORCHARDWAY P2P CREDIT FUND LTD.

GENERAL ELIGIBILITY REPRESENTATIONS

2. (a) If the Investor is an entity that is not resident in the United Kingdom for tax purposes, is the Investor a Passive Non-Financial Foreign Entity ("Passive NFFE")?^{***}
(*please check one*) Yes _____ No _____
- (b) If the Investor is a Passive NFFE, is any person who is a Controlling Person^{****} in respect of the Investor resident in the United Kingdom for tax purposes?
(*please check one*) Yes _____ No _____
- (c) If the Investor answered "Yes" to item 2(b), please provide the following information with respect to each such United Kingdom tax resident Controlling Person:
(Attach additional pages if necessary.)
Name: _____
Address: _____
Date of Birth: _____

^{***} For purposes of this item, the term "Passive NFFE" means any NFFE that is not an Active NFFE. An NFFE is any Non-United Kingdom resident entity that is not a Financial Institution. A Financial Institution is a Custodial Institution, a Depository Institution, an Investment Entity or a Specified Insurance Company, each as defined for the purposes of the U.S. Foreign Account Tax Compliance Act.

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

- (i) less than 50% of the NFFE's gross income for the preceding calendar year or other appropriate reporting period is passive income and less than 50% 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;
- (ii) 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;
- (iii) the NFFE is a government, a political subdivision of such government or a public body performing a function of such government or a political subdivision thereof, or an entity wholly owned by one or more of the foregoing;
- (iv) substantially all of the activities of the NFFE consist of holding (in whole or in part) the outstanding stock of, or providing financing and services 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 a 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;
- (v) the NFFE is not yet operating a business and has no prior operating business, 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 organization of the NFFE;
- (vi) the NFFE was not a Financial Institution in the past five years, and is in the process of liquidating its assets or is reorganizing with the intent to commence operations in a business other than that of a Financial Institution; or
- (vii) 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 the group of any such Related Entity is primarily engaged in a business other than that of a Financial Institution.

^{****} For purposes of this item and item III(D) below, the term "Controlling Persons" means the natural persons who exercise control over an entity. In the case of a trust, such term means the settlor, the trustees, the protector (if any), the beneficiaries or class of beneficiaries, and any other natural person exercising ultimate effective control over the trust, and in the case of a legal arrangement other than a trust, such term means persons in equivalent or similar positions. In the case of a company and similar legal persons, such term also means any persons owning 25% or more of the company (or legal person). The term "Controlling Persons" shall be interpreted in a manner consistent with the Recommendations of the Financial Action Task Force.

ORCHARDWAY P2P CREDIT FUND LTD.

GENERAL ELIGIBILITY REPRESENTATIONS

United Kingdom National Insurance Number: _____

(D) U.S./Cayman Islands Intergovernmental Agreement

1. If the Investor has indicated on the applicable Form W-8 (or question 2 below) that it is a Passive NFFE, is any person who is a Controlling Person in respect of the Investor resident in the United States for tax purposes?
(please check one) Yes _____ No _____

If yes, please provide the following information with respect to each such United States tax resident Controlling Person:

(Attach additional pages if necessary.)

Name: _____

Address: _____

Date of Birth: _____

United States Taxpayer Identification Number: _____

2. If the Investor has provided a Form W-8ECI or is treated as a disregarded entity for U.S. tax purposes, please indicate the Investor's U.S. FATCA status:*

(Please initial one and provide the Global Intermediary Identification Number ("GIIN"), as appropriate)

_____ Participating FFI (including a Reporting Model 2 FFI)
Initial GIIN: _____

_____ Registered Deemed Compliant FFI (including a Reporting Model 1 FFI)
Initial GIIN: _____

_____ Certified Deemed Compliant FFI/Exempt Beneficial Owner/Nonreporting IGA FFI
Initial GIIN (if any): _____

_____ Nonparticipating FFI
Initial

_____ NFFE (other than a Passive NFFE)
Initial

_____ Passive NFFE
Initial

* Definitions of the following U.S. FATCA statuses can be found in the Instructions to the U.S. Internal Revenue Service Form W-8BEN-E (available at <http://www.irs.gov/pub/irs-pdf/iw8bene.pdf>).

ORCHARDWAY P2P CREDIT FUND LTD.

GENERAL ELIGIBILITY REPRESENTATIONS

_____ Other: _____
Initial

ORCHARDWAY P2P CREDIT FUND LTD.

GENERAL ELIGIBILITY REPRESENTATIONS

IV. ACCREDITED INVESTOR STATUS

The Investor certifies that the Investor is an "accredited investor" as defined in Regulation D promulgated under the Securities Act because:

(Please initial as appropriate)

(A) Individuals

- _____ 1. The Investor has an individual net worth, * or joint net worth with his or her spouse, in excess
Initial of \$1,000,000; or
- _____ 2. The Investor had individual income** (exclusive of any income attributable to his or her
Initial spouse) of more than \$200,000 in each of the past two years, or joint income with his or her spouse of more than \$300,000 in each of those years, and reasonably expects to reach the same income level in the current year.

(B) Corporations, Partnerships or Limited Liability Companies

- _____ 1. The Investor has total assets in excess of \$5,000,000 and was not formed for the specific
Initial purpose of acquiring the Shares offered; or
- _____ 2. Each of the Investor's equity owners is an accredited investor as described in this Section IV.
Initial *The Fund, in its sole discretion, may request information regarding the basis on which such equity owners are accredited.*

(C) Employee Benefit Plans

- _____ 1. The Investor is an employee benefit plan within the meaning of ERISA, and the decision to
Initial invest in the Fund was made by a plan fiduciary (as defined in Section 3(21) of ERISA), which is either a bank, savings and loan association, insurance company or registered investment adviser. The name of such plan fiduciary is: _____; or

* For purposes of this Subscription Agreement, the term "net worth" means the excess of total assets at fair market value, including home furnishings and automobiles, over total liabilities; *provided* that, (i) the Investor's primary residence shall not be included as an asset, (ii) indebtedness that is secured by the Investor's primary residence, up to the estimated fair market value of the primary residence at the time of the sale of the Interests, shall not be included as a liability (except that if the amount of such indebtedness outstanding at the time of sale of the Interests exceeds the amount outstanding 60 days before such time, other than as a result of the acquisition of the primary residence, the amount of such excess shall be included as a liability), and (iii) indebtedness that is secured by the Investor's primary residence in excess of the estimated fair market value of the primary residence at the time of the sale of the Interests shall be included as a liability.

** For purposes of this Subscription Agreement, the term "individual income" means adjusted gross income, as reported for federal income tax purposes, less any income attributable to a spouse or to property owned by a spouse, increased by the following amounts (but not including any amounts attributable to a spouse or to property owned by a spouse): (i) the amount of any tax-exempt interest income under Section 103 of the Internal Revenue Code, received; (ii) the amount of losses claimed as a limited partner in a limited partnership as reported on Schedule E of Form 1040; (iii) any deduction claimed for depletion under Section 611 *et seq.* of the Internal Revenue Code; (iv) amounts contributed to an Individual Retirement Account (as defined in the Internal Revenue Code) or Keogh retirement plan; (v) alimony paid; and (vi) any elective contributions to a cash or deferred arrangement under Section 401(k) of the Internal Revenue Code.

ORCHARDWAY P2P CREDIT FUND LTD.

GENERAL ELIGIBILITY REPRESENTATIONS

Initial

2. The Investor is an employee benefit plan within the meaning of ERISA and has total assets in excess of \$5,000,000; or

Initial

3. The Investor is a plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions for the benefit of its employees, and has total assets in excess of \$5,000,000.

(D) Trusts

Initial

1. The Investor has total assets in excess of \$5,000,000, was not formed for the specific purpose of acquiring the Shares offered and its purchase is directed by a sophisticated person. *As used in the foregoing sentence, a "sophisticated person" is one who has such knowledge and experience in financial and business matters that it is capable of evaluating the merits and risks of the prospective investment;* or

Initial

2. The trustee or a co-trustee of the Investor is: (a) a bank as defined in Section 3(a)(2) of the Securities Act, a savings and loan association, or other institution as defined in Section 3(a)(5)(A) of the Securities Act; (b) acting in a fiduciary capacity; and (c) subscribing for the purchase of the Shares on behalf of the Investor or directing the Investor to purchase the Shares; or

Initial

3. The Investor is a revocable trust that may be amended or revoked at any time by the grantors thereof and all of the grantors are accredited investors as described herein. *The Fund, in its sole discretion, may request information regarding the basis on which such grantors are accredited.*

(E) Banks, Savings and Loans and Similar Institutions

Initial

The Investor is a bank as defined in Section 3(a)(2) of the Securities Act or a savings and loan association, or other institution as defined in Section 3(a)(5)(A) of the Securities Act acting in its individual capacity.

(F) Insurance Companies

Initial

The Investor is an insurance company as defined in Section 2(13) of the Securities Act.

ORCHARDWAY P2P CREDIT FUND LTD.

GENERAL ELIGIBILITY REPRESENTATIONS

V. QUALIFIED PURCHASER STATUS

The Investor hereby certifies that the Investor is a "qualified purchaser" under the Company Act because:

(A) Individuals

_____ The Investor is a qualified purchaser because he/she (alone, or together with his/her spouse, if
Initial investing jointly) owns not less than \$5,000,000 in investments.*

(B) "Family" Corporations, Trusts or Other "Family" Entities

_____ The Investor: (i) was not formed for the specific purpose of investing in the Fund; (ii) owns
Initial not less than \$5,000,000 in investments; and (iii) is owned directly or indirectly by or for: (a) two or more natural persons who are related as siblings or spouse (including former spouses), or direct lineal descendants by birth or adoption; (b) spouses of such persons; (c) the estates of such persons; or (d) foundations, Section 501(c)(3) organizations or trusts established by or for the benefit of such persons.

(C) Trusts (Other Than Trusts That Qualify under Sections (B) or (D) hereof)

_____ The Investor: (i) was not formed for the specific purpose of investing in the Fund; and
Initial (ii) each trustee (or other authorized person) that is authorized and required to make decisions with respect to this investment is a person described in Sections (A), (B) or (D), at the time the decision to purchase Shares is made, and each settlor or other person who has contributed assets to the Investor is a person described in Sections (A), (B) or (D) at any time such person contributed assets to the Investor.

(D) Other Entities

_____ The Investor: (i) was not formed for the specific purpose of investing in the Fund; and (ii) is
Initial an entity, acting for its own account or the accounts of other qualified purchasers, which in the aggregate owns and invests on a discretionary basis, not less than \$25,000,000 in investments (as defined above).

* For these purposes, the term "investments" means any or all: (i) securities (as defined in the Securities Act), except for securities of issuers controlled by the Investor ("Control Securities"), unless (A) the issuer of the Control Securities is itself a registered or private investment company or is exempted from the definition of investment company by Rule 3a-6 or Rule 3a-7 under the Company Act, (B) the Control Securities represent securities of an issuer that files reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, (C) the issuer of the Control Securities has a class of securities listed on a designated offshore securities market under Regulation S under the Securities Act, or (D) the issuer of the Control Securities is a private company with shareholders' equity not less than \$50 million determined in accordance with generally accepted accounting principles, as reflected in the company's most recent financial statements (provided such financial statements were issued within 16 months of the date of Investor's purchase of an Interest); (ii) futures contracts or options thereon held for investment purposes; (iii) physical commodities held for investment purposes; (iv) swaps and other similar financial contracts entered into for investment purposes; (v) real estate held for investment purposes; and (vi) cash and cash equivalents held for investment purposes.

Note: In determining whether the \$5 million or \$25 million thresholds are met, investments can be valued at cost or fair market value as of a recent date. If investments have been acquired with indebtedness, the amount of the indebtedness must be deducted in determining whether the threshold has been met.

ORCHARDWAY P2P CREDIT FUND LTD.

GENERAL ELIGIBILITY REPRESENTATIONS

(E) Entities That Do Not Qualify under (B)-(D)

Initial

The Investor is a qualified purchaser because each beneficial owner of the Investor's securities is a qualified purchaser as described in this Section V. *Note: This certification does not apply to beneficiaries of an irrevocable trust.*

ORCHARDWAY P2P CREDIT FUND LTD.

SIGNATURE PAGE

ALL INVESTORS MUST COMPLETE THIS SECTION.

The undersigned hereby represents and warrants that:

- 1. the undersigned has carefully read and is familiar with this Subscription Agreement and the Memorandum;
- 2. the information contained herein is complete and accurate and may be relied upon; and
- 3. the undersigned agrees that the execution of this signature page constitutes the execution and receipt of this Subscription Agreement.

IN WITNESS WHEREOF, the undersigned has executed this Subscription Agreement this ____ day of _____, 20__.

INDIVIDUALS

ENTITIES

Signature

Print Name of Entity

Print Name

By: _____
Authorized Signatory

Additional Investor Signature

Print Name and Title

Print Name

FOR INTERNAL USE ONLY
To be completed by OrchardWay P2P Credit Fund Ltd.

SUBSCRIPTION ACCEPTED
AS TO \$ _____

ORCHARDWAY P2P CREDIT FUND LTD.

By: SS&C TECHNOLOGIES INC.

By: _____

Date: _____, 20__

ADDITIONAL SUBSCRIPTION FORM

OrchardWay P2P Credit Fund Ltd.
c/o SS&C Technologies Inc.
80 Lambertson Road
Windsor, CT USA 06095
Attn.: Investor Services
Tel: +1(812) 213-3051
Fax: +1(860) 371-2503
Email: SSCInvestorServices@sscinc.com

Dear Sir/Madam:

The undersigned hereby wishes to make an additional subscription for shares ("Additional Subscription") in OrchardWay P2P Credit Fund Ltd. (the "Fund"). The amount of the Additional Subscription is: \$ _____ . The Class of Shares is _____ .

The undersigned acknowledges and agrees: (i) that the undersigned is making the Additional Subscription on the terms and conditions contained in the subscription agreement, dated _____, 20____, previously executed by the undersigned and accepted by the Fund, as the same may be updated or modified from time to time (the "Subscription Agreement"); (ii) that the representations, warranties and covenants of the undersigned contained in the Subscription Agreement are true and correct in all material respects as of the date set forth below; (iii) that the information provided on the Investor Profile Form in the Subscription Agreement is correct as of the date set forth below; and (iv) that the background information provided to the Administrator is true and correct in all material respects as of the date set forth below.

THE UNDERSIGNED AGREES TO NOTIFY THE FUND PROMPTLY IN WRITING SHOULD THERE BE ANY CHANGE IN ANY OF THE FOREGOING INFORMATION.

Dated: _____, 20____

INDIVIDUALS

ENTITIES

Signature

Print Name of Entity

Print Name

By: _____
Authorized Signatory

Additional Investor Signature

Print Name and Title

Print Name



ORCHARDWAY P2P CREDIT FUND LTD.

FOR INTERNAL USE ONLY

To be completed by OrchardWay P2P Credit Fund Ltd.

ADDITIONAL SUBSCRIPTION ACCEPTED
AS TO \$ _____

ORCHARDWAY P2P CREDIT FUND LTD.

By: SS&C Technologies Inc.

By: _____

Date: _____, 20____

REQUEST FOR REDEMPTION OF SHARES

Dated: _____, 20____

OrchardWay P2P Credit Fund Ltd.
c/o SS&C Technologies Inc.
80 Lambertson Road
Windsor, CT USA 06095
Attn.: Investor Services
Tel: +1(812) 213-3051
Fax: +1(860) 371-2503
Email: SSCInvestorServices@sscinc.com

Dear Sir/Madam:

The undersigned shareholder (the "Shareholder") of OrchardWay P2P Credit Fund Ltd. (the "Fund") hereby requests to redeem that portion of its shares in the Fund (the "Shares") in Class _____ of the Fund as is indicated below:

(check one)

_____ all of the Shareholder's outstanding Shares

_____ a portion of the Shareholder's outstanding Shares having a net asset value at the time of redemption of \$ _____.

on the next available redemption date (the "Redemption Date") following receipt of this letter.* In the event that after giving effect to such redemption, the net asset value of the Shareholder's unredeemed Shares would be less than \$50,000 (or the applicable foreign currency equivalent for Shares that are not denominated in U.S. dollars) please:

(check one)

_____ disregard this Request for Redemption

_____ redeem all of the Shareholder's outstanding Shares.

Note: Redemption proceeds shall be paid to the same account from which the Shareholder's investment in the Fund was originally remitted, unless the Fund agrees otherwise.

Note: The Directors may accept or refuse or delay this redemption request in their sole discretion.

Very truly yours,

Signature of Shareholder

Print name

* This Request for Redemption must be received at least 5 Business Days prior to a Redemption Date. **Requests for Redemption must be unconditional. Notices of redemptions are irrevocable by the Shareholder.**

Mailing Address

FORM OF INCUMBENCY CERTIFICATE

The undersigned, being the _____ of _____,
Insert Title *Insert Name of Entity*

a _____ organized under the laws of _____
Insert Type of Entity *Insert Jurisdiction of Organization*

(the "Company"), does hereby certify on behalf of the Company that the persons named below are directors and/or officers of the Company and that the signature at the right of said name, respectively, is the genuine signature of said person and that the persons listed below are each an authorized signatory for the Company.

<u>Name</u>	<u>Title</u>	<u>Signature</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

IN WITNESS WHEREOF, the undersigned has hereunto set his hand as of the __ day of _____, 20__.

Name: *Print Name of Signatory #1*
Title: *Print Title of Signatory #1*

THE UNDERSIGNED, _____, a duly authorized _____
Insert Name of Signatory #2 *Insert Title*

of the Company, does hereby certify that _____ is a duly authorized
Insert Name of Signatory #1

officer of _____ and that the signature set forth above is [his][her] true and
Insert Name of Company

correct signature.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the __ day of _____, 20__.

Name: *Print Name of Signatory #2*
Title: *Print Title of Signatory #2*

**AML CERTIFICATION FORM FOR FUND OF FUNDS OR ENTITIES
THAT INVEST ON BEHALF OF THIRD PARTIES THAT ARE NOT LOCATED IN AN
APPROVED FATF COUNTRY**

The undersigned, being the _____ of _____,
Insert Title *Insert Name of Entity*
a _____ organized under the laws of _____
Insert Type of Entity *Insert Jurisdiction of Organization*

(the "Company"), does hereby certify on behalf of the Company that it is aware of applicable anti-money laundering laws and regulations, including the requirements of the USA PATRIOT Act of 2001 and the regulations administered by the U.S. Department of Treasury's Office of Foreign Assets Control (collectively, the "anti-money laundering/OFAC laws"). The Company has anti-money laundering policies and procedures in place reasonably designed to verify the identity of its [beneficial holders] [underlying investors] and their sources of funds. Such policies and procedures are properly enforced and are consistent with the anti-money laundering/OFAC laws such that OrchardWay P2P Credit Fund Ltd. (the "Fund") may rely on this Certification.

The Company hereby represents and warrants to the Fund that, to the best of its knowledge, the Company's [beneficial holders] [underlying investors] are not individuals, entities or countries that may subject the Fund to criminal or civil violations of any anti-money laundering/OFAC laws. The Company has read the section entitled "Anti-Money Laundering Representations and Covenants of the Investor" in the Fund's Subscription Agreement. The Company has taken all reasonable steps to ensure that its [beneficial holders] [underlying investors] are able to certify to such representations and warranties. The Company agrees to promptly notify the Fund in writing should the Company have any questions relating to any of the investors or become aware of any changes in the representations and warranties set forth in this Certification.

Date: _____, 20__

By: _____
Name:
Title:

FORM LETTER OF REFERENCE

[LETTERHEAD OF LOCAL OFFICE OF APPROVED FATF COUNTRY MEMBER
BANKING INSTITUTION OR BROKERAGE FIRM]

Date: _____, 20__

OrchardWay P2P Credit Fund Ltd.
c/o SS&C Technologies Inc.
80 Lambertson Road
Windsor, CT USA 06095
Attn.: Investor Services
Tel: +1(812) 213-3051
Fax: +1(860) 371-2503
Email: SSCInvestorServices@sscinc.com

To whom it may concern:

I, _____, the _____ of _____, do hereby
Name Title Name of Institution

certify that _____ has maintained an account at our institution for
Name of Investor

_____ years and, during this period, nothing has occurred that would give our institution
Insert Period

cause to be concerned regarding the integrity of _____.
Name of Investor

Do not hesitate to contact me at _____ if you have any further
Insert Telephone No.
questions.

Very truly yours,

Name:
Title:

BENEFICIAL OWNERSHIP INFORMATION

To Be Completed By Entity Investors That Are Privately Held Entities

Instructions: Please complete and return this Exhibit F and provide the name of every person who is directly, or indirectly through intermediaries, the beneficial owner of 10% or more of any voting or non-voting class of equity interests of the Investor. If the intermediary's shareholders or partners are not individuals, continue up the chain of ownership listing their 10% or more equity interest holders until individuals are listed. If there are no 10% beneficial owners, please write None.

<u>Full Name</u>	If shareholder or partner is an Individual, Insert Name and Address of Principal <u>Employer and Position</u>	Citizenship (for Individuals) or Principal Place of <u>Business (for Entities)</u>

TRUST OWNERSHIP INFORMATION

To Be Completed By Entity Investors That Are Trusts

Instructions: Please complete and return this Exhibit G and provide the name of: (i) every current beneficiary that has, directly or indirectly, an interest of 10% or more in the trust; (ii) every person who contributed assets to the trust (settlers or grantors); and (iii) every trustee. If there are intermediaries that are not individuals, continue up the chain of ownership listing their 10% or more equity interest holders until individuals are listed.

<u>Full Name and Address</u>	Status (Beneficiary/Settlor/ <u>Trustee</u>)	Citizenship (for Individuals) or Principal Place of <u>Business (for Entities)</u>

APPENDIX A

Form **W-8BEN**

Certificate of Foreign Status of Beneficial Owner for United States Tax Withholding and Reporting (Individuals)

(Rev. February 2014)
Department of the Treasury
Internal Revenue Service

► For use by individuals. Entities must use Form W-8BEN-E.
► Information about Form W-8BEN and its separate instructions is at www.irs.gov/formw8ben.
► Give this form to the withholding agent or payer. Do not send to the IRS.

OMB No. 1545-1621

Do NOT use this form if:

Instead, use Form:

- You are NOT an individual W-8BEN-E
- You are a U.S. citizen or other U.S. person, including a resident alien individual W-9
- You are a beneficial owner claiming that income is effectively connected with the conduct of trade or business within the U.S. (other than personal services) W-8ECI
- You are a beneficial owner who is receiving compensation for personal services performed in the United States 8233 or W-4
- A person acting as an intermediary W-8IMY

Part I Identification of Beneficial Owner (see instructions)

1 Name of individual who is the beneficial owner		2 Country of citizenship	
3 Permanent residence address (street, apt. or suite no., or rural route). Do not use a P.O. box or in-care-of address.			
City or town, state or province. Include postal code where appropriate.		Country	
4 Mailing address (if different from above)			
City or town, state or province. Include postal code where appropriate.		Country	
5 U.S. taxpayer identification number (SSN or ITIN), if required (see instructions)		6 Foreign tax identifying number (see instructions)	
7 Reference number(s) (see instructions)		8 Date of birth (MM-DD-YYYY) (see instructions)	

Part II Claim of Tax Treaty Benefits (for chapter 3 purposes only) (see instructions)

9 I certify that the beneficial owner is a resident of _____ within the meaning of the income tax treaty between the United States and that country.

10 **Special rates and conditions** (if applicable—see instructions): The beneficial owner is claiming the provisions of Article _____ of the treaty identified on line 9 above to claim a _____% rate of withholding on (specify type of income): _____

Explain the reasons the beneficial owner meets the terms of the treaty article: _____

Part III Certification

Under penalties of perjury, I declare that I have examined the information on this form and to the best of my knowledge and belief it is true, correct, and complete. I further certify under penalties of perjury that:

- I am the individual that is the beneficial owner (or am authorized to sign for the individual that is the beneficial owner) of all the income to which this form relates or am using this form to document myself as an individual that is an owner or account holder of a foreign financial institution,
- The person named on line 1 of this form is not a U.S. person,
- The income to which this form relates is:
 - (a) not effectively connected with the conduct of a trade or business in the United States,
 - (b) effectively connected but is not subject to tax under an applicable income tax treaty, or
 - (c) the partner's share of a partnership's effectively connected income,
- The person named on line 1 of this form is a resident of the treaty country listed on line 9 of the form (if any) within the meaning of the income tax treaty between the United States and that country, and
- For broker transactions or barter exchanges, the beneficial owner is an exempt foreign person as defined in the instructions.

Furthermore, I authorize this form to be provided to any withholding agent that has control, receipt, or custody of the income of which I am the beneficial owner or any withholding agent that can disburse or make payments of the income of which I am the beneficial owner. **I agree that I will submit a new form within 30 days if any certification made on this form becomes incorrect.**

Sign Here ►

Signature of beneficial owner (or individual authorized to sign for beneficial owner) _____ Date (MM-DD-YYYY) _____

Print name of signer _____ Capacity in which acting (if form is not signed by beneficial owner) _____

APPENDIX B

Form **W-8BEN-E**

(February 2014)
Department of the Treasury
Internal Revenue Service

**Certificate of Status of Beneficial Owner for
United States Tax Withholding and Reporting (Entities)**

► For use by entities. Individuals must use Form W-8BEN. ► Section references are to the Internal Revenue Code.
► Information about Form W-8BEN-E and its separate instructions is at www.irs.gov/formw8bene.
► Give this form to the withholding agent or payer. Do not send to the IRS.

OMB No. 1545-1621

Do NOT use this form for:

- U.S. entity or U.S. citizen or resident W-9
- A foreign individual W-8BEN (Individual)
- A foreign individual or entity claiming that income is effectively connected with the conduct of trade or business within the U.S. (unless claiming treaty benefits) W-8ECI
- A foreign partnership, a foreign simple trust, or a foreign grantor trust (unless claiming treaty benefits) (see instructions for exceptions) W-8IMY
- A foreign government, international organization, foreign central bank of issue, foreign tax-exempt organization, foreign private foundation, or government of a U.S. possession claiming that income is effectively connected U.S. income or that is claiming the applicability of section(s) 115(2), 501(c), 892, 895, or 1443(b) (unless claiming treaty benefits) (see instructions) W-8ECI or W-8EXP
- Any person acting as an intermediary W-8IMY

Instead use Form:

Part I Identification of Beneficial Owner

1 Name of organization that is the beneficial owner	2 Country of incorporation or organization
--	---

3 Name of disregarded entity receiving the payment (if applicable)

4 Chapter 3 Status (entity type) (Must check one box only):

<input type="checkbox"/> Corporation	<input type="checkbox"/> Disregarded Entity	<input type="checkbox"/> Partnership
<input type="checkbox"/> Simple trust	<input type="checkbox"/> Grantor trust	<input type="checkbox"/> Complex trust
<input type="checkbox"/> Central Bank of Issue	<input type="checkbox"/> Tax-exempt organization	<input type="checkbox"/> Private foundation
<input type="checkbox"/> Estate	<input type="checkbox"/> Government	

If you entered disregarded entity, partnership, simple trust, or grantor trust above, is the entity a hybrid making a treaty claim? If "Yes" complete Part III. Yes No

5 Chapter 4 Status (FATCA status) (Must check one box only unless otherwise indicated). (See instructions for details and complete the certification below for the entity's applicable status).

<input type="checkbox"/> Nonparticipating FFI (including a limited FFI or an FFI related to a Reporting IGA FFI other than a registered deemed-compliant FFI or participating FFI). <input type="checkbox"/> Participating FFI. <input type="checkbox"/> Reporting Model 1 FFI. <input type="checkbox"/> Reporting Model 2 FFI. <input type="checkbox"/> Registered deemed-compliant FFI (other than a reporting Model 1 FFI or sponsored FFI that has not obtained a GIIN). <input type="checkbox"/> Sponsored FFI that has not obtained a GIIN. Complete Part IV. <input type="checkbox"/> Certified deemed-compliant nonregistering local bank. Complete Part V. <input type="checkbox"/> Certified deemed-compliant FFI with only low-value accounts. Complete Part VI. <input type="checkbox"/> Certified deemed-compliant sponsored, closely held investment vehicle. Complete Part VII. <input type="checkbox"/> Certified deemed-compliant limited life debt investment entity. Complete Part VIII. <input type="checkbox"/> Certified deemed-compliant investment advisors and investment managers. Complete Part IX. <input type="checkbox"/> Owner-documented FFI. Complete Part X. <input type="checkbox"/> Restricted distributor. Complete Part XI.	<input type="checkbox"/> Nonreporting IGA FFI (including an FFI treated as a registered deemed-compliant FFI under an applicable Model 2 IGA). Complete Part XII. <input type="checkbox"/> Foreign government, government of a U.S. possession, or foreign central bank of issue. Complete Part XIII. <input type="checkbox"/> International organization. Complete Part XIV. <input type="checkbox"/> Exempt retirement plans. Complete Part XV. <input type="checkbox"/> Entity wholly owned by exempt beneficial owners. Complete Part XVI. <input type="checkbox"/> Territory financial institution. Complete Part XVII. <input type="checkbox"/> Nonfinancial group entity. Complete Part XVIII. <input type="checkbox"/> Excepted nonfinancial start-up company. Complete Part XIX. <input type="checkbox"/> Excepted nonfinancial entity in liquidation or bankruptcy. Complete Part XX. <input type="checkbox"/> 501(c) organization. Complete Part XXI. <input type="checkbox"/> Nonprofit organization. Complete Part XXII. <input type="checkbox"/> Publicly traded NFFE or NFFE affiliate of a publicly traded corporation. Complete Part XXIII. <input type="checkbox"/> Excepted territory NFFE. Complete Part XXIV. <input type="checkbox"/> Active NFFE. Complete Part XXV. <input type="checkbox"/> Passive NFFE. Complete Part XXVI. <input type="checkbox"/> Excepted inter-affiliate FFI. Complete Part XXVII. <input type="checkbox"/> Direct reporting NFFE. <input type="checkbox"/> Sponsored direct reporting NFFE. Complete Part XXVIII.
---	---

6 Permanent residence address (street, apt. or suite no., or rural route). **Do not use a P.O. box or in-care-of address** (other than a registered address).

City or town, state or province. Include postal code where appropriate.	Country
---	---------

7 Mailing address (if different from above)

City or town, state or province. Include postal code where appropriate.	Country
---	---------

8 U.S. taxpayer identification number (TIN), if required	9a <input type="checkbox"/> GIIN	b <input type="checkbox"/> Foreign TIN	10 Reference number(s) (see instructions)
---	---	---	--

Note. Please complete remainder of the form including signing the form in Part XXIX.
For Paperwork Reduction Act Notice, see separate instructions. Cat. No. 59689N **Form W-8BEN-E** (2-2014)

Part II Disregarded Entity or Branch Receiving Payment. (Complete only if disregarded entity or branch of an FFI in a country other than the FFI's country of residence.)

- 11** Chapter 4 Status (FATCA status) of disregarded entity or branch receiving payment
- Limited Branch. Reporting Model 1 FFI. U.S. Branch.
 Participating FFI. Reporting Model 2 FFI.
- 12** Address of disregarded entity or branch (street, apt. or suite no., or rural route). **Do not use a P.O. box or in-care-of address** (other than a registered address).

City or town, state or province. Include postal code where appropriate.

Country

- 13** GIIN (if any)

Part III Claim of Tax Treaty Benefits (if applicable). (For chapter 3 purposes only)

- 14** I certify that (check all that apply)
- a** The beneficial owner is a resident of within the meaning of the income tax treaty between the United States and that country.
- b** The beneficial owner derives the item (or items) of income for which the treaty benefits are claimed, and, if applicable, meets the requirements of the treaty provision dealing with limitation on benefits (see instructions).
- c** The beneficial owner is claiming treaty benefits for dividends received from a foreign corporation or interest from a U.S. trade or business of a foreign corporation and meets qualified resident status (see instructions).
- 15** **Special rates and conditions** (if applicable—see instructions): The beneficial owner is claiming the provisions of Article of the treaty identified on line 14a above to claim a% rate of withholding on (specify type of income):
 Explain the reasons the beneficial owner meets the terms of the treaty article:

Part IV Sponsored FFI That Has Not Obtained a GIIN

- 16** Name of sponsoring entity: _____
- 17** **Check whichever box applies.**
- I certify that the entity identified in Part I:
- Is an FFI solely because it is an investment entity;
 - Is not a QI, WP, or WT; **and**
 - Has agreed with the entity identified above (that is not a nonparticipating FFI) to act as the sponsoring entity for this entity.
- I certify that the entity identified in Part I:
- Is a controlled foreign corporation as defined in section 957(a);
 - Is not a QI, WP, or WT;
 - Is wholly owned, directly or indirectly, by the U.S. financial institution identified above that agrees to act as the sponsoring entity for this entity; **and**
 - Shares a common electronic account system with the sponsoring entity (identified above) that enables the sponsoring entity to identify all account holders and payees of the entity and to access all account and customer information maintained by the entity including, but not limited to, customer identification information, customer documentation, account balance, and all payments made to account holders or payees.

Part V Certified Deemed-Compliant Nonregistering Local Bank

- 18** I certify that the FFI identified in Part I:
- Operates and is licensed solely as a bank or credit union (or similar cooperative credit organization operated without profit) in its country of incorporation or organization;
 - Engages primarily in the business of receiving deposits from and making loans to, with respect to a bank, retail customers unrelated to such bank and, with respect to a credit union or similar cooperative credit organization, members, provided that no member has a greater than five percent interest in such credit union or cooperative credit organization;
 - Does not solicit account holders outside its country of organization;
 - Has no fixed place of business outside such country (for this purpose, a fixed place of business does not include a location that is not advertised to the public and from which the FFI performs solely administrative support functions);
 - Has no more than \$175 million in assets on its balance sheet and, if it is a member of an expanded affiliated group, the group has no more than \$500 million in total assets on its consolidated or combined balance sheets; **and**
 - Does not have any member of its expanded affiliated group that is a foreign financial institution, other than a foreign financial institution that is incorporated or organized in the same country as the FFI identified in Part I and that meets the requirements set forth in this Part V.

Part VI Certified Deemed-Compliant FFI with Only Low-Value Accounts19 I certify that the FFI identified in Part I:

- Is not engaged primarily in the business of investing, reinvesting, or trading in securities, partnership interests, commodities, notional principal contracts, insurance or annuity contracts, or any interest (including a futures or forward contract or option) in such security, partnership interest, commodity, notional principal contract, insurance contract or annuity contract;
- No financial account maintained by the FFI or any member of its expanded affiliated group, if any, has a balance or value in excess of \$50,000 (as determined after applying applicable account aggregation rules); **and**
- Neither the FFI nor the entire expanded affiliated group, if any, of the FFI, have more than \$50 million in assets on its consolidated or combined balance sheet as of the end of its most recent accounting year.

Part VII Certified Deemed-Compliant Sponsored, Closely Held Investment Vehicle20 Name of sponsoring entity: _____21 I certify that the entity identified in Part I:

- Is an FFI solely because it is an investment entity described in §1.1471-5(e)(4);
- Is not a QI, WP, or WT;
- Has a contractual relationship with the above identified sponsoring entity that agrees to fulfill all due diligence, withholding, and reporting responsibilities of a participating FFI on behalf of this entity; **and**
- Twenty or fewer individuals own all of the debt and equity interests in the entity (disregarding debt interests owned by U.S. financial institutions, participating FFIs, registered deemed-compliant FFIs, and certified deemed-compliant FFIs and equity interests owned by an entity if that entity owns 100 percent of the equity interests in the FFI and is itself a sponsored FFI).

Part VIII Certified Deemed-Compliant Limited Life Debt Investment Entity22 I certify that the entity identified in Part I:

- Was in existence as of January 17, 2013;
- Issued all classes of its debt or equity interests to investors on or before January 17, 2013, pursuant to a trust indenture or similar agreement; **and**
- Is certified deemed-compliant because it satisfies the requirements to be treated as a limited life debt investment entity (such as the restrictions with respect to its assets and other requirements under §1.1471-5(f)(2)(iv)).

Part IX Certified Deemed-Compliant Investment Advisors and Investment Managers23 I certify that the entity identified in Part I:

- Is a financial institution solely because it is an investment entity described in §1.1471-5(e)(4)(i)(A); **and**
- Does not maintain financial accounts.

Part X Owner-Documented FFI

Note. This status only applies if the U.S. financial institution or participating FFI to which this form is given has agreed that it will treat the FFI as an owner-documented FFI (see instructions for eligibility requirements). In addition, the FFI must make the certifications below.

24a (All owner-documented FFIs check here) I certify that the FFI identified in Part I:

- Does not act as an intermediary;
- Does not accept deposits in the ordinary course of a banking or similar business;
- Does not hold, as a substantial portion of its business, financial assets for the account of others;
- Is not an insurance company (or the holding company of an insurance company) that issues or is obligated to make payments with respect to a financial account;
- Is not owned by or in an expanded affiliated group with an entity that accepts deposits in the ordinary course of a banking or similar business, holds, as a substantial portion of its business, financial assets for the account of others, or is an insurance company (or the holding company of an insurance company) that issues or is obligated to make payments with respect to a financial account; **and**
- Does not maintain a financial account for any nonparticipating FFI.

Part X Owner-Documented FFI (continued)**Check box 24b or 24c, whichever applies.**

- b** I certify that the FFI identified in Part I:
- Has provided, or will provide, an FFI owner reporting statement that contains:
 - The name, address, TIN (if any), chapter 4 status, and type of documentation provided (if required) of every individual and specified U.S. person that owns a direct or indirect equity interest in the owner-documented FFI (looking through all entities other than specified U.S. persons);
 - The name, address, TIN (if any), chapter 4 status, and type of documentation provided (if required) of every individual and specified U.S. person that owns a debt interest in the owner-documented FFI (including any indirect debt interest, which includes debt interests in any entity that directly or indirectly owns the payee or any direct or indirect equity interest in a debt holder of the payee) that constitutes a financial account in excess of \$50,000 (disregarding all such debt interests owned by participating FFIs, registered deemed-compliant FFIs, certified deemed-compliant FFIs, excepted NFFEs, exempt beneficial owners, or U.S. persons other than specified U.S. persons); **and**
 - Any additional information the withholding agent requests in order to fulfill its obligations with respect to the entity.
- c** I certify that the FFI identified in Part I has provided, or will provide, an auditor's letter, signed within four years of the date of payment, from an independent accounting firm or legal representative with a location in the United States stating that the firm or representative has reviewed the FFI's documentation with respect to all of its owners and debt holders identified in §1.1471-3(d)(6)(iv)(A)(2), and that the FFI meets all the requirements to be an owner-documented FFI. The FFI identified in Part I has also provided, or will provide, an FFI owner reporting statement of its owners that are specified U.S. persons and Form(s) W-9, with applicable waivers.

Check box 24d if applicable.

- d** I certify that the entity identified in line 1 is a trust that does not have any contingent beneficiaries or designated classes with unidentified beneficiaries.

Part XI Restricted Distributor

25a (All restricted distributors check here) I certify that the entity identified in Part I:

- Operates as a distributor with respect to debt or equity interests of the restricted fund with respect to which this form is furnished;
- Provides investment services to at least 30 customers unrelated to each other and less than half of its customers are related to each other;
- Is required to perform AML due diligence procedures under the anti-money laundering laws of its country of organization (which is an FATF-compliant jurisdiction);
- Operates solely in its country of incorporation or organization, has no fixed place of business outside of that country, and has the same country of incorporation or organization as all members of its affiliated group, if any;
- Does not solicit customers outside its country of incorporation or organization;
- Has no more than \$175 million in total assets under management and no more than \$7 million in gross revenue on its income statement for the most recent accounting year;
- Is not a member of an expanded affiliated group that has more than \$500 million in total assets under management or more than \$20 million in gross revenue for its most recent accounting year on a combined or consolidated income statement; **and**
- Does not distribute any debt or securities of the restricted fund to specified U.S. persons, passive NFFEs with one or more substantial U.S. owners, or nonparticipating FFIs.

Check box 25b or 25c, whichever applies.

I further certify that with respect to all sales of debt or equity interests in the restricted fund with respect to which this form is furnished that are made after December 31, 2011, the entity identified in Part I:

- b** Has been bound by a distribution agreement that contained a general prohibition on the sale of debt or securities to U.S. entities and U.S. resident individuals and is currently bound by a distribution agreement that contains a prohibition of the sale of debt or securities to any specified U.S. person, passive NFFE with one or more substantial U.S. owners, or nonparticipating FFI.
- c** Is currently bound by a distribution agreement that contains a prohibition on the sale of debt or securities to any specified U.S. person, passive NFFE with one or more substantial U.S. owners, or nonparticipating FFI and, for all sales made prior to the time that such a restriction was included in its distribution agreement, has reviewed all accounts related to such sales in accordance with the procedures identified in §1.1471-4(c) applicable to preexisting accounts and has redeemed or retired any, or caused the restricted fund to transfer the securities to a distributor that is a participating FFI or reporting Model 1 FFI securities which were sold to specified U.S. persons, passive NFFEs with one or more substantial U.S. owners, or nonparticipating FFIs.

Part XII Nonreporting IGA FFI

26 I certify that the entity identified in Part I:

- Meets the requirements to be considered a nonreporting financial institution pursuant to an applicable IGA between the United States and _____;
- Is treated as a _____ under the provisions of the applicable IGA (see instructions); **and**
- If you are an FFI treated as a registered deemed-compliant FFI under an applicable Model 2 IGA, provide your GIIN:

Part XIII Foreign Government, Government of a U.S. Possession, or Foreign Central Bank of Issue

- 27a I certify that the entity identified in Part I is the beneficial owner of the payment and is not engaged in commercial financial activities of a type engaged in by an insurance company, custodial institution, or depository institution with respect to the payments, accounts, or obligations for which this form is submitted (except as permitted in §1.1471-6(h)(2)).

Part XIV International Organization

Check box 28a or 28b, whichever applies.

- 28a I certify that the entity identified in Part I is an international organization described in section 7701(a)(18).
- b I certify that the entity identified in Part I:
- Is comprised primarily of foreign governments;
 - Is recognized as an intergovernmental or supranational organization under a foreign law similar to the International Organizations Immunities Act;
 - The benefit of the entity's income does not inure to any private person;
 - Is the beneficial owner of the payment and is not engaged in commercial financial activities of a type engaged in by an insurance company, custodial institution, or depository institution with respect to the payments, accounts, or obligations for which this form is submitted (except as permitted in §1.1471-6(h)(2)).

Part XV Exempt Retirement Plans

Check box 29a, b, c, d, e, or f, whichever applies.

- 29a I certify that the entity identified in Part I:
- Is established in a country with which the United States has an income tax treaty in force (see Part III if claiming treaty benefits);
 - Is operated principally to administer or provide pension or retirement benefits; **and**
 - Is entitled to treaty benefits on income that the fund derives from U.S. sources (or would be entitled to benefits if it derived any such income) as a resident of the other country which satisfies any applicable limitation on benefits requirement.
- b I certify that the entity identified in Part I:
- Is organized for the provision of retirement, disability, or death benefits (or any combination thereof) to beneficiaries that are former employees of one or more employers in consideration for services rendered;
 - No single beneficiary has a right to more than 5% of the FFI's assets;
 - Is subject to government regulation and provides annual information reporting about its beneficiaries to the relevant tax authorities in the country in which the fund is established or operated; **and**
 - Is generally exempt from tax on investment income under the laws of the country in which it is established or operates due to its status as a retirement or pension plan;
 - Receives at least 50% of its total contributions from sponsoring employers (disregarding transfers of assets from other plans described in this part, retirement and pension accounts described in an applicable Model 1 or Model 2 IGA, other retirement funds described in an applicable Model 1 or Model 2 IGA, or accounts described in § 1.1471-5(b)(2)(i)(A));
 - Either does not permit or penalizes distributions or withdrawals made before the occurrence of specified events related to retirement, disability, or death (except rollover distributions to accounts described in §1.1471-5(b)(2)(i)(A) (referring to retirement and pension accounts), to retirement and pension accounts described in an applicable Model 1 or Model 2 IGA, or to other retirement funds described in this part or in an applicable Model 1 or Model 2 IGA); **or**
 - Limits contributions by employees to the fund by reference to earned income of the employee or may not exceed \$50,000 annually.
- c I certify that the entity identified in Part I:
- Is organized for the provision of retirement, disability, or death benefits (or any combination thereof) to beneficiaries that are former employees of one or more employers in consideration for services rendered;
 - Has fewer than 50 participants;
 - Is sponsored by one or more employers each of which is not an investment entity or passive NFFE;
 - Employee and employer contributions to the fund (disregarding transfers of assets from other plans described in this part, retirement and pension accounts described in an applicable Model 1 or Model 2 IGA, or accounts described in §1.1471-5(b)(2)(i)(A)) are limited by reference to earned income and compensation of the employee, respectively;
 - Participants that are not residents of the country in which the fund is established or operated are not entitled to more than 20 percent of the fund's assets; **and**
 - Is subject to government regulation and provides annual information reporting about its beneficiaries to the relevant tax authorities in the country in which the fund is established or operates.
- d I certify that the entity identified in Part I is formed pursuant to a pension plan that would meet the requirements of section 401(a), other than the requirement that the plan be funded by a trust created or organized in the United States.
- e I certify that the entity identified in Part I is established exclusively to earn income for the benefit of one or more retirement funds described in this part or in an applicable Model 1 or Model 2 IGA, accounts described in §1.1471-5(b)(2)(i)(A) (referring to retirement and pension accounts), or retirement and pension accounts described in an applicable Model 1 or Model 2 IGA.

Part XV Exempt Retirement Plans (continued)

- f I certify that the entity identified in Part I:
- Is established and sponsored by a foreign government, international organization, central bank of issue, or government of a U.S. possession (each as defined in § 1.1471-6) or an exempt beneficial owner described in an applicable Model 1 or Model 2 IGA to provide retirement, disability, or death benefits to beneficiaries or participants that are current or former employees of the sponsor (or persons designated by such employees); **or**
 - Is established and sponsored by a foreign government, international organization, central bank of issue, or government of a U.S. possession (each as defined in § 1.1471-6) or an exempt beneficial owner described in an applicable Model 1 or Model 2 IGA to provide retirement, disability, or death benefits to beneficiaries or participants that are not current or former employees of such sponsor, but are in consideration of personal services performed for the sponsor.

Part XVI Entity Wholly Owned by Exempt Beneficial Owners

- 30 I certify that the entity identified in Part I:
- Is an FFI solely because it is an investment entity;
 - Each direct holder of an equity interest in the investment entity is an exempt beneficial owner described in § 1.1471-6 or in an applicable Model 1 or Model 2 IGA;
 - Each direct holder of a debt interest in the investment entity is either a depository institution (with respect to a loan made to such entity) or an exempt beneficial owner described in § 1.1471-6 or an applicable Model 1 or Model 2 IGA.
 - Has provided an owner reporting statement that contains the name, address, TIN (if any), chapter 4 status, and a description of the type of documentation provided to the withholding agent for every person that owns a debt interest constituting a financial account or direct equity interest in the entity; **and**
 - Has provided documentation establishing that every owner of the entity is an entity described in § 1.1471-6(b), (c), (d), (e), (f) and/or (g) without regard to whether such owners are beneficial owners.

Part XVII Territory Financial Institution

- 31 I certify that the entity identified in Part I is a financial institution (other than an investment entity) that is incorporated or organized under the laws of a possession of the United States.

Part XVIII Excepted Nonfinancial Group Entity

- 32 I certify that the entity identified in Part I:
- Is a holding company, treasury center, or captive finance company and substantially all of the entity's activities are functions described in § 1.1471-5(e)(5)(i)(C) through (E);
 - Is a member of a nonfinancial group described in § 1.1471-5(e)(5)(i)(B);
 - Is not a depository or custodial institution (other than for members of the entity's expanded affiliated group); **and**
 - Does not function (or hold itself out) as an investment fund, such as a private equity fund, venture capital fund, leveraged buyout fund or any investment vehicle with an investment strategy to acquire or fund companies and then hold interests in those companies as capital assets for investment purposes.

Part XIX Excepted Nonfinancial Start-Up Company

- 33 I certify that the entity identified in Part I:
- Was formed on (or in the case of a new line of business, the date of board resolution approving the new line of business) (date must be less than 24 months prior to date of payment);
 - Is not yet operating a business and has no prior operating history or is investing capital in assets with the intent to operate a new line of business other than that of a financial institution or passive NFFE;
 - Is investing capital into assets with the intent to operate a business other than that of a financial institution; **and**
 - Does not function (or hold itself out) as an investment fund, such as a 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.

Part XX Excepted Nonfinancial Entity in Liquidation or Bankruptcy

- 34 I certify that the entity identified in Part I:
- Filed a plan of liquidation, filed a plan of reorganization, or filed for bankruptcy on
 - During the past 5 years has not been engaged in business as a financial institution or acted as a passive NFFE;
 - Is either liquidating or emerging from a reorganization or bankruptcy with the intent to continue or recommence operations as a nonfinancial entity; **and**
 - Has, or will provide, documentary evidence such as a bankruptcy filing or other public documentation that supports its claim if it remains in bankruptcy or liquidation for more than three years.

Part XXI 501(c) Organization

- 35 I certify that the entity identified in Part I is a 501(c) organization that:
- Has been issued a determination letter from the IRS that is currently in effect concluding that the payee is a section 501(c) organization that is dated; **or**
 - Has provided a copy of an opinion from U.S. counsel certifying that the payee is a section 501(c) organization (without regard to whether the payee is a foreign private foundation).

Part XXII Non-Profit Organization

- 36 I certify that the entity identified in Part I is a non-profit organization that meets the following requirements:
- The entity is established and maintained in its country of residence exclusively for religious, charitable, scientific, artistic, cultural or educational purposes;
 - The entity is exempt from income tax in its country of residence;
 - The entity has no shareholders or members who have a proprietary or beneficial interest in its income or assets;
 - Neither the applicable laws of the entity's country of residence nor the entity's formation documents 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 as payment of reasonable compensation for services rendered or payment representing the fair market value of property which the entity has purchased; **and**
 - 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 an entity that is a foreign government, an integral part of a foreign government, a controlled entity of a foreign government, or another organization that is described in this Part XXII or escheats to the government of the entity's country of residence or any political subdivision thereof.

Part XXIII Publicly Traded NFFE or NFFE Affiliate of a Publicly Traded Corporation

Check box 37a or 37b, whichever applies.

- 37a I certify that:
- The entity identified in Part I is a foreign corporation that is not a financial institution; **and**
 - The stock of such corporation is regularly traded on one or more established securities markets, including (name one securities exchange upon which the stock is regularly traded).
- b I certify that:
- The entity identified in Part I is a foreign corporation that is not a financial institution;
 - The entity identified in Part I is a member of the same expanded affiliated group as an entity the stock of which is regularly traded on an established securities market;
 - The name of the entity, the stock of which is regularly traded on an established securities market, is; **and**
 - The name of the securities market on which the stock is regularly traded is

Part XXIV Excepted Territory NFFE

- 38 I certify that:
- The entity identified in Part I is an entity that is organized in a possession of the United States;
 - The entity identified in Part I:
 - Does not accept deposits in the ordinary course of a banking or similar business,
 - Does not hold, as a substantial portion of its business, financial assets for the account of others, or
 - Is not an insurance company (or the holding company of an insurance company) that issues or is obligated to make payments with respect to a financial account; **and**
 - All of the owners of the entity identified in Part I are bona fide residents of the possession in which the NFFE is organized or incorporated.

Part XXV Active NFFE

- 39 I certify that:
- The entity identified in Part I is a foreign entity that is not a financial institution;
 - Less than 50% of such entity's gross income for the preceding calendar year is passive income; **and**
 - Less than 50% of the assets held by such entity are assets that produce or are held for the production of passive income (calculated as a weighted average of the percentage of passive assets measured quarterly) (see instructions for the definition of passive income).

Part XXVI Passive NFFE

- 40a I certify that the entity identified in Part I is a foreign entity that is not a financial institution (other than an investment entity organized in a possession of the United States) and is not certifying its status as a publicly traded NFFE (or affiliate), excepted territory NFFE, active NFFE, direct reporting NFFE, or sponsored direct reporting NFFE.

Check box 40b or 40c, whichever applies.

- b I further certify that the entity identified in Part I has no substantial U.S. owners, or
- c I further certify that the entity identified in Part I has provided the name, address, and TIN of each substantial U.S. owner of the NFFE in Part XXX.

Part XXVII Excepted Inter-Affiliate FFI

- 41 I certify that the entity identified in Part I:
- Is a member of an expanded affiliated group;
 - Does not maintain financial accounts (other than accounts maintained for members of its expanded affiliated group);
 - Does not make withholdable payments to any person other than to members of its expanded affiliated group that are not limited FFIs or limited branches;
 - Does not hold an account (other than a depository account in the country in which the entity is operating to pay for expenses) with or receive payments from any withholding agent other than a member of its expanded affiliated group; **and**
 - Has not agreed to report under §1.1471-4(d)(2)(ii)(C) or otherwise act as an agent for chapter 4 purposes on behalf of any financial institution, including a member of its expanded affiliated group.

APPENDIX C

**Certificate of Foreign Intermediary, Foreign Flow-Through Entity, or Certain
U.S. Branches for United States Tax Withholding and Reporting**

Department of the Treasury
Internal Revenue Service

▶ Section references are to the Internal Revenue Code.
▶ Information about Form W-8IMY and its separate instructions is at www.irs.gov/formw8imy.
▶ Give this form to the withholding agent or payer. Do not send to the IRS.

Do not use this form for:

Instead, use Form:

- A beneficial owner solely claiming foreign status or treaty benefits W-8BEN or W-8BEN-E
- A hybrid entity claiming treaty benefits on its own behalf W-8BEN-E
- A foreign person claiming that income is effectively connected with the conduct of a trade or business in the United States W-8ECI
- A disregarded entity with a single foreign owner that is the beneficial owner of the income to which this form relates. Instead, the single foreign owner should use W-8BEN, W-8ECI, or W-8BEN-E
- A foreign government, international organization, foreign central bank of issue, foreign tax-exempt organization, foreign private foundation, or government of a U.S. possession claiming the applicability of section(s) 115(2), 501(c), 892, 895, or 1443(b) W-8EXP
- U.S. entity or U.S. citizen or resident W-9
- A foreign person documenting themselves for purposes of section 6050W W-8BEN, W-8BEN-E, or W-8ECI

Part I Identification of Entity

1 Name of individual or organization that is acting as intermediary	2 Country of incorporation or organization
--	---

3 Name of disregarded entity (if applicable)

4 Chapter 3 Status:

<input type="checkbox"/> Qualified intermediary. Complete Part III. <input type="checkbox"/> Nonqualified intermediary. Complete Part IV. <input type="checkbox"/> Territory financial institution. Complete Part V. <input type="checkbox"/> U.S. branch. Complete Part VI. <input type="checkbox"/> Withholding foreign partnership. Complete Part VII.	<input type="checkbox"/> Withholding foreign trust. Complete Part VII. <input type="checkbox"/> Nonwithholding foreign partnership. Complete Part VIII. <input type="checkbox"/> Nonwithholding foreign simple trust. Complete Part VIII. <input type="checkbox"/> Nonwithholding foreign grantor trust. Complete Part VIII.
---	---

5 Chapter 4 Status:

<input type="checkbox"/> Nonparticipating FFI (including a limited FFI or limited branch). Complete Part IX (if applicable). <input type="checkbox"/> Participating FFI. <input type="checkbox"/> Reporting Model 1 FFI. <input type="checkbox"/> Reporting Model 2 FFI. <input type="checkbox"/> Registered deemed-compliant FFI (other than a reporting Model 1 FFI or sponsored FFI that has not obtained a GIIN). <input type="checkbox"/> Territory financial institution. Complete Part V. <input type="checkbox"/> Sponsored FFI that has not obtained a GIIN (other than a certified deemed-compliant sponsored, closely held investment vehicle). Complete Part X. <input type="checkbox"/> Certified deemed-compliant nonregistering local bank. Complete Part XII. <input type="checkbox"/> Certified deemed-compliant FFI with only low-value accounts. Complete Part XIII. <input type="checkbox"/> Certified deemed-compliant sponsored, closely held investment vehicle. Complete Part XIV. <input type="checkbox"/> Certified deemed-compliant limited life debt investment entity. Complete Part XV.	<input type="checkbox"/> Owner-documented FFI. Complete Part XI. <input type="checkbox"/> Restricted distributor. Complete Part XVI. <input type="checkbox"/> Foreign central bank of issue. Complete Part XVII. <input type="checkbox"/> Nonreporting IGA FFI. Complete Part XVIII. <input type="checkbox"/> Exempt retirement plans. Complete Part XIX. <input type="checkbox"/> Excepted nonfinancial group entity. Complete Part XX. <input type="checkbox"/> Excepted nonfinancial start-up company. Complete Part XXI. <input type="checkbox"/> Excepted nonfinancial entity in liquidation or bankruptcy. Complete Part XXII. <input type="checkbox"/> Publicly traded NFFE or NFFE affiliate of a publicly traded corporation. Complete Part XXIII. <input type="checkbox"/> Excepted territory NFFE. Complete Part XXIV. <input type="checkbox"/> Active NFFE. Complete Part XXV. <input type="checkbox"/> Passive NFFE. Complete Part XXVI. <input type="checkbox"/> Direct reporting NFFE. <input type="checkbox"/> Sponsored direct reporting NFFE. Complete Part XXVII.
---	---

6 Permanent residence address (street, apt. or suite no., or rural route). **Do not use a P.O. box or in-care-of address** (other than a registered address).

City or town, state or province. Include postal code where appropriate.	Country
---	---------

7 Mailing address (if different from above)

City or town, state or province. Include postal code where appropriate.	Country
---	---------

8 U.S. taxpayer identification number, if required ▶

QI-EIN WP-EIN WT-EIN EIN SSN or ITIN

9 GIIN (if applicable)

10 Reference number(s) (see instructions)

Part II Disregarded Entity or Branch Receiving Payment. (Complete only if disregarded entity or branch of an FFI in a country other than the FFI's country of residence.)

- 11** Chapter 4 Status (FATCA status) of disregarded entity or branch receiving payment.
- Limited branch. Reporting Model 1 FFI. U.S. Branch.
- Participating FFI. Reporting Model 2 FFI.

12 Address of branch (street, apt. or suite no., or rural route). **Do not use a P.O. box or in-care-of address** (other than a registered address).

City or town, state or province. Include postal code where appropriate.

Country

13 GIIN (if any) ▶

Chapter 3 Status Certifications

Part III Qualified Intermediary

- 14a** (All qualified intermediaries check here) I certify that the entity identified in Part I (or branch, if relevant):
- Is a qualified intermediary and is not acting for its own account with respect to the account(s) identified on line 10 or in a withholding statement associated with this form; **and**
 - Has provided or will provide a withholding statement, as required, for purposes of chapters 3 and 4 that is subject to the certifications made on this form.

Check all that apply:

- b** I certify that the entity identified in Part I of this form is not providing a withholding statement associated with this form because it assumes primary withholding responsibility for purposes of chapters 3 and 4, and either:
- Primary Form 1099 reporting and backup withholding responsibility; or
 - Reporting responsibility as a participating FFI or registered deemed-compliant FFI with respect to accounts that it maintains and that are held by specified U.S. persons as permitted under Regulations sections 1.6049-4(c)(4)(i) or (c)(4)(ii) in lieu of Form 1099 reporting.
- c** I certify that the entity identified in Part I of this form assumes primary withholding responsibility under chapters 3 and 4 with respect to payments made to each account identified on this line 14c (or on an attachment to this form) ▶ _____
- d** I certify that the entity identified in Part I of this form assumes primary Form 1099 reporting and backup withholding responsibility with respect to payments made to each account identified on this line 14d or on an attachment to this form or reporting responsibility as a participating FFI or registered deemed-compliant FFI with respect to accounts that it maintains and that are held by specified U.S. persons as permitted under Regulations sections 1.6049-4(c)(4)(i) or (c)(4)(ii) in lieu of Form 1099 reporting ▶ _____
- e** I certify that the entity identified in Part I of this form does **NOT** assume primary Form 1099 reporting and backup withholding responsibility and is using this form to transmit Forms W-9 with respect to each account(s) held by a U.S. non-exempt recipient identified on this line 14e or in a withholding statement associated with this form ▶ _____
- If the entity identified on Part I of this form has allocated or will allocate a portion of a payment to a chapter 4 withholding rate pool of U.S. payees on a withholding statement associated with this form (check all that apply):
- (i)** I certify that the entity meets the requirements of Regulations section 1.6049-4(c)(4)(iii) with respect to any account holder of an account it maintains that is included in a withholding rate pool of U.S. payees provided on a withholding statement associated with this form.
- (ii)** To the extent the entity is providing a withholding statement that includes a chapter 4 withholding rate pool of U.S. payees that are accountholders of an intermediary or flow-through entity receiving a payment from the entity identified on line 1, I certify that the entity on line 1 has obtained or will obtain documentation sufficient to establish each such intermediary or flow-through entity's status as a participating FFI, registered deemed-compliant FFI, or FFI that is a qualified intermediary.
- f** I certify that the entity identified in Part I of this form is acting as Qualified Securities Lender with respect to payments associated with this form that are U.S. source substitute dividends received from the withholding agent.

Part IV Nonqualified Intermediary

Check all that apply:

- 15a** (All nonqualified intermediaries and qualified intermediaries that are not acting in their capacity as such check here) I certify that the entity identified in Part I of this form is not acting as a qualified intermediary with respect to each account(s) for which this form is provided and is not acting for its own account.
- b** I certify that the entity identified in Part I of this form is using this form to transmit withholding certificates and/or other documentation and has provided, or will provide, a withholding statement, as required.
- c** I certify that the entity identified in Part I of this form meets the requirements of Regulations section 1.6049-4(c)(4)(iii) with respect to any account holder of an account it maintains that is included in a withholding rate pool of U.S. payees provided on a withholding statement associated with this form.
- d** I certify that the entity identified in Part I of this form is acting as a Qualified Securities Lender with respect to payments associated with this form that are U.S. source substitute dividends received from the withholding agent.

Part V Territory Financial Institution

16a I certify that the entity identified in Part I is a financial institution (other than an investment entity that is not also a depository institution, custodial institution, or specified insurance company) that is incorporated or organized under the laws of a possession of the United States.

Check whichever box applies:

- b I further certify that the entity identified in Part I is using this form as evidence of its agreement with the withholding agent to be treated as a U.S. person for purposes of chapters 3 and 4 with respect to any payments associated with this withholding certificate.
- c I further certify that the entity identified in Part I:
 - Is using this form to transmit withholding certificates and/or other documentation for the persons for whom it receives a payment; **and**
 - Has provided or will provide a withholding statement, as required.

Part VI Certain U.S. Branches

17a I certify that the entity identified in Part I is receiving payments that are not effectively connected with the conduct of a trade or business in the United States

Check whichever box applies:

- b I certify that the entity identified in Part I is a U.S. branch of a foreign bank or insurance company described in Regulations section 1.1441-1(b)(2)(iv)(A) that is a participating FFI (including a reporting Model 2 FFI), registered deemed-compliant FFI (including a reporting Model 1 FFI), or NFFE that is using this form as evidence of its agreement with the withholding agent to be treated as a U.S. person with respect to any payments associated with this withholding certificate.
- c I certify that the entity identified in Part I:
 - Is using this form to transmit withholding certificates and/or other documentation for the persons for whom the branch receives a payment; **and**
 - Has provided or will provide a withholding statement, as required.

Part VII Withholding Foreign Partnership (WP) or Withholding Foreign Trust (WT)

18 I certify that the entity identified in Part I is a withholding foreign partnership or a withholding foreign trust that is compliant with the terms of its WP or WT agreement.

Part VIII Nonwithholding Foreign Partnership, Simple Trust, or Grantor Trust

19 I certify that the entity identified in Part I:

- Is a nonwithholding foreign partnership, a nonwithholding foreign simple trust, or a nonwithholding foreign grantor trust and that the payments to which this certificate relates are not effectively connected, or are not treated as effectively connected, with the conduct of a trade or business in the United States; **and**
- Is using this form to transmit withholding certificates and/or other documentation and has provided or will provide a withholding statement, as required for purposes of chapters 3 and 4, that is subject to the certifications made on this form.

Chapter 4 Status Certifications

Part IX Nonparticipating FFI with Exempt Beneficial Owners

20 I certify that the entity identified in Part I is using this form to transmit withholding certificates and/or other documentation and has provided or will provide a withholding statement that indicates the portion of the payment allocated to one or more exempt beneficial owners.

Part X Sponsored FFI That Has Not Obtained a GIIN

21a Name of sponsoring entity: ► _____

Check whichever box applies.

- b I certify that the entity identified in Part I:
 - Is an FFI solely because it is an investment entity;
 - Is not a QI, WP, or WT; **and**
 - Has agreed with the entity identified above (that is not a nonparticipating FFI) to act as the sponsoring entity for this entity.
- c I certify that the entity identified in Part I:
 - Is a controlled foreign corporation as defined in section 957(a);
 - Is not a QI, WP, or WT;
 - Is wholly owned, directly or indirectly, by the U.S. financial institution identified above that agrees to act as the sponsoring entity for this entity; **and**
 - Shares a common electronic account system with the sponsoring entity (identified above) that enables the sponsoring entity to identify all account holders and payees of the entity and to access all account and customer information maintained by the entity including, but not limited to, customer identification information, customer documentation, account balance, and all payments made to account holders or payees.

Part XI Owner-Documented FFI

Note. This status only applies if the U.S. financial institution, participating FFI, reporting Model 1 FFI, or reporting Model 2 FFI to which this form is given has agreed that it will treat the FFI as an owner-documented FFI. The owner-documented FFI must make the certifications below.

22a I certify that the FFI identified in Part I:

- Does not act as an intermediary;
- Does not accept deposits in the ordinary course of a banking or similar business;
- Does not hold, as a substantial portion of its business, financial assets for the account of others;
- Is not an insurance company (or the holding company of an insurance company) that issues or is obligated to make payments with respect to a financial account;
- Is not affiliated with an entity (other than an FFI that is also treated as an owner-documented FFI) that accepts deposits in the ordinary course of a banking or similar business, holds, as a substantial portion of its business, financial assets for the account of others, or is an insurance company (or the holding company of an insurance company) that issues or is obligated to make payments with respect to a financial account; **and**
- Does not maintain a financial account for any nonparticipating FFI.

Check whichever box applies:

b I certify that the FFI identified in Part I:

- Has provided, or will provide, an FFI owner reporting statement (including any applicable owner documentation) that contains:
 - (i) The name, address, TIN (if any), chapter 4 status, and type of documentation provided (if required) of every individual and specified U.S. person that owns a direct or indirect equity interest in the owner-documented FFI (looking through all entities other than specified U.S. persons);
 - (ii) The name, address, TIN (if any), chapter 4 status, and type of documentation provided (if required) of every individual and specified U.S. person that owns a debt interest in the owner-documented FFI (including any indirect debt interest, which includes debt interests in any entity that directly or indirectly owns the payee or any direct or indirect equity interest in a debt holder of the payee) that constitutes a financial account in excess of \$50,000 (disregarding all such debt interests owned by participating FFIs, registered deemed-compliant FFIs, certified deemed compliant FFIs, excepted NFFE's, exempt beneficial owners, or U.S. persons other than specified U.S. persons); **and**
 - (iii) Any additional information the withholding agent requests in order to fulfill its obligations with respect to the entity.

c I certify that the FFI identified in Part I:

- Has provided, or will provide, an auditor's letter, signed no more than four years prior to the date of payment, from an independent accounting firm or legal representative with a location in the United States stating that the firm or representative has reviewed the FFI's documentation with respect to all of its owners and debt holders identified in Regulations section 1.1471-3(d)(6)(iv)(A)(2) and that the FFI meets all the requirements to be an owner-documented FFI. The FFI identified in Part I has also provided, or will provide, an FFI owner reporting statement and Form W-9, with applicable waivers, as described in Regulations section 1.1471-3(d)(6)(iv).

Part XII Certified Deemed-Compliant Nonregistering Local Bank

23 I certify that the FFI identified in Part I:

- Operates and is licensed solely as a bank or credit union (or similar cooperative credit organization operated without profit) in its country of incorporation or organization;
- Engages primarily in the business of receiving deposits from and making loans to, with respect to a bank, retail customers unrelated to such bank and, with respect to a credit union or similar cooperative credit organization, members, provided that no member has a greater than five percent interest in such credit union or cooperative credit organization;
- Does not solicit account holders outside its country of organization;
- Has no fixed place of business outside such country (for this purpose, a fixed place of business does not include a location that is not advertised to the public and from which the FFI performs solely administrative support functions);
- Has no more than \$175 million in assets on its balance sheet and, if it is a member of an expanded affiliated group, the group has no more than \$500 million in total assets on its consolidated or combined balance sheets; **and**
- Does not have any member of its expanded affiliated group that is a foreign financial institution, other than a foreign financial institution that is incorporated or organized in the same country as the FFI identified in Part I and that meets the requirements set forth in this Part XII.

Part XIII Certified Deemed-Compliant FFI with Only Low-Value Accounts

24 I certify that the FFI identified in Part I:

- Is not engaged primarily in the business of investing, reinvesting, or trading in securities, partnership interests, commodities, notional principal contracts, insurance or annuity contracts, or any interest (including a futures or forward contract or option) in such security, partnership interest, commodity, notional principal contract, insurance contract or annuity contract;
- No financial account maintained by the FFI or any member of its expanded affiliated group, if any, has a balance or value in excess of \$50,000 (as determined after applying applicable account aggregation rules); **and**
- Neither the FFI nor the FFI's entire expanded affiliated group, if any, have more than \$50 million in assets on its consolidated or combined balance sheet as of the end of its most recent accounting year.

Part XIV Certified Deemed-Compliant Sponsored, Closely Held Investment Vehicle

25a Name of sponsoring entity: _____

- b I certify that the FFI identified in Part I:
 - Is an FFI solely because it is an investment entity described in Regulations section 1.1471-5(e)(4);
 - Is not a QI, WP, or WT;
 - Will have all of its due diligence, withholding, and reporting responsibilities (determined as if the FFI were a participating FFI) fulfilled by the sponsoring entity identified in line 25a; **and**
 - Twenty or fewer individuals own all of the debt and equity interests in the entity (disregarding debt interests owned by U.S. financial institutions, participating FFIs, registered deemed-compliant FFIs, and certified deemed-compliant FFIs and equity interests owned by an entity that owns 100 percent of the equity interests in the FFI identified in Part I and is itself a sponsored FFI).

Part XV Certified Deemed-Compliant Limited Life Debt Investment Entity

26 I certify that the FFI identified in Part I:

- Was in existence as of January 17, 2013;
- Issued all classes of its debt or equity interests to investors on or before January 17, 2013 pursuant to a trust indenture or similar agreement; **and**
- Is certified deemed-compliant because it satisfies the requirements to be treated as a limited life debt investment entity (such as the restrictions with respect to its assets and other requirements under Regulations section 1.1471-4(f)(2)(iv)).

Part XVI Restricted Distributor

27a (All restricted distributors check here) I certify that the entity identified in Part I:

- Operates as a distributor with respect to debt or equity interests of the restricted fund with respect to which this form is furnished;
- Provides investment services to at least 30 customers unrelated to each other and less than half of its customers are related to each other;
- Is required to perform AML due diligence procedures under the anti-money laundering laws of its country of organization (which is a FATF-compliant jurisdiction);
- Operates solely in its country of incorporation or organization, has no fixed place of business outside of that country, and has the same country of incorporation or organization as all members of its affiliated group, if any;
- Does not solicit customers outside its country of incorporation or organization;
- Has no more than \$175 million in total assets under management and no more than \$7 million in gross revenue on its income statement for the most recent accounting year;
- Is not a member of an expanded affiliated group that has more than \$500 million in total assets under management or more than \$20 million in gross revenue for its most recent accounting year on a combined or consolidated income statement; **and**
- Does not distribute any debt or securities of the restricted fund to specified U.S. persons, passive NFFEs with one or more substantial U.S. owners, or nonparticipating FFIs.

Check whichever box applies:

I further certify that with respect to all sales of debt or equity interests in the restricted fund with respect to which this form is furnished that are made after December 31, 2011, the entity identified in Part I:

- b Has been bound by a distribution agreement that contained a general prohibition on the sale of debt or securities to U.S. entities and U.S. resident individuals and is currently bound by a distribution agreement that contains a prohibition of the sale of debt or securities to any specified U.S. person, passive NFFE with one or more substantial U.S. owners, or nonparticipating FFI.
- c Is currently bound by a distribution agreement that contains a prohibition on the sale of debt or securities to any specified U.S. person, passive NFFE with one or more substantial U.S. owners, or nonparticipating FFI and, for all sales made prior to the time that such a restriction was included in its distribution agreement, has reviewed all accounts related to such sales in accordance with the procedures identified in Regulations section 1.1471-4(c) applicable to preexisting accounts and has redeemed or retired any securities which were sold to specified U.S. persons, passive NFFEs with one or more substantial U.S. owners, or nonparticipating FFIs, or will transfer the securities to a distributor that is a participating FFI reporting Model 1 FFI, or reporting Model 2 FFI.

Part XVII Foreign Central Bank of Issue

28 I certify that the entity identified in Part I is treated as the beneficial owner of the payment solely for purposes of chapter 4 under Regulations section 1.1471-6(d)(4).

Part XVIII Nonreporting IGA FFI

- 29** I certify that the entity identified in Part I:
- Meets the requirements to be considered a nonreporting financial institution pursuant to an IGA between the United States and _____;
 - Is entitled to the provisions of the IGA because the entity (or relevant branch) is considered a _____ under the provisions of the applicable IGA; **and**
 - If you are an FFI treated as a registered deemed-compliant FFI under an applicable Model 2 IGA, provide your GIIN:
▶

Part XIX Exempt Retirement Plans

Check whichever box applies.

- 30a** I certify that the entity identified in Part I:
- Is established in a country with which the United States has an income tax treaty in force;
 - Is operated principally to administer or provide pension or retirement benefits; **and**
 - Is entitled to treaty benefits on income that the fund derives from U.S. sources (or would be entitled to benefits if it derived any such income) as a resident of the other country which satisfies any applicable limitation on benefits requirement.
- b** I certify that the entity identified in Part I:
- Is organized for the provision of retirement, disability, or death benefits (or any combination thereof) to beneficiaries that are former employees of one or more employers in consideration for services rendered;
 - No single beneficiary has a right to more than 5% of the FFI's assets;
 - Is subject to government regulation and provides annual information reporting about its beneficiaries to the relevant tax authorities in the country in which the fund is established or operated; **and**
 - (i) Is generally exempt from tax on investment income under the laws of the country in which it is established or operates due to its status as a retirement or pension plan;
 - (ii) Receives at least 50% of its total contributions from sponsoring employers (disregarding transfers of assets from other plans described in this part, retirement and pension accounts described in an applicable Model 1 or Model 2 IGA, other retirement funds described in an applicable Model 1 or Model 2 IGA, or accounts described in Regulations section 1.1471-5(b)(2)(i)(A));
 - (iii) Either does not permit or penalizes distributions or withdrawals made before the occurrence of specified events related to retirement, disability, or death (except rollover distributions to accounts described in Regulations section 1.1471-5(b)(2)(i)(A) (referring to retirement and pension accounts), to retirement and pension accounts described in an applicable Model 1 or Model 2 IGA, or to other retirement funds described in this part or in an applicable Model 1 or Model 2 IGA); **or**
 - (iv) Limits contributions by employees to the fund by reference to earned income of the employee or may not exceed \$50,000 annually.
- c** I certify that the entity identified in Part I:
- Is organized for the provision of retirement, disability, or death benefits (or any combination thereof) to beneficiaries that are former employees of one or more employers in consideration for services rendered;
 - Has fewer than 50 participants;
 - Is sponsored by one or more employers, each of which is not an investment entity or passive NFFE.
 - Employee and employer contributions to the fund (disregarding transfers of assets from other plans described in this part, retirement and pension accounts described in an applicable Model 1 or Model 2 IGA, or accounts described in Regulations section 1.1471-5(b)(2)(i)(A)) are limited by reference to earned income and compensation of the employee, respectively;
 - Participants that are not residents of the country in which the fund is established or operated are not entitled to more than 20 percent of the fund's assets; **and**
 - Is subject to government regulation and provides annual information reporting about its beneficiaries to the relevant tax authorities in the country in which the fund is established or operates.
- d** I certify that the entity identified in Part I is formed pursuant to a pension plan that would meet the requirements of section 401(a), other than the requirement that the plan be funded by a trust created or organized in the United States.
- e** I certify that the entity identified in Part I is established exclusively to earn income for the benefit of one or more retirement funds described in this part or in an applicable Model 1 or Model 2 IGA, accounts described in Regulations section 1.1471-5(b)(2)(i)(A) (referring to retirement and pension accounts), or retirement and pension accounts described in an applicable Model 1 or Model 2 IGA.
- f** I certify that the entity identified in Part I:
- Is established and sponsored by a foreign government, international organization, central bank of issue, or government of a U.S. possession (each as defined in Regulations section 1.1471-6) or an exempt beneficial owner described in an applicable Model 1 or Model 2 IGA to provide retirement, disability, or death benefits to beneficiaries or participants that are current or former employees of the sponsor (or persons designated by such employees); **or**
 - Is established and sponsored by a foreign government, international organization, central bank of issue, or government of a U.S. possession (each as defined in Regulations section 1.1471-6) or an exempt beneficial owner described in an applicable Model 1 or Model 2 IGA to provide retirement, disability, or death benefits to beneficiaries or participants that are not current or former employees of such sponsor, but are in consideration of personal services performed for the sponsor.

Part XX Excepted Nonfinancial Group Entity

- 31 I certify that the entity identified in Part I:
- Is a holding company, treasury center, or captive finance company and substantially all of the entity's activities are functions described in Regulations section 1.1471-5(e)(5)(i)(C) through (E);
 - Is a member of a nonfinancial group described in Regulations section 1.1471-5(e)(5)(i)(B);
 - Is not a depository or custodial institution (other than for members of the entity's expanded affiliated group); and
 - Does not function (or hold itself out) as an investment fund, such as a private equity fund, venture capital fund, leveraged buyout fund or any investment vehicle with an investment strategy to acquire or fund companies and then hold interests in those companies as capital assets for investment purposes.

Part XXI Excepted Nonfinancial Start-Up Company

- 32 I certify that the entity identified in Part I:
- Was formed on (or in the case of a new line of business, the date of board resolution approving the new line of business) _____ (date must be less than 24 months prior to date of payment);
 - Is not yet operating a business and has no prior operating history or is investing capital in assets with the intent to operate a new line of business other than that of a financial institution or passive NFFE; and
 - Does not function (or hold itself out) as an investment fund, such as a 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.

Part XXII Excepted Nonfinancial Entity in Liquidation or Bankruptcy

- 33 I certify that the entity identified in Part I:
- Filed a plan of liquidation, filed a plan of reorganization, or filed for bankruptcy on the following date: _____
 - Has not been engaged during the past 5 years in business as a financial institution or acted as a passive NFFE;
 - Is either liquidating or emerging from a reorganization or bankruptcy with the intent to continue or recommence operations as a nonfinancial entity; and
 - Has provided, or will provide, documentary evidence such as a bankruptcy filing or other public documentation that supports its claim if it remains in bankruptcy or liquidation for more than three years.

Part XXIII Publicly Traded NFFE or NFFE Affiliate of a Publicly Traded Corporation

Check whichever box applies:

- 34a I certify that:
- The entity identified in Part I is a foreign corporation that is not a financial institution; and
 - The stock of such corporation is regularly traded on one or more established securities markets, including _____
- b I certify that:
- The entity identified in Part I is a foreign corporation that is not a financial institution;
 - The entity identified in Part I is a member of the same expanded affiliated group as an entity the stock of which is regularly traded on an established securities market;
 - The name of the entity, the stock of which is regularly traded on an established securities market, is _____; and
 - The name of the securities market on which the stock is regularly traded is ► _____

Part XXIV Excepted Territory NFFE

- 35 I certify that:
- The entity identified in Part I is an entity that is organized in a possession of the United States;
 - The entity identified in Part I:
 - (i) Does not accept deposits in the ordinary course of a banking or similar business,
 - (ii) Does not hold, as a substantial portion of its business, financial assets for the account of others, and
 - (iii) Is not an insurance company (or the holding company of an insurance company) that issues or is obligated to make payments with respect to a financial account; **and**
 - All of the owners of the entity identified in Part I are bona fide residents of the possession in which the NFFE is organized or incorporated.

Part XXV Active NFFE

- 36 I certify that:
- The entity identified in Part I is a foreign entity that is not a financial institution;
 - Less than 50% of such entity's gross income for the preceding calendar year is passive income; and
 - Less than 50% of the assets held by such entity are assets that produce or are held for the production of passive income (calculated as a weighted average of the percentage of passive assets measured quarterly). See the instructions for the definition of passive income.

Part XXVI Passive NFFE

37 I certify that the entity identified in Part I:

- Is a foreign entity that is not a financial institution (this category includes an entity organized in a possession of the United States that engages (or holds itself out as being engaged) primarily in the business of investing, reinvesting, or trading in securities, partnership interests, commodities, notional principal contracts, insurance or annuity contracts, or any interest in such security, partnership interest, commodity, notional principal contract, insurance contract or annuity contract); **and**
- Is using this form to transmit withholding certificates and/or other documentation and has provided or will provide a withholding statement, as required.

Part XXVII Sponsored Direct Reporting NFFE


38 Name of sponsoring entity: _____

39 I certify that the entity identified in Part I is a direct reporting NFFE that is sponsored by the entity identified in line 38.

Part XXVIII Certification

Under penalties of perjury, I declare that I have examined the information on this form and to the best of my knowledge and belief it is true, correct, and complete. Furthermore, I authorize this form to be provided to any withholding agent that has control, receipt, or custody of the income for which I am providing this form or any withholding agent that can disburse or make payments of the amounts for which I am providing this form.

I agree that I will submit a new form within 30 days if any certification made on this form becomes incorrect.

Sign Here 

Signature of authorized official

Date (MM-DD-YYYY)

APPENDIX D

Certificate of Foreign Government or Other Foreign Organization for United States Tax Withholding and Reporting

(For use by foreign governments, international organizations, foreign central banks of issue, foreign tax-exempt organizations, foreign private foundations, and governments of U.S. possessions.)
 ► Information about Form W-8EXP and its separate instructions is at www.irs.gov/formw8exp.
 ► Section references are to the Internal Revenue Code.
 ► Give this form to the withholding agent or payer. Do not send to the IRS.

OMB No. 1545-1621

Department of the Treasury
Internal Revenue Service

Do not use this form for:

- A foreign government or other foreign organization that is not claiming the applicability of section(s) 115(2), 501(c), 892, 895, or 1443(b) W-8BEN-E or W-8ECI
- A beneficial owner solely claiming foreign status or treaty benefits W-8BEN or W-8BEN-E
- A foreign partnership or a foreign trust W-8BEN-E or W-8IMY
- A person claiming that income is effectively connected with the conduct of a trade or business in the United States W-8ECI
- A person acting as an intermediary W-8IMY

Instead, use Form:

Part I Identification of Beneficial Owner

1 Name of organization		2 Country of incorporation or organization			
3 Type of entity	<input type="checkbox"/> Foreign government <input type="checkbox"/> International organization <input type="checkbox"/> Foreign central bank of issue (not wholly owned by the foreign sovereign)	<input type="checkbox"/> Foreign tax-exempt organization <input type="checkbox"/> Foreign private foundation <input type="checkbox"/> Government of a U.S. possession			
4 Chapter 4 Status (FATCA status):					
<table style="width: 100%; border: none;"> <tr> <td style="width: 50%; border: none; vertical-align: top;"> <input type="checkbox"/> Participating FFI. <input type="checkbox"/> Reporting Model 1 FFI. <input type="checkbox"/> Reporting Model 2 FFI. <input type="checkbox"/> Registered deemed-compliant FFI (other than a Reporting Model 1 FFI). <input type="checkbox"/> Nonreporting IGA FFI. Complete Part III. <input type="checkbox"/> Territory financial institution. Complete Part III. <input type="checkbox"/> International organization. </td> <td style="width: 50%; border: none; vertical-align: top;"> <input type="checkbox"/> Foreign government (including a political subdivision), government of a U.S. possession, or foreign central bank of issue. Complete Part III. <input type="checkbox"/> Exempt retirement plan of foreign government. Complete Part III. <input type="checkbox"/> 501(c) organization. Complete Part III. <input type="checkbox"/> Passive NFFE. Complete Part III. <input type="checkbox"/> Direct reporting NFFE. <input type="checkbox"/> Sponsored direct reporting NFFE. Complete Part III. </td> </tr> </table>				<input type="checkbox"/> Participating FFI. <input type="checkbox"/> Reporting Model 1 FFI. <input type="checkbox"/> Reporting Model 2 FFI. <input type="checkbox"/> Registered deemed-compliant FFI (other than a Reporting Model 1 FFI). <input type="checkbox"/> Nonreporting IGA FFI. Complete Part III. <input type="checkbox"/> Territory financial institution. Complete Part III. <input type="checkbox"/> International organization.	<input type="checkbox"/> Foreign government (including a political subdivision), government of a U.S. possession, or foreign central bank of issue. Complete Part III. <input type="checkbox"/> Exempt retirement plan of foreign government. Complete Part III. <input type="checkbox"/> 501(c) organization. Complete Part III. <input type="checkbox"/> Passive NFFE. Complete Part III. <input type="checkbox"/> Direct reporting NFFE. <input type="checkbox"/> Sponsored direct reporting NFFE. Complete Part III.
<input type="checkbox"/> Participating FFI. <input type="checkbox"/> Reporting Model 1 FFI. <input type="checkbox"/> Reporting Model 2 FFI. <input type="checkbox"/> Registered deemed-compliant FFI (other than a Reporting Model 1 FFI). <input type="checkbox"/> Nonreporting IGA FFI. Complete Part III. <input type="checkbox"/> Territory financial institution. Complete Part III. <input type="checkbox"/> International organization.	<input type="checkbox"/> Foreign government (including a political subdivision), government of a U.S. possession, or foreign central bank of issue. Complete Part III. <input type="checkbox"/> Exempt retirement plan of foreign government. Complete Part III. <input type="checkbox"/> 501(c) organization. Complete Part III. <input type="checkbox"/> Passive NFFE. Complete Part III. <input type="checkbox"/> Direct reporting NFFE. <input type="checkbox"/> Sponsored direct reporting NFFE. Complete Part III.				
5 Permanent address (street, apt. or suite no., or rural route). Do not use a P.O. box or in-care-of address (other than a registered address).					
City or town, state or province. Include postal code where appropriate.			Country		
6 Mailing address (if different from above).					
City or town, state or province. Include postal or ZIP code where appropriate.			Country		
7 U.S. TIN, if required (see instructions)	8a <input type="checkbox"/> GIIN	b <input type="checkbox"/> Foreign TIN (see instructions)			
9 Reference number(s) (see instructions)					

Part II Qualification Statement for Chapter 3 Status

10 **For a foreign government:**

a I certify that the entity identified in Part I is a foreign government within the meaning of section 892 and the payments are within the scope of the exemption granted by section 892.
 Check box 10b or box 10c, whichever applies:

b The entity identified in Part I is an integral part of the government of

c The entity identified in Part I is a controlled entity of the government of

11 **For an international organization:**

I certify that:

- The entity identified in Part I is an international organization within the meaning of section 7701(a)(18) **and**
- The payments are within the scope of the exemption granted by section 892.

12 **For a foreign central bank of issue (not wholly owned by the foreign sovereign):**

I certify that:

- The entity identified in Part I is a foreign central bank of issue,
- The entity identified in Part I does not hold obligations or bank deposits to which this form relates for use in connection with the conduct of a commercial banking function or other commercial activity, **and**
- The payments are within the scope of the exemption granted by section 895.

Part II Qualification Statement for Chapter 3 Status (continued)

13 For a foreign tax-exempt organization, including foreign private foundations:

If any of the income to which this certification relates constitutes income includible under section 512 in computing the entity's unrelated business taxable income, attach a statement identifying the amounts.

Check either box 13a or box 13b:

- a I certify that the entity identified in Part I has been issued a determination letter by the IRS dated that is currently in effect and that concludes that it is an exempt organization described in section 501(c).
- b I have attached to this form an opinion from U.S. counsel concluding that the entity identified in Part I is described in section 501(c).

For section 501(c)(3) organizations only, check either box 13c or box 13d:

- c If the determination letter or opinion of counsel concludes that the entity identified in Part I is described in section 501(c)(3), I certify that the organization is not a private foundation described in section 509. I have attached an affidavit of the organization setting forth sufficient facts for the IRS to determine that the organization is not a private foundation because it meets one of the exceptions described in section 509(a)(1), (2), (3), or (4).
- d If the determination letter or opinion of counsel concludes that the entity identified in Part I is described in section 501(c)(3), I certify that the organization is a private foundation described in section 509.

14 For a government of a U.S. possession:

- I certify that the entity identified in Part I is a government of a possession of the United States, or is a political subdivision thereof, and is claiming the exemption granted by section 115(2).

Part III Qualification Statement for Chapter 4 Status (if required)

15 For a nonreporting IGA FFI:

- I certify that the entity identified in Part I:
 - Meets the requirements to be considered a nonreporting financial institution pursuant to an applicable IGA between the United States and
 - Is treated as a under the provisions of the applicable IGA (see instructions); **and**
 - If you are an FFI treated as a registered deemed-compliant FFI under an applicable Model 2 IGA, provide your GIIN:
▶ _____

16 For a territory financial institution:

- I certify that the entity identified in Part I is a financial institution (other than an investment entity) that is incorporated or organized under the laws of a possession of the United States.

17 For a foreign government (including a political subdivision), government of a U.S. possession, or foreign central bank of issue:

- I certify that the entity identified in Part I is the beneficial owner of the payment and is not engaged in commercial financial activities of a type engaged in by an insurance company, custodial institution, or depository institution with respect to the payments, accounts, or obligations for which this form is submitted (except as permitted in Regulations section 1.1471-6(h)(2)).

18 For an exempt retirement plan of a foreign government:

- I certify that the entity identified in Part I:
 - Is established and sponsored by a foreign government, international organization, central bank of issue, or government of a U.S. possession (each as defined in Regulations section 1.1471-6 or an applicable Model 1 or Model 2 IGA) to provide retirement, disability, or death benefits to beneficiaries or participants that are current or former employees of the sponsor (or persons designated by such employees); **or**
 - Is established and sponsored by a foreign government, international organization, central bank of issue, or government of a U.S. possession (each as defined in Regulations section 1.1471-6 or an applicable Model 1 or Model 2 IGA) to provide retirement, disability, or death benefits to beneficiaries or participants that are not current or former employees of such sponsor, but are in consideration of personal services performed for the sponsor.

19 For a 501(c) organization:

- I certify that the entity identified in Part I is an entity described in section 501(c) but is not an insurance company described in section 501(c)(15).

20 For a passive NFFE:

- a I certify that the entity identified in Part I is a foreign entity that is not a financial institution (other than an investment entity organized in a possession of the United States).

Check box 20b or 20c, whichever applies.

- b I further certify that the entity identified in Part I has no substantial U.S. owners, **or**
- c I further certify that the entity identified in Part I has provided a statement including the name, address, and TIN of each substantial U.S. owner of the NFFE (see instructions).

21 Name of sponsoring entity:

- I certify that the entity identified in Part I is a direct reporting NFFE that is sponsored by the entity identified in line 21.

Part IV Certification

Under penalties of perjury, I declare that I have examined the information on this form and to the best of my knowledge and belief it is true, correct, and complete. I further certify under penalties of perjury that:

- The organization for which I am signing is the beneficial owner of the income and other payments to which this form relates,
- The beneficial owner is not a U.S. person,
- For a beneficial owner that is a controlled entity of a foreign sovereign (other than a central bank of issue wholly owned by a foreign sovereign), the beneficial owner is not engaged in commercial activities within or outside the United States, **and**
- For a beneficial owner that is a central bank of issue wholly owned by a foreign sovereign, the beneficial owner is not engaged in commercial activities within the United States.

Furthermore, I authorize this form to be provided to any withholding agent that has control, receipt, or custody of the payments of which I am the beneficial owner or any withholding agent that can disburse or make payments of the amounts of which I am the beneficial owner.

I agree that I will submit a new form within 30 days if any certification made on this form becomes incorrect.

Sign Here ▶

Signature of authorized official

Print name

Date (MM-DD-YYYY)

I certify that I have the capacity to sign for the entity identified on line 1 of this form.

APPENDIX E

Form **W-8ECI**

(Rev. February 2014)

Department of the Treasury
Internal Revenue Service

Certificate of Foreign Person's Claim That Income Is Effectively Connected With the Conduct of a Trade or Business in the United States

▶ Section references are to the Internal Revenue Code.

▶ Information about Form W-8ECI and its separate instructions is at www.irs.gov/formw8eci.

▶ Give this form to the withholding agent or payer. Do not send to the IRS.

OMB No. 1545-1621

Note. Persons submitting this form must file an annual U.S. income tax return to report income claimed to be effectively connected with a U.S. trade or business (see instructions).

Do not use this form for:

Instead, use Form

- A beneficial owner solely claiming foreign status or treaty benefits W-8BEN or W-8BEN-E
- A foreign government, international organization, foreign central bank of issue, foreign tax-exempt organization, foreign private foundation, or government of a U.S. possession claiming the applicability of section(s) 115(2), 501(c), 892, 895, or 1443(b) W-8EXP
- A foreign partnership or a foreign trust (unless claiming an exemption from U.S. withholding on income effectively connected with the conduct of a trade or business in the United States) or W-8IMY
- A person acting as an intermediary W-8IMY

Note. See instructions for additional exceptions.

Part I Identification of Beneficial Owner (see instructions.)

1 Name of individual or organization that is the beneficial owner	2 Country of incorporation or organization
--	---

3 Name of disregarded entity receiving the payments (if applicable)

4 Type of entity (check the appropriate box):

<input type="checkbox"/> Partnership	<input type="checkbox"/> Simple trust	<input type="checkbox"/> Individual	<input type="checkbox"/> Corporation
<input type="checkbox"/> Government	<input type="checkbox"/> Grantor trust	<input type="checkbox"/> Complex trust	<input type="checkbox"/> Estate
<input type="checkbox"/> Private foundation	<input type="checkbox"/> International organization	<input type="checkbox"/> Central bank of issue	<input type="checkbox"/> Tax-exempt organization

5 Permanent residence address (street, apt. or suite no., or rural route). **Do not use a P.O. box or in-care-of address.**

City or town, state or province. Include postal code where appropriate.	Country
---	---------

6 Business address in the United States (street, apt. or suite no., or rural route). **Do not use a P.O. box or in-care-of address.**

City or town, state, and ZIP code

7 U.S. taxpayer identification number (required—see instructions) <input type="checkbox"/> SSN or ITIN <input type="checkbox"/> EIN	8 Foreign tax identifying number
---	---

9 Reference number(s) (see instructions)	10 Date of birth (MM-DD-YYYY)
---	--------------------------------------

11 Specify each item of income that is, or is expected to be, received from the payer that is effectively connected with the conduct of a trade or business in the United States. (attach statement if necessary)

.....

.....

.....

Part II Certification

Sign Here

Under penalties of perjury, I declare that I have examined the information on this form and to the best of my knowledge and belief it is true, correct, and complete. I further certify under penalties of perjury that:

- I am the beneficial owner (or I am authorized to sign for the beneficial owner) of all the payments to which this form relates,
- The amounts for which this certification is provided are effectively connected with the conduct of a trade or business in the United States,
- The income for which this form was provided is includible in my gross income (or the beneficial owner's gross income) for the taxable year, and
- The beneficial owner is not a U.S. person.

Furthermore, I authorize this form to be provided to any withholding agent that has control, receipt, or custody of the payments of which I am the beneficial owner or any withholding agent that can disburse or make payments of the amounts of which I am the beneficial owner.

I agree that I will submit a new form within 30 days if any certification made on this form becomes incorrect.

Signature of beneficial owner (or individual authorized to sign for the beneficial owner)

Print name

Date (MM-DD-YYYY)

I certify that I have the capacity to sign for the person identified on line 1 of this form.

For Paperwork Reduction Act Notice, see separate instructions.

Cat. No. 25045D

Form **W-8ECI** (Rev. 2-2014)

APPENDIX F

AEOI Individual Self-Certification

Instructions for completion

We are obliged under the Tax information Authority Law, the Regulations, and Guidance Notes made pursuant to that Law, and treaties and intergovernmental agreements entered into by the Cayman Islands in relation to the automatic exchange of information for tax matters (collectively "AEOI"), to collect certain information about each account holder's tax status. Please complete the sections below as directed and provide any additional information that is requested. Please note that we may be obliged to share this information with relevant tax authorities. Terms referenced in this Form shall have the same meaning as applicable under the relevant Cayman Islands Regulations, Guidance Notes or international agreements.

If any of the information below regarding your tax residence or AEOI classification changes in the future, please ensure you advise us of these changes promptly. If you have any questions about how to complete this form, please refer to accompanying guidelines for completion or contact your tax advisor.

Please note that where there are joint account holders each investor is required to complete a separate Self-Certification form.

Section 1: Account Holder Identification

Account Holder Name	Date of Birth (dd/mm/yyyy)	Place and Country of Birth
Permanent Residence Address:		
Number & Street	City/Town	
State/Province/County	Post Code	Country
Mailing address (if different from above):		
Number & Street	City/Town	
State/Province/County	Post Code	Country

Section 2: Declaration of U.S. Citizenship or U.S. Residence for Tax purposes

Please tick either (a) **or** (b) **or** (c) and complete as appropriate.

- (a) I confirm that **I am** a U.S. citizen and/or resident in the U.S. for tax purposes (green card holder or resident under the substantial presence test) and my U.S. federal taxpayer identifying number (U.S. TIN) is as follows:
- _____.
- (b) I confirm that I was born in the U.S. (or a U.S. territory) but am no longer a U.S. citizen as I have voluntarily surrendered my citizenship as evidenced by the attached documents.
- (c) I confirm that **I am not** a U.S. citizen or resident in the U.S. for tax purposes.

Complete section 3 if you have non-U.S. tax residences.

Section 3: Declaration of Tax Residency (other than U.S.)

I hereby confirm that I am, for tax purposes, resident in the following countries (indicate the tax reference number type and number applicable in each country).

Country/countries of tax residency	Tax reference number type	Tax reference number

Please indicate not applicable if jurisdiction does not issue or you are unable to procure a tax reference number or functional equivalent. If applicable, please specify the reason for non-availability of a tax reference number:

Section 4: Declaration and Undertakings

I declare that the information provided in this form is, to the best of my knowledge and belief, accurate and complete. I undertake to advise the recipient promptly and provide an updated Self-Certification form within 30 days where any change in circumstances occurs which causes any of the information contained in this form to be inaccurate or incomplete. Where legally obliged to do so, I hereby consent to the recipient sharing this information with the relevant tax information authorities.

Signature: _____

Date: (dd/mm/yyyy): _____

APPENDIX G

AEOI Entity Self-Certification

Instructions for completion

We are obliged under the Tax information Authority Law, the Regulations, and Guidance Notes made pursuant to that Law, and treaties and intergovernmental agreements entered into by the Cayman Islands in relation to the automatic exchange of information for tax matters (collectively "AEOI"), to collect certain information about each account holder's tax status. Please complete the sections below as directed and provide any additional information that is requested. Please note that we may be obliged to share this information with relevant tax authorities. Terms referenced in this Form shall have the same meaning as applicable under the relevant Cayman Islands Regulations, Guidance Notes or international agreements.

If any of the information below regarding your tax residence or AEOI classification changes in the future, please ensure you advise us of these changes promptly. If you have any questions about how to complete this form, please refer to accompanying guidelines for completion or contact your tax advisor.

PART I: General

Section 1: Account Holder Identification

Legal Name of Entity/Branch	Country of incorporation/organisation
------------------------------------	--

Current Residence or Registered Address:

Number & Street	City/Town
-----------------	-----------

State/Province/County	Post Code	Country
-----------------------	-----------	---------

Mailing address (if different from above):

Number & Street	City/Town
-----------------	-----------

State/Province/County	Post Code	Country
-----------------------	-----------	---------

PART II: US IGA

Section 2: U.S. Persons

Please tick and complete as appropriate.

(d) The entity is a *Specified U.S. Person* and the entity's U.S. federal taxpayer identifying number (U.S. TIN) is as follows:

_____.

(e) The entity is a U.S. Person that is not a Specified U.S. Person. Indicate exemption¹ _____.

If the entity is not a U.S. person, please also complete Section 3.

Section 3: US FATCA Classification for all Non United States Entities

Please complete this section if the entity is **not** a *U.S. Tax Resident*

3.1 If the entity is a **Registered Financial Institution**, please tick one of the below categories, and provide the entity's *FATCA GIIN* at 3.1.1.

- (a) Cayman Islands or IGA Partner Jurisdiction Financial Institution
- (b) Registered Deemed Compliant Foreign Financial Institution
- (c) Participating Foreign Financial Institution

3.1.1 Please provide your *Global Intermediary Identification number (GIIN)*:

(if registration in progress indicate so)

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

(a) The Entity is a Sponsored Financial Institution and has not yet obtained a GIIN but is sponsored by another entity that has registered as a Sponsoring Entity. Please provide the Sponsoring Entity's name and GIIN.

Sponsoring Entity's Name: _____ Sponsoring Entity's GIIN: _____

(b) The Entity is a Trustee Documented Trust. Please provide your Trustee's name and GIIN.

Trustee's Name: _____ Trustee's GIIN: _____

(c) The Entity is a Certified Deemed Compliant, or otherwise Non-Reporting, Foreign Financial Institution (including a Foreign Financial Institution deemed compliant under Annex II of an IGA, except for a Trustee Documented Trust or Sponsored Financial Institution). Indicate exemption: _____

(d) The Entity is a Non-Participating Foreign Financial Institution

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

(a) The Entity is an **Exempt Beneficial Owner**² Indicate status: _____

(b) The Entity is an **Active Non-Financial Foreign Entity**³ (including an Excepted NFFE)

i. If the Entity is a Direct Reporting NFFE, please provide the Entity's GIIN:

ii. If the Entity is a Sponsored Direct Reporting NFFE, please provide the Sponsoring Entity's name and GIIN.

Sponsoring Entity's Name: _____ Sponsoring Entity's GIIN: _____

(c) The Entity is a **Passive Non-Financial Foreign Entity**.⁴

¹ Under the US IGA and in the U.S. Internal Revenue Code, Specified US Person does not include: An organization exempt from tax under section 501(a) or any individual retirement plan as defined in section 7701(a)(37); The United States or any of its agencies or instrumentalities; A state, the District of Columbia, a possession of the United States, or any of their political subdivisions, or instrumentalities; A corporation the stock of which is regularly traded on one or more established securities markets, as described in Reg. section 1.1472-1(c)(1)(i); A corporation that is a member of the same expanded affiliated group as a corporation described in Reg. section 1.1472-1(c)(1)(i); A dealer in securities, commodities, or derivative financial instruments (including notional principal contracts, futures, forwards, and options) that is registered as such under the laws of the United States or any state; A real estate investment trust; A regulated investment company as defined in section 851 or an entity registered at all times during the tax year under the Investment Company Act of 1940; A common trust fund as defined in section 584(a); A bank as defined in section 581; A broker; A trust exempt from tax under section 664 or described in section 4947; or A tax-exempt trust under a section 403(b) plan or section 457(g) plan.

² "Exempt Beneficial Owner" means any of the entities listed as such in Annex II.I of the US IGA or Section 1.1471-6 or 1.1471-6T of the U.S. Treasury Regulations. See additional notes in Exhibit A

³ See definition of *Active Non-Financial Foreign Entity* in Exhibit A

⁴ See definition of *Passive Non-Financial Foreign Entity* in Exhibit A

If you have ticked 3.3(c) (*Passive Non-Financial Foreign Entity*), please indicate the full name of any *Controlling Person(s)*⁵:

Full Name of any Controlling Person(s)

Please complete Part V below providing details of any ultimate Controlling Persons who are natural persons.

⁵ See definition of *Controlling Person(s)* in Exhibit A

PART III: UK IGA

Section 4: United Kingdom Persons

(a) The entity is a *Specified United Kingdom Person* and the entity's United Kingdom identifying tax number is as follows:

_____.

(b) The entity is a United Kingdom Person that is not a Specified United Kingdom Person. Indicate exemption⁶

_____.

If the entity is not a U.K. person, please also complete Section 5.

Section 5: UK FATCA Classification for all Non United Kingdom Resident Entities

Please complete this section if the entity is **not** a *U.K. Tax Resident*.

5.1 If you **are** a *Financial Institution*⁷, please tick this box.

5.2 If you are **not** a *Financial Institution*, please confirm the entity's status below by ticking either (a), (b) or (c):

(a) The entity is an *Exempt Beneficial Owner*⁸. Indicate status: _____

(b) The entity is an *Active Non-Financial Foreign Entity*⁹.

(c) The entity is a *Passive Non-Financial Foreign Entity*¹⁰.

If you have ticked 5.2(c) (*Passive Non-Financial Foreign Entity*), please indicate the name of any *Controlling Person(s)*¹¹:

Full Name of any Controlling Person(s)

Please complete Part V below providing further details of any ultimate Controlling Persons who are natural persons

⁶ Under the UK IGA, Specified UK Person does not include: A corporation the stock of which is regularly traded on one or more established securities markets or a member of the same EAG; A depository Institution; A broker or dealer in securities, commodities, or derivative financial instruments that is registered as such under the laws of the United Kingdom; or a Non-Reportable United Kingdom Entity as defined in Annex II paragraph V.

⁷ See definition of *Financial Institution* in Exhibit B.

⁸ "*Exempt Beneficial Owner*" means any of the entities listed as such in Annex II.I of the UK IGA or Section 1.1471-6 or 1.1471-6T of the U.S. Treasury Regulations. See additional notes in Exhibit B.

⁹ See definition of *Active Non-Financial Foreign Entity* in Exhibit B.

¹⁰ See definition of *Passive Non-Financial Foreign Entity* in Exhibit B.

¹¹ See definition of *Controlling Person(s)* in Exhibit B.

PART IV: Common Reporting Standard

Section 6: Declaration of All Tax Residency [repeat any residences indicated in Part II, Section 2 (US) and Part III, Section 4 (UK)]

Please indicate the Entity's place of tax residence (if resident in more than one country please detail all countries and associated tax reference number type and number). Please indicate not applicable if jurisdiction does not issue or you are unable to procure a tax reference number or functional equivalent.

Country/countries of tax residency	Tax reference number type	Tax reference number (e.g. TIN)

If applicable, please specify the reason for non-availability of a tax reference number:

Section 7: CRS Classification

Provide your CRS classification by checking the corresponding box(es). Note that CRS classification does not necessarily coincide with your classification for US or UK FATCA purposes.

7.1 If the entity is a *Financial Institution*¹², please tick this box.

Specify the type of Financial Institution below:

Reporting Financial Institution under CRS.

OR

Non-Reporting Financial Institution under CRS. Specify the type of Non-Reporting Financial Institution below:

Governmental Entity

International Organization

Central Bank

Broad Participation Retirement Fund

Narrow Participation Retirement Fund

Pension Fund of a Governmental Entity, International Organization, or Central Bank

Exempt Collective Investment Vehicle

Trust whose trustee reports all required information with respect to all CRS Reportable Accounts

Qualified Credit Card Issuer

Other Entity defined under the domestic law as low risk of being used to evade tax.

Specify the type provided in the domestic law: _____

Financial Institution resident in a Non-Participating Jurisdiction¹³ under CRS. Specify the type of Financial Institution resident in a Non-Participating Jurisdiction below:

(a) Investment Entity and managed by another Financial Institution¹⁴.

If you have ticked this box please indicate the name of the *Controlling Person(s)*. Please refer to the definition of Controlling Person in Exhibit C.

¹² See definition of *Financial Institution* in Exhibit C.

¹³ See definition of *Non-Participating Jurisdiction* in Exhibit C.

¹⁴ The managing Financial Institution must be a Financial Institution other than an Investment Entity type b) defined within the definition of a Financial Institution in Exhibit C.

Full Name of any Controlling Person(s)	<i>(must not be left</i>

Please also complete Part V below providing further details of any ultimate Controlling Persons who are natural persons.

- (b) Other Investment Entity
- (c) Other Financial Institution, including a Depository Financial Institution, Custodial Institution, or Specified Insurance Company.

7.2 If the entity is an *Active Non-Financial Entity* ("NFE") please tick this box.

Specify the type of NFE below:

- Corporation that is regularly traded or a related entity of a regularly traded corporation.
Provide the name of the stock exchange where traded: _____
If you are a related entity of a regularly traded corporation, provide the name of the regularly traded corporation:

- Governmental Entity, International Organization, a Central Bank, or an Entity wholly owned by one or more of the foregoing
- Other Active Non-Financial Foreign Entity¹⁵

7.3 If the entity is a *Passive Non-Financial Entity* please tick this box.¹⁶
If you have ticked this box please indicate the name of the *Controlling Person(s)*. Please refer to the definition of Controlling Person in Exhibit C.

Full Name of any Controlling Person(s)	<i>(must not be left</i>

Please complete Part V below providing further details of any ultimate Controlling Persons who are natural persons

Entity Declaration 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 the recipient promptly and provide an updated Self-Certification form within 30 days where any change in circumstances occurs, which causes any of the information contained in this form to be inaccurate or incomplete. Where legally obliged to do so, I/we hereby consent to the recipient sharing this information with the relevant tax information authorities.

Authorised Signature: _____ Authorised Signature: _____

Position/Title: _____ Position/Title: _____

Date: (dd/mm/yyyy): _____ Date: (dd/mm/yyyy): _____

¹⁵ See definition of *Active Non-Financial Entity* in Exhibit C.

¹⁶ Please see the definition of *Passive Non-Financial Entity* in Exhibit C.

PART V: Controlling Persons

(please complete for each Controlling Person)

Section 8 – Identification of a Controlling Person

8.1 Name of Controlling Person:

Family Name or Surname(s): _____

First or Given Name: _____

Middle Name(s): _____

8.2 Current Residence Address:

Line 1 (e.g. House/Apt/Suite Name, Number, Street) _____

Line 2 (e.g. Town/City/Province/County/State) _____

Country: _____

Postal Code/ZIP Code: _____

8.3 Mailing Address: (please complete if different from 8.2)

Line 1 (e.g. House/Apt/Suite Name, Number, Street) _____

Line 2 (e.g. Town/City/Province/County/State) _____

Country: _____

Postal Code/ZIP code: _____

8.4 Date of birth (dd/mm/yyyy) _____

8.5 Place of birth

Town or City of Birth _____

Country of Birth _____

8.6 Please enter the legal name of the relevant entity Account Holder(s) of which you are a Controlling Person

Legal name of Entity 1 _____

Legal name of Entity 2 _____

Legal name of Entity 3 _____

Section 9 – Country of Residence for Tax Purposes and related Taxpayer Reference Number or functional equivalent (“TIN”)

Please complete the following table indicating:

- (i) where the Controlling Person is tax resident;*
- (ii) the Controlling Person’s TIN for each country indicated; and,*
- (iii) if the Controlling Person is a tax resident in a country that is a Reportable Jurisdiction(s) then please also complete **Section 10 “Type of Controlling Person”**.*

If the Controlling Person is tax resident in more than three countries please use a separate sheet

	Country/countries of tax residency	Tax reference number type	Tax reference number (e.g. TIN)
1			
2			
3			

If applicable, please specify the reason for non-availability of a tax reference number:

Section 10 – Type of Controlling Person

(Please only complete this section if you are tax resident in one or more Reportable Jurisdictions)

Please provide the Controlling Person's Status by ticking the appropriate box.	Entity 1	Entity 2	Entity 3
a. Controlling Person of a legal person – <i>control by ownership</i>			
b. Controlling Person of a legal person – <i>control by other means</i>			
c. Controlling Person of a legal person – <i>senior managing official</i>			
d. Controlling Person of a trust – <i>settlor</i>			
e. Controlling Person of a trust – <i>trustee</i>			
f. Controlling Person of a trust – <i>protector</i>			
g. Controlling Person of a trust – <i>beneficiary</i>			
h. Controlling Person of a trust – <i>other</i>			
i. Controlling Person of a legal arrangement (non-trust) – <i>settlor-equivalent</i>			
j. Controlling Person of a legal arrangement (non-trust) – <i>trustee-equivalent</i>			
k. Controlling Person of a legal arrangement (non-trust) – <i>protector-equivalent</i>			
l. Controlling Person of a legal arrangement (non-trust) – <i>beneficiary-equivalent</i>			
m. Controlling Person of a legal arrangement (non-trust) – <i>other-equivalent</i>			

Controlling Person Declaration and Undertakings

I acknowledge that the information contained in this form and information regarding the Controlling Person and any Reportable Account(s) may be reported to the tax authorities of the country in which this account(s) is/are maintained and exchanged with tax authorities of another country or countries in which [I/the Controlling Person] may be tax resident pursuant to international agreements to exchange financial account information.

I certify that I am the Controlling Person, or am authorised to sign for the Controlling Person, of all the account(s) held by the entity Account Holder to which this form relates.

I declare that all statements made in this declaration are, to the best of my knowledge and belief, correct and complete.

I undertake to advise the recipient within 30 days of any change in circumstances which affects the tax residency status of the individual identified in Part 1 of this form or causes the information contained herein to become incorrect, and to provide the recipient with a suitably updated self-certification and Declaration within 30 days of such change in circumstances.

Signature: _____

Print name: _____

Date: _____

Note: If you are not the Controlling Person please indicate the capacity in which you are signing the form. If signing under a power of attorney please also attach a certified copy of the power of attorney.

Capacity: _____

EXHIBIT A
US IGA DEFINITIONS

Account Holder means the person listed or identified as the holder of a Financial Account by the Financial Institution that maintains the account. A person, other than a Financial Institution, holding a Financial Account for the benefit or account of another person as agent, custodian, nominee, signatory, investment advisor, or intermediary, is not treated as holding the account for purposes of this Agreement, and such other person is treated as holding the account. For purposes of the immediately preceding sentence, the term “Financial Institution” does not include a Financial Institution organized or incorporated in a U.S. Territory. In the case of a Cash Value Insurance Contract or an Annuity Contract, the Account Holder is any person entitled to access the Cash Value or change the beneficiary of the contract. If no person can access the Cash Value or change the beneficiary, the Account Holder is any person named as the owner in the contract and any person with a vested entitlement to payment under the terms of the contract. Upon the maturity of a Cash Value Insurance Contract or an Annuity Contract, each person entitled to receive a payment under the contract is treated as an Account Holder.

Active Non-Financial Foreign Entity means any NFFE which is a Non U.S. entity that meets any of the following criteria:

- (a) Less than 50 percent of the NFFE’s gross income for the preceding calendar year or other appropriate reporting period is passive income and less than 50 percent 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;
- (b) 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;
- (c) The NFFE is organized in a U.S. Territory and all of the owners of the payee are bona fide residents of that U.S. Territory;
- (d) The NFFE is a non-U.S. government, a government of a U.S. Territory, an international organization, a non-U.S. central bank of issue, or an Entity wholly owned by one or more of the foregoing;
- (e) substantially all of the activities of the NFFE consist of holding (in whole or in part) the outstanding stock of, and providing financing and services 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 a 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;
- (f) 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 organization of the NFFE;
- (g) The NFFE was not a Financial Institution in the past five years, and is in the process of liquidating its assets or is reorganizing with the intent to continue or recommence operations in a business other than that of a Financial Institution;
- (h) 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 the group of any such Related Entities is primarily engaged in a business other than that of a Financial Institution; or
- (i) The NFFE is an “excepted NFFE” as described in relevant U.S. Treasury Regulations; or
- (j) 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, athletic or educational purposes; or it is established and operated in its jurisdiction of residence and it is a professional organization, business league, chamber of commerce, labor organization, agricultural or horticultural organization, civic league or an organization operated exclusively for the promotion of social welfare;
 - ii) It is exempt from income tax in its country of residence;
 - iii) It has no shareholders or members who have a 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 as 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 organization, or escheat to the government of the Entity’s jurisdiction of residence or any political subdivision thereof.

Code means the U.S Internal Revenue Code of 1986, as amended.

Controlling Person means the natural persons who exercise direct or indirect control over an entity. In the case of a trust, such term means the settlor, the trustees, the protector (if any), the beneficiaries or class of beneficiaries, and any other natural person exercising ultimate effective control over the trust, and in the case of a legal arrangement other than a trust, such term means persons in equivalent or similar positions. The term ‘Controlling Persons’ shall be interpreted in a manner consistent with the Financial Action Task Force Recommendations (“FATF”).

FATF Recommendations on Controlling Persons:

Identify the beneficial owners of the customer and take reasonable measures to verify the identity of such persons, through the following information. For legal persons*:

- (a) The identity of the natural persons (if any – as ownership interests can be so diversified that there are no natural persons (whether acting alone or together) exercising control of the legal person or arrangement through ownership) who ultimately have a controlling ownership interest[†] in a legal person; and
- (b) to the extent that there is doubt under (a) as to whether the person(s) with the controlling ownership interest are the beneficial owner(s) or where no natural person exerts control through ownership interests, the identity of the natural persons (if any) exercising control of the legal person or arrangement through other means.
- (c) Where no natural person is identified under (a) or (b) above, financial institutions should identify and take reasonable measures to verify the identity of the relevant natural person who holds the position of senior managing official.

Entity means a legal person or a legal arrangement such as a trust.

Exempt Beneficial Owners under the US IGA include Government entities, International Organisations, Central Bank, Broad Participation Retirement Funds, Narrow Participation Retirement Funds, Pension Funds of an Exempt Beneficial Owner, and Investment Entities wholly owned by Exempt Beneficial Owners. Please refer to the IGA for detailed definitions.

Financial Institution means a Custodial Institution, a Depository Institution, an Investment Entity, or a Specified Insurance Company, where:

- (a) *Custodial Institution* means any entity that holds, as a substantial portion of its business, financial assets for the account of others. An entity holds financial assets for the account of others as a substantial portion of its business if the entity's gross income attributable to the holding of financial assets and related financial services equals or exceeds 20 percent of the Entity's gross income during the shorter of: (i) the three-year period that ends on 31 December (or the final day of a non-calendar year accounting period) prior to the year in which the determination is being made; or (ii) the period during which the entity has been in existence;
- (b) *Depository Institution* means any entity that accepts deposits in the ordinary course of a banking or similar business;
- (c) *Investment Entity* means any entity that conducts as a business (or is managed by an entity that conducts as a business) one or more of the following activities or operations for or on behalf of a customer: (1) trading in money market instruments (cheques, bills, certificates of deposit, derivatives, etc.); foreign exchange; exchange, interest rate and index instruments; transferable securities; or commodity futures trading; (2) individual and collective portfolio management; or (3) otherwise investing, administering, or managing funds or money on behalf of other persons. The term Investment entity shall be interpreted in a manner consistent with similar language set forth in the definition of "financial institution" in the Financial Action Task Force Recommendations; and
- (d) *Specified Insurance Company* means any entity that is an insurance company (or the holding company of an insurance company) that issues, or is obligated to make payments with respect to, a Cash Value Insurance Contract or an Annuity Contract.

NFFE means any Non-U.S. Entity that is not a Financial Institution as defined in US FATCA.

Non-U.S. Entity means an Entity that is not a U.S. Person.

Passive Non-Financial Foreign Entity means any NFFE that is not an Active Non-Financial Foreign Entity.

Related Entity An entity is a *Related Entity* of another entity if either entity controls the other entity, or the two entities are under common control. For this purpose control includes direct or indirect ownership of more than 50 percent of the vote or value in an entity. Notwithstanding the foregoing, either Party may treat an entity as not a related entity if the two entities are not members of the same affiliated group, as defined in Section 1471(e)(2) of the Code.

Specified U.S. Person means a U.S. Person other than:

- (a) a corporation the stock of which is regularly traded on established securities markets;
- (b) any corporation that is a member of the same expanded affiliated group;
- (c) the United States or any wholly owned agency or instrumentality thereof;
- (d) any State of the United States, any U.S. Territory, any political subdivision or wholly owned agency or instrumentality of any one or more of the foregoing;
- (e) any organization exempt from taxation under section 501 (a) of the Internal Revenue Code (the "Code") or certain individual retirement plans defined in section 7701(a)(37) of the Code ;
- (f) any bank as defined in section 581 of the Code;

* Measures (a) to (b) are not alternative options, but are cascading measures, with each to be used where the previous measure has been applied and has not identified a beneficial owner.

[†] A controlling ownership interest depends on the ownership structure of the company. It may be based on a threshold, e.g. any person owning more than a certain percentage of the company (e.g. 25%).

- (g) any real estate investment trust as defined in section 856 of the Code;
- (h) any regulated investment company defined in section 851 of the Code or any entity registered with the U.S. Securities and Exchange Commission under the Investment Company Act of 1940;
- (i) any common trust fund as defined in section 584(a) of the Code;
- (j) any trust that is exempt from tax under section 664(c) of the Code or that is described in 4947(a)(1) of the Code;
- (k) a dealer in securities, commodities, or derivative financial instruments that is registered as such under the laws of the United States or any State;
- (l) a broker as defined in section 6045(c) of the Code; or
- (m) any tax-exempt trust under a plan that is described in section 403(b) or section 457(g) of the Code

U.S. Person means a U.S. citizen or resident individual, a partnership or corporation organized in the United States or under the laws of the United States or any State thereof, a trust if (i) a court within the United States would have authority under applicable law to render orders or judgments concerning substantially all issues regarding administration of the trust, and (ii) one or more U.S. persons have the authority to control all substantial decisions of the trust, or an estate of a decedent that is a citizen or resident of the United States. Refer to the U.S. Internal Revenue Code for further interpretation.

EXHIBIT B
UK IGA DEFINITIONS

Account Holder means the person listed or identified as the holder of a Financial Account by the Financial Institution that maintains the account. A person, other than a Financial Institution, holding a Financial Account for the benefit or account of another person as agent, custodian, nominee, signatory, investment adviser, or intermediary, is not treated as holding the account for the purposes of this Agreement, and such other person is treated as holding the account. In the case of a Cash Value Insurance Contract or an Annuity Contract, the Account Holder is any person entitled to access the Cash Value or change the beneficiary of the contract. If no person can access the Cash Value or change the beneficiary, the Account Holder is any person named as the owner in the contract and any person with a vested entitlement to payment under the terms of the contract. Upon the maturity of a Cash Value Insurance Contract or an Annuity Contract, each person entitled to receive a payment under the contract is treated as an Account Holder.

Active Non-Financial Foreign Entity means any NFFE that meets any of the following criteria:

- (a) Less than 50 percent of the NFFE's gross income for the preceding calendar year or other appropriate reporting period is passive income and less than 50 percent 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;
- (b) 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;
- (c) The NFFE is a government, a political subdivision of such government or a public body performing a function of such government or a political subdivision thereof, or an entity wholly owned by one or more of the foregoing;
- (d) Substantially all of the activities of the NFFE consist of holding (in whole or in part) the outstanding stock of, or providing financing and services 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 a 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;
- (e) 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 organization of the NFFE;
- (f) The NFFE was not a Financial Institution in the past five years, and is in the process of liquidating its assets or is reorganizing with the intent to continue or recommence operations in a business other than that of a Financial Institution; or
- (g) 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 the group of any such Related Entities is primarily engaged in a business other than that of a Financial Institution.

Code means the U.S Internal Revenue Code of 1986, as amended.

Controlling Person means the natural persons who exercise direct or indirect control over an entity. In the case of a trust, such term means the settlor, the trustees, the protector (if any), the beneficiaries or class of beneficiaries, and any other natural person exercising ultimate effective control over the trust, and in the case of a legal arrangement other than a trust, such term means persons in equivalent or similar positions. The term 'Controlling Persons' shall be interpreted in a manner consistent with the Financial Action Task Force Recommendations ("FATF").

FATF Recommendations on Controlling Persons:

Identify the beneficial owners of the customer and take reasonable measures to verify the identity of such persons, through the following information. For legal persons*:

- (a) The identity of the natural persons (if any – as ownership interests can be so diversified that there are no natural persons (whether acting alone or together) exercising control of the legal person or arrangement through ownership) who ultimately have a controlling ownership interest[†] in a legal person; and
- (b) to the extent that there is doubt under (a) as to whether the person(s) with the controlling ownership interest are the beneficial owner(s) or where no natural person exerts control through ownership interests, the identity of the natural persons (if any) exercising control of the legal person or arrangement through other means.
- (c) Where no natural person is identified under (a) or (b) above, financial institutions should identify and take reasonable measures to verify the identity of the relevant natural person who holds the position of senior managing official.

* Measures (a) to (b) are not alternative options, but are cascading measures, with each to be used where the previous measure has been applied and has not identified a beneficial owner.

[†] A controlling ownership interest depends on the ownership structure of the company. It may be based on a threshold, e.g. any person owning more than a certain percentage of the company (e.g. 25%).

Exempt Beneficial Owners under the UK IGA include Government entities, International Organisations, Broad and Narrow Participation Retirement Funds, Pension Funds of an Exempt Beneficial Owner, Investment Entities wholly owned by Exempt Beneficial Owners, and Limited Capacity Exempt Beneficial Owners. Please refer to the IGA for detailed definitions.

Limited Capacity Exempt Beneficial Owners. The Controlling Persons of an NFFE that meets all of the following requirements shall be treated as an Exempt Beneficial Owner solely in their capacity as a Controlling Person of that NFFE:

- (a) It is established and operated in its jurisdiction of residence exclusively for religious, charitable, scientific, artistic, cultural, athletic, or educational purposes; or it is established and operated in its jurisdiction of residence and it is a professional organisation, business league, chamber of commerce, labour organisation, agricultural or horticultural organization, civic league or an organisation operated exclusively for the promotion of social welfare;
- (b) It is exempt from income tax in its jurisdiction of residence;
- (c) It has no shareholders or members who have a proprietary or beneficial interest in its income or assets;
- (d) The applicable laws of the NFFE's jurisdiction of residence or the NFFE's formation documents do not permit any income or assets of the NFFE 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 NFFE's charitable activities, or as payment of reasonable compensation for services rendered, or as payment representing the fair market value of property which the NFFE has purchased; and
- (e) The applicable laws of the NFFE's jurisdiction of residence or the NFFE's formation documents require that, upon the NFFE'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 NFFE's jurisdiction of residence or any political subdivision thereof.

Financial Institution means a Custodial Institution, a Depository Institution, an Investment Entity, or a Specified Insurance Company, where:

- (e) *Custodial Institution* means any entity that holds, as a substantial portion of its business, financial assets for the account of others. An entity holds financial assets for the account of others as a substantial portion of its business if the entity's gross income attributable to the holding of financial assets and related financial services equals or exceeds 20 percent of the Entity's gross income during the shorter of: (i) the three-year period that ends on 31 December (or the final day of a non-calendar year accounting period) prior to the year in which the determination is being made; or (ii) the period during which the entity has been in existence;
- (f) *Depository Institution* means any entity that accepts deposits in the ordinary course of a banking or similar business;
- (g) *Investment Entity* means any entity that conducts as a business (or is managed by an entity that conducts as a business) one or more of the following activities or operations for or on behalf of a customer: (1) trading in money market instruments (cheques, bills, certificates of deposit, derivatives, etc.); foreign exchange; exchange, interest rate and index instruments; transferable securities; or commodity futures trading; (2) individual and collective portfolio management; or (3) otherwise investing, administering, or managing funds or money on behalf of other persons. The term Investment entity shall be interpreted in a manner consistent with similar language set forth in the definition of "financial institution" in the Financial Action Task Force Recommendations; and
- (h) *Specified Insurance Company* means any entity that is an insurance company (or the holding company of an insurance company) that issues, or is obligated to make payments with respect to, a Cash Value Insurance Contract or an Annuity Contract.

Non-Financial Foreign Entity or **NFFE** means any Non-United Kingdom Resident Entity that is not a Financial Institution as defined in UK FATCA.

Non-United Kingdom Resident Entity means an entity that is not resident in the United Kingdom for the purposes of UK FATCA.

Passive Non-Financial Foreign Entity means any NFFE that is not an Active Non-Financial Foreign Entity.

Related Entity An entity is a *Related Entity* of another entity if either entity controls the other entity, or the two entities are under common control. For this purpose control includes direct or indirect ownership of more than 50 percent of the vote or value in an entity. Notwithstanding the foregoing, either Party may treat an entity as not a related entity if the two entities are not members of the same affiliated group, as defined in Section 1471(e)(2) of the Code.

Specified United Kingdom Person means a person who is resident in the United Kingdom for tax purposes, other than:

- (a) a corporation the stock of which is regularly traded on one or more established securities markets;
- (b) a corporation that is a member of the same affiliated group, as defined in Section 1471(e)(2) of the U.S. Internal Revenue Code, as a corporation described in (a) above;
- (c) a Depository Institution;
- (d) a broker or dealer in securities, commodities, or derivative financial instruments (including notional principle contracts, futures, forwards, and options) that is registered as such under the laws of the United Kingdom; or
- (e) a Non-Reportable United Kingdom Entity as defined in Annex II paragraph V of UK FATCA (referring to certain UK governmental organizations, international organizations, central bank and UK retirement funds).

U.K. Tax Resident means a resident in the United Kingdom for tax purposes (including where a person or entity is resident in United Kingdom and in any other jurisdiction under the respective domestic laws of the United Kingdom and such other jurisdiction).

EXHIBIT C
CRS DEFINITIONS

Account Holder means the person listed or identified as the holder of a Financial Account by the Financial Institution that maintains the account. A person, other than a Financial Institution, holding a Financial Account for the benefit or account of another person as agent, custodian, nominee, signatory, investment advisor, or intermediary, is not treated as holding the account for purposes of the Common Reporting Standard, and such other person is treated as holding the account. In the case of a Cash Value Insurance Contract or an Annuity Contract, the Account Holder is any person entitled to access the Cash Value or change the beneficiary of the contract. If no person can access the Cash Value or change the beneficiary, the Account Holder is any person named as the owner in the contract and any person with a vested entitlement to payment under the terms of the contract. Upon the maturity of a Cash Value Insurance Contract or an Annuity Contract, each person entitled to receive a payment under the contract is treated as an Account Holder.

Active Non-Financial Entity means any NFE that meets any of the following criteria:

- a) less than 50% of the NFE's gross income for the preceding calendar year or other appropriate reporting period is passive income and less than 50% of the assets held by the NFE during the preceding calendar year or other appropriate reporting period are assets that produce or are held for the production of passive income;
- b) the stock of the NFE is regularly traded on an established securities market or the NFE is a Related Entity of an Entity the stock of which is regularly traded on an established securities market;
- c) the NFE is a Governmental Entity, an International Organisation, a Central Bank, or an Entity wholly owned by one or more of the foregoing;
- d) substantially all of the activities of the NFE consist of holding (in whole or in part) the outstanding stock of, or providing financing and services to, one or more subsidiaries that engage in trades or businesses other than the business of a Financial Institution, except that an Entity does not qualify for this status if the Entity functions (or holds itself out) as an investment fund, such as a 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;
- e) the NFE 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 NFE does not qualify for this exception after the date that is 24 months after the date of the initial organisation of the NFE;
- f) the NFE 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;
- g) the NFE 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 the group of any such Related Entities is primarily engaged in a business other than that of a Financial Institution; or
- h) the NFE meets all of the following requirements:
 - i) it is established and operated in its jurisdiction of residence exclusively for religious, charitable, scientific, artistic, cultural, athletic, or educational purposes; or it is established and operated in its jurisdiction of residence and it is a professional organisation, business league, chamber of commerce, labour organisation, agricultural or horticultural organisation, civic league or an organisation operated exclusively for the promotion of social welfare;
 - ii) it is exempt from income tax in its jurisdiction of residence;
 - iii) it has no shareholders or members who have a proprietary or beneficial interest in its income or assets;
 - iv) the applicable laws of the NFE's jurisdiction of residence or the NFE's formation documents do not permit any income or assets of the NFE 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 NFE's charitable activities, or as payment of reasonable compensation for services rendered, or as payment representing the fair market value of property which the NFE has purchased; and
 - v) the applicable laws of the NFE's jurisdiction of residence or the NFE's formation documents require that, upon the NFE'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 NFE's jurisdiction of residence or any political subdivision thereof.

Controlling Person means the natural persons who exercise direct or indirect control over an entity. In the case of a trust, such term means the settlor(s), the trustee(s), the protector(s) (if any), the beneficiary(ies) or class(es) of beneficiaries, and any other natural person(s) exercising ultimate effective control over the trust, and in the case of a legal arrangement other than a trust, such term means persons in equivalent or similar positions. The term 'Controlling Persons' shall be interpreted in a manner consistent with the Financial Action Task Force Recommendations ("FATF").

FATF Recommendations on Controlling Persons:

Identify the beneficial owners of the customer and take reasonable measures to verify the identity of such persons, through the following information. For legal persons*:

- (a) The identity of the natural persons (if any – as ownership interests can be so diversified that there are no natural persons (whether acting alone or together) exercising control of the legal person or arrangement through ownership) who ultimately have a controlling ownership interest* in a legal person; and

* Measures (a) to (b) are not alternative options, but are cascading measures, with each to be used where the previous measure has been applied and has not identified a beneficial owner.

- (b) to the extent that there is doubt under (a) as to whether the person(s) with the controlling ownership interest are the beneficial owner(s) or where no natural person exerts control through ownership interests, the identity of the natural persons (if any) exercising control of the legal person or arrangement through other means.
- (c) Where no natural person is identified under (a) or (b) above, financial institutions should identify and take reasonable measures to verify the identity of the relevant natural person who holds the position of senior managing official.

Financial Institution means a Custodial Institution, a Depository Institution, an Investment Entity, or a Specified Insurance Company, where:

- (a) **Custodial Institution** means any entity that holds, as a substantial portion of its business, financial assets for the account of others. An entity holds financial assets for the account of others as a substantial portion of its business if the entity's gross income attributable to the holding of financial assets and related financial services equals or exceeds 20 percent of the Entity's gross income during the shorter of: (i) the three-year period that ends on 31 December (or the final day of a non-calendar year accounting period) prior to the year in which the determination is being made; or (ii) the period during which the entity has been in existence;
- (b) **Depository Institution** means any entity that accepts deposits in the ordinary course of a banking or similar business;
- (c) **Investment Entity** means any entity :
 - (A) that primarily conducts as a business one or more of the following activities or operations for or on behalf of a customer:
 - i) trading in money market instruments (cheques, bills, certificates of deposit, derivatives, etc.); foreign exchange; exchange, interest rate and index instruments; transferable securities; or commodity futures trading;
 - ii) individual and collective portfolio management; or
 - iii) otherwise investing, administering, or managing Financial Assets or money on behalf of other persons; or
 - (B) the gross income of which is primarily attributable to investing, reinvesting, or trading in Financial Assets, if the entity is managed by another entity that is a Depository Institution, a Custodial Institution, a Specified Insurance Company, or an Investment Entity described in limb (A) of this definition.

An entity is treated as primarily conducting as a business one or more of the activities described in limb (A), or an entity's gross income is primarily attributable to investing, reinvesting, or trading in Financial Assets for purposes of limb (B) if the entity's gross income attributable to the relevant activities equals or exceeds 50% of the entity's gross income during the shorter of: (i) the three-year period ending on 31 December of the year preceding the year in which the determination is made; or (ii) the period during which the entity has been in existence. The term "Investment Entity" does not include an entity that is an Active Non-Financial Foreign Entity because it meets any of the criteria in subparagraphs d) through (g) of the definition of Active NFE. The preceding paragraph shall be interpreted in a manner consistent with similar language set forth in the definition of "financial institution" in the Financial Action Task Force Recommendations; and
- (d) **Specified Insurance Company** means any entity that is an insurance company (or the holding company of an insurance company) that issues, or is obligated to make payments with respect to, a Cash Value Insurance Contract or an Annuity Contract.

Non-Financial Entity or **NFE** means any Entity that is not a Financial Institution.

Non-Participating Jurisdiction means a jurisdiction that is not a Participating Jurisdiction.

Non-Reporting Financial Institution means any Financial Institution that is:

- (a) a Governmental Entity, International Organisation or Central Bank, other than with respect to a payment that is derived from an obligation held in connection with a commercial financial activity of a type engaged in by a Specified Insurance Company, Custodial Institution, or Depository Institution;
- (b) a Broad Participation Retirement Fund; a Narrow Participation Retirement Fund; a Pension Fund of a Governmental Entity, International Organisation or Central Bank; or a Qualified Credit Card Issuer;
- (c) any other Entity that presents a low risk of being used to evade tax, has substantially similar characteristics to any of the Entities described in subparagraphs B(1)(a) and (b), and is defined in domestic law as a Non-Reporting Financial Institution, provided that the status of such Entity as a Non-Reporting Financial Institution does not frustrate the purposes of the Common Reporting Standard;
- (d) an Exempt Collective Investment Vehicle; or
- (e) a trust to the extent that the trustee of the trust is a Reporting Financial Institution and reports all information required to be reported pursuant to Section I with respect to all Reportable Accounts of the trust.

Participating Jurisdiction means a jurisdiction (i) with which an agreement is in place pursuant to which it will provide the information specified in Section I (of the CRS), and (ii) which is identified in a published list.

Participating Jurisdiction Financial Institution means (i) any Financial Institution that is resident in a Participating Jurisdiction, but excludes any branch of that Financial Institution that is located outside such Participating Jurisdiction, and (ii) any branch of a Financial Institution that is not resident in a Participating Jurisdiction, if that branch is located in such Participating Jurisdiction.

* A controlling ownership interest depends on the ownership structure of the company. It may be based on a threshold, e.g. any person owning more than a certain percentage of the company (e.g. 25%).

Passive Non-Financial Entity means any: (i) Non-Financial Entity that is not an Active Non-Financial Entity; or (ii) an Investment Entity described in limb B (or subparagraph A(6)(b) of the Standard) of the definition of Investment Entity that is not a Participating Jurisdiction Financial Institution.

Related Entity means an entity related to another entity because (i) either entity controls the other entity; (ii) the two entities are under common control; or (iii) the two entities are Investment Entities described limb B of the definition of Investment Entity, are under common management, and such management fulfils the due diligence obligations of such Investment Entities. For this purpose control includes direct or indirect ownership of more than 50 % of the vote and value in an Entity.