

**Iridian UCITS Fund p.l.c.**

**Iridian UCITS Fund p.l.c. (the "Company")**

**Non-Irish resident Application Form**

Please ensure you read the prospectus for the Company and the most recent relevant supplement as may be amended from time to time (the "**Prospectus**") before completing this application form. Unless the context otherwise requires, all capitalised terms shall have the same meanings as in the Prospectus.

All applicants should complete ALL sections in full and sign the necessary declarations and representations in Section 6. Please contact the Administrator if you are resident or ordinarily resident in Ireland.

On completion using BLOCK CAPITALS, please fax or email the completed application form to the Company c/o the Administrator, together with supporting documentation required in connection with anti-money laundering and terrorist financing procedures detailed in Section 5.

**Iridian UCITS Fund p.l.c.**

c/o SEI Investments – Global Fund Services Limited  
Styne House  
Upper Hatch Street  
Dublin 2  
Ireland

Fax: +353-1-477-4768

Telephone: +353-1-638-2440

E-mail: tadublin@seic.com

Telephone calls may be recorded.

No redemption or conversion or transfer requests will be processed prior to receipt of this form by electronic means or by fax and supporting documentation.

**1 Registration Details**

**Please provide Registered Address by completing section (a) for individual investors/ individual trustees; (b) for corporate investors or corporate trustees; or (c) for intermediary/agent/nominee. If Mailing address is different from Registered Address then also complete section (d)**

**PO Box or C/O addresses will not be accepted.**

**(a) Individual investors/ individual trustees**

Title:	Mr. <input type="checkbox"/>	Mrs. <input type="checkbox"/>	Miss <input type="checkbox"/>	Ms <input type="checkbox"/>	Other <input type="checkbox"/>
Surname:					
Forename(s) in full:					
House number/name:					
Street:					
Town/City:					
County/State/Province:					

**Iridian UCITS Fund p.l.c.**

Post/Zip Code:	
Country:	
Email Address:	
Telephone No:	
Location of Telephone No (insert country name)	
Fax No:	
Nationality:	
Country of Birth	
Date of Birth:	
For trusts/estates please indicate name here:	

**Investments may be registered in the names of up to four joint holders. If there are more than two joint holders please provide the additional details on a separate sheet. Please note that all joint holders must sign the application form. Correspondence will be sent to the first named holder only.**

**Joint Applicant**

Title:	Mr. <input type="checkbox"/>	Mrs. <input type="checkbox"/>	Miss <input type="checkbox"/>	Ms <input type="checkbox"/>	Other <input type="checkbox"/>
Surname:					
Forename(s) in full:					
House number/name:					
Street:					
Town/City;					
County/State/Province:					
Post/Zip Code:					
Country:					
Email Address:					
Telephone No:					
Location of Telephone No (insert country name)					

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Fax No:	
Nationality:	
Country of Birth	
Date of Birth:	
For trusts/estates please indicate name here:	

**Savings Directive - Individual, and Joint Applicants Only**

In accordance with the requirements of Council Directive 2003/48/EC ('Savings Directive'), individual investors are required to supply the following information.

Individuals that are resident and "residual entities" established in an EU Member State or a "dependent or associated territory" who receive savings income from a paying agent in an EU Member State or a dependent or associated territory are taxed in the EU Member State or dependent or associated territory in which they are resident for tax purposes.

"Dependent or associated territory" includes Aruba, Netherlands Antilles, Jersey, Guernsey, Isle of Man, Anguilla, British Virgin Islands, Cayman Islands, Montserrat, Turks and Caicos Islands and may be updated from time to time.

Town and Country of Birth:	
Country of issue of Passport/ Official ID card:	
If applicable, your Tax Identification Number ("TIN") issued by your country of residence;	
If applicable, please specify the country issuing TIN:	

To verify your identity for tax purposes, please attach an original document containing your Tax Identification Number or, if not available, an identity document containing details of your place and date of birth.

**(b) Corporate shareholders or corporate trustee**

Place of Incorporation:	
Full Title of body corporate/corporate trustee:	
Account designation(s) (if applicable):	
House number/name:	

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Street:	
Town/City	
County/State/Province	
Post/Zip Code:	
Country:	
Email Address:	
Telephone No:	
Location of Telephone No (insert country name)	
Fax No:	
For trusts/estates please indicate name here:	
Mailing contact name:	
Mailing address:	
Postcode:	
Email address:	
Telephone No:	
Location of Telephone No (insert country name)	
Fax No:	

**(c) Intermediary/Agent/Nominee**

If the shareholding is registered in a nominee name, please print clearly the name of the underlying client. If this section is not complete then any negotiated terms may not be applied:

Client Name:	
Correspondence Address if different to above):	
House number/name:	
Street:	
Town/City	
County/State/Province	

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Post/Zip Code:	
Country:	
Telephone No:	
Location of Telephone No (insert country name)	
Fax No:	
E-mail Address:	
Domicile:	

**(d) Mailing Address (if different from above Registered Address):**

Title:	Mr. <input type="checkbox"/>	Mrs. <input type="checkbox"/>	Miss <input type="checkbox"/>	Ms <input type="checkbox"/>	Other <input type="checkbox"/>
Surname:					
Name:					
House number/name:					
Street:					
Town/City:					
County/State/Province:					
Post/Zip Code:					
Country:					
Email Address:					
Telephone No:					
Location of Telephone No (insert country name)					
Fax No:					
For trusts/estates please indicate name here:					

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**2 Investment Details**

I/We hereby apply to invest in the Company, as indicated in the table below:

<b>Fund</b>	<b>Share Class</b>	<b>No. of Shares</b>	<b>Amount (in words)</b>	<b>Currency**</b>
<b>Iridian U.S. Equity Fund</b>	Class I-USD-Accumulating			
<b>Iridian U.S. Equity Fund</b>	Class I-USD-Distributing			
<b>Iridian U.S. Equity Fund</b>	Class IP-USD-Accumulating*			
<b>Iridian U.S. Equity Fund</b>	Class I-GBP-Accumulating			
<b>Iridian U.S. Equity Fund</b>	Class I-GBP-Distributing			
<b>Iridian U.S. Equity Fund</b>	Class R-USD-Accumulating			
<b>Iridian U.S. Equity Fund</b>	Class R-USD-Distributing			

\* Class IP-USD-Accumulating Shares are only available for subscription by such investors as may be approved by the Investment Manager in its absolute discretion.

\*\* Subscription monies for the Shares of each Class should be remitted in the designated currency of the relevant Class.

Classes I-USD-Accumulating, I-GBP-Accumulating IP-USD-Accumulating and R-USD-Accumulating are accumulating Classes and, therefore, it is not currently intended to distribute dividends to the Shareholders. The income and earnings and gains of each Class will be accumulated and reinvested on behalf of Shareholders. Classes I-USD-Distributing, I-GBP-Distributing and R-USD-Distributing are distributing Classes. Dividends (if any) will be declared on an annual basis as at 31 December in each year and will be paid within four months.

**3 Subscription Details**

All payments must be made by telegraphic transfer to the relevant account(s) detailed below for settlement 3 Business Days after the relevant Subscription Day. Settlement must be made in the designated currency of the Class in which you are investing.

<b>For Subscriptions in US Dollar Share Classes</b>	
Bank:	The Northern Trust Intl Banking Corporation, NJ
SWIFT:	CNORUS33

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Fedwire ABA:	026001122
Account Name:	Iridian UCITS Fund – USD
Account Number:	132795-20010
Reference****:	

\*\*\*\* Please quote Investor's Name and Class Name

<b>For Subscriptions in GBP Sterling Share Classes</b>	
Bank:	Barclays Bank PLC, London
SWIFT:	BARCGB22
IBAN:	GB64 BARC 2032 5353 5294 95
For Account:	The Northern Trust Intl Banking Corporation, NJ
Beneficiary:	Iridian UCITS Fund – GBP
Beneficiary #:	605238-22213
Reference****:	

\*\*\*\* Please quote Investor's Name and Class Name

**4 Investor Bank Account Details**

Please state the details of the account to which redemption proceeds should be paid. Payments will only be made to a bank account held in the name of the registered investor. No third party payments will be made.

Amendments to investors' payment instructions will only be effected upon receipt of an instruction from an authorised signatory, please refer to appendix 2. In the case of joint applicants, instructions will only be made upon receipt of instruction signed by all applicants.

Name of Bank:	
Address of Bank:	
Country:	
Bank SWIFT/Sort code:	
Name of Account Holder:	
Account Number:	
Applicant's signature:	

**5 Anti-Money Laundering and Countering Terrorist Financing Procedures**

*Under Irish legislation covering anti-money laundering and countering terrorist financing, the Company and the Administrator are required to obtain documentation to verify the identity and permanent address of all new clients. Failure to supply all of the necessary documentation will result in redemption payments being withheld.*

*The Administrator in its absolute discretion reserves the right to request from the applicant such other or additional documentation when it deems it appropriate to do so to enable the Administrator determine the applicant's compliance with applicable regulatory requirements or the applicant's anti-money laundering verification status on a risk sensitive basis and the applicant shall provide to the Administrator from time to time with such information as may reasonably be requested.*

*Each person acquiring Shares in the Company must satisfy the AML regulations at the time of subscription and at all times thereafter until such person cease to be a Shareholder. Accordingly, the applicant agrees to notify the Administrator promptly if*



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*there is any change with respect to any of the below information along with the declarations or representations (set out in Section 6) and to provide the Administrator with such further information as the Administrator may reasonably require.*

**Details of all Directors/Trustees/Partners/Committee Members/Controllers as appropriate**

Name	Residential Address	Date of Birth	Occupation

**Ultimate Beneficial Owner Details<sup>1</sup>**

(Natural person(s) who will ultimately benefits from the shares regardless of how they are registered)

Name	Residential Address	Date of Birth	Occupation	PEP <sup>2</sup> Y/N

<sup>1</sup>**Ultimate Beneficial Owner** – Where no beneficial ownership information is provided, it will be assumed no beneficiary holds 25% or more of the assets of the entity

<sup>2</sup>**Politically Exposed Person** - Is the ultimate beneficial owner a senior government, political or military official, or an immediate family member or close associate of such a person? If yes, please provide an original signed letter confirming the individual's *Source of Wealth* (see below) and attach to the subscription document.

*(Description of the economic activity which has generated the net worth)*

Please note that the Administrator can only accept Application Forms from an entity that has legal capacity to enter into contracts on its own right and may require the constitutive document to legitimate legal status.

## 6 Declarations, Representations and Signatures

By signing below:

- 1 I/We confirm that I/we am/are 18 years of age or over and have the full right, power and authority to make the investment pursuant to this application form whether this investment is my/our own name or is made on behalf of another person or institution.
- 2 We declare that the KIID(s) have been provided to us in good time prior to making the application for Shares and that we have read and reviewed and understood the nature and the risks of the investments product that is being offered to us. We hereby acknowledge and agree that the updated KIID(s) for each Share Class is available at the Investment Manager's website at [www.iridian.com](http://www.iridian.com) and that we will read and review the most up-to-date version of the relevant KIID(s) prior to making any subsequent application for Shares in the relevant Fund.
- 3 I/We hereby acknowledge that I/we have been offered the current Prospectus, KIID(s) and Memorandum and Articles of Association of the Company as may be amended from time to time and where applicable the most recent annual report or half-yearly report of the Company. Furthermore I/we hereby acknowledge that this application is based solely on the information contained in such documentation and that I/we am/are bound by the terms of the Prospectus and Memorandum and Articles of Association of the Company. We are aware that copies of the Prospectus, KIID(s), latest annual and semi-annual reports and other information may be obtained from the Company. We give full consent to receiving this information and the Prospectus, latest annual and semi-annual reports and KIID(s) by means of electronic communication.<sup>1</sup> I/We acknowledge that I/we have been given a choice between hard copy and electronic delivery and I/we confirm that I/we have elected to receive any relevant documentation, including the KIID, electronically.
- 4 Where we are investing as nominee, we shall provide our client(s) with the KIID(s) issued in respect of the relevant Share Class and we shall ensure that we do so in compliance with Commission Regulation (EU) No. 583/2010, as amended from time to time or by any supplemental legislation and in compliance with the applicable legislation in any jurisdiction in carrying out this activity. We shall maintain records of our provision of the KIID(s) to our clients and shall furnish such records to the Company, or its delegates, upon request.
- 5 I/We hereby represent and declare that I/we am/are fully informed as to: (i) the legal requirements within my/our country for the purchase of Shares and are permitted to purchase the Shares under the laws and regulations of my/our home country in the manner in which the Shares have been offered and sold to me/us; (ii) any foreign exchange restrictions applicable to me/us; and (iii) any relevant tax considerations relating to me/us arising out of my/our purchase and ownership of Shares.
- 6 I/We have such knowledge and experience in business and financial matters that I/we am/are capable of evaluating the merits and risks of an investment by me/us in the Shares and have considered the risk factors as set out in the Prospectus.
- 7 I/We have made arrangements for payment to be made to the relevant bank account(s) specified above for subscriptions.
- 8 I/We acknowledge that this application form constitutes the agreement under which the I/we agrees to subscribe for Shares in the Company and shall be governed by the laws of Ireland.

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<sup>1</sup> i.e. communication by means of posting on a website or emailing to the address provided in the subscription form.

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In the event of any dispute or claim arising under this agreement or the Prospectus, or relating to his Shares in the Company I/we submit to the exclusive jurisdiction of the Irish Courts.

- 9 I/We acknowledge that the Company reserves the right to reject any application in whole or part without assigning any reason therefore.
- 10 I/We acknowledge that measures aimed at the prevention of money laundering may require verification of my/our identity.
- 11 I/We also warrant and declare that the monies being invested pursuant to this application do not represent directly or indirectly the proceeds of any criminal activity and the investment is not designed to conceal such proceeds so as to avoid prosecution for an offence or otherwise.
- 12 I/We acknowledge that the Company or the Administrator also reserves the right to delay or refuse to make any redemption payment or distribution to a Shareholder without notice if any of the Directors or the Administrator suspects or is advised that the payment of any redemption or distribution moneys to such Shareholder might result in a breach or violation of any applicable anti-money laundering or other laws or regulations by any person in any relevant jurisdiction, or such refusal is considered necessary or appropriate to ensure the compliance by the Company, its Directors or the Administrator with any such laws or regulations in any relevant jurisdiction. I/We hereby hold the Company and the Administrator harmless and indemnify them against any loss arising as a result of a failure to process the application if such information has been required and has not been provided by me/us.
- 13 I/We acknowledge that the Company reserves the right to cancel without notice any contract for which payment has not been received by the relevant settlement date and to recover any losses incurred.
- 14 If any of the foregoing representations, warranties or covenants ceases to be true or if the Company no longer reasonably believes that it has satisfactory evidence as to their truth, notwithstanding any other agreement to the contrary, the Company may be obligated to freeze my/our investment, either by prohibiting additional investments, investment may immediately be redeemed by the Company, and the Company may also be required to report such action and to disclose my/our identity to OFAC or other authority. In the event that the Company is required to take any of the foregoing actions, I/we understand and agree that I/we shall have no claim against the Company, the Investment Manager, the Administrator, and their respective affiliates, directors, members, partners, shareholders, officers, employees and agents for any form of damages as a result of any of the aforementioned actions.
- 15 I/We understand and agree that any redemption proceeds paid to me/us will only be paid to a bank account in my/our name and with a recognised financial institution.
- 16 I/We agree to indemnify and hold harmless the Company, the Investment Manager, the Administrator, and their respective affiliates, directors, members, partners, shareholders, officers, employees and agents from and against any and all losses, liabilities, damages, penalties, costs, fees and expenses (including without limitation legal fees and disbursements) which may result, directly or indirectly, from any inaccuracy in or breach of any representation, warranty, covenant or agreement set forth in this section or in any document delivered by me/us to the Company or any of them and shall notify the Company immediately if any of the representations herein made are no longer accurate and complete in all respects.
- 17 In the case of Applicants applying for shares on the Applicant's own behalf only:

I am/we are/the company is\* not currently resident or ordinarily resident in Ireland, and should I/we/the company\* become resident in Ireland I will/we will\* so inform you, in writing, accordingly.

I/We have completed the relevant non-resident declarations below.

Note: For any investors who are Irish resident or ordinarily Irish resident, please contact the Administrator for the appropriate application form supplement containing necessary requirements, consistent with the Return of Values (Investment Undertakings) Regulations 2013 (S.I. 245 of 2013).

18 **Designated Bodies\*\*\* only**

I/We declare that I am/we are licensed as..... (description) by the (regulatory body) under the laws of..... (country) and am/are thereby subject to regulations and/or guidelines which to the best of my/our. knowledge and understanding are in accordance with the Financial Action Task Force Recommendations ("FATF") on the prevention of money-laundering. We attach independent verification of our licensed status. This application is made in my/our name on behalf of my/our clients whose identity has been properly verified by me/us in accordance with the guidelines. Evidence of such verification will be retained for such period as is required by the country of our domicile and will be promptly supplied to the Administrator or the Company upon request. We confirm that we have adopted measures to prevent and detect the commission of an offence of financing terrorism and that all employees, directors and other officers have received the appropriate level of training to ensure these measures are applied. Furthermore, should our licence or registration as noted above be revoked or altered at any future time or if the situation with regard to any of the clients introduced has changed, we undertake to advise you immediately. We further confirm we will provide the Administrator with a letter of assurance in connection with these matters in a form acceptable to the Administrator, if requested.

A Designated Body is an individual or other entity which is regulated in respect of the provision of banking or investment services in a country which is a member of the European Union or the Financial Action Task Force.

19 I/We shall provide the Company with any additional information which it may reasonably request in connection with tax or other similar requirements in order to substantiate any representations made by me/us or otherwise and I/we authorise the Company or its agents to disclose such information relating to this application to such persons as they consider appropriate.

20 I/We declare that I/we: (i) am/are not a US Person; (ii) have not been solicited to purchase and have not or will not acquire Shares while present in the United States; (iii) am/are not purchasing Shares as a nominee of a US Person and am/are not acting on behalf of nor do I/we intend to transfer any shares to any US Person(s); (iv) am/are not acquiring Shares for the benefit of a US Person and will not at any time hold Shares, directly or indirectly, for the account or benefit of any US Person; (v) am/are not to transfer any Shares or any interest therein to a US Person and will not transfer any Shares within the United States; (vi) am/are not using funds that have been obtained from a US Person to effect the purchase of Shares; and (vi) will immediately notify the Company if I/we should at any time become a US Person. I/We agree to substantiate the foregoing representation upon request.

21 The Company and the Administrator are hereby authorised to accept and execute any instructions in respect of the Shares to which this application relates or which may in future be acquired by me/us which are given by me/us in written form or by facsimile and in the case of joint account holders which are given by such means jointly by the applicants ("Instructions"). I/We hereby agree to indemnify each of the Company, and the Administrator and agree to

keep each of them indemnified against any loss of any nature whatsoever arising to any of them as a result of any of them acting upon Instructions. The Company and the Administrator may rely conclusively upon and shall incur no liability in respect of any action taken upon any Instructions believed in good faith to be genuine and to be signed or given by properly authorised persons.

- 22 I/We agree to provide to the Company and the Administrator at such times as each of them may request such declarations, certificates or documents as each of them may reasonably require in connection with this investment. Should any information furnished to any of them become inaccurate or incomplete in any way, I/We hereby agree to notify the Company or the Administrator immediately of any such change and further agree to request the redemption of Shares in respect which such confirmations have become incomplete or inaccurate where requested to do so by the Company.
- 23 I/We understand that the confirmations, representations, declarations, indemnities and warranties made or given herein are continuous and apply to all subsequent purchases of Shares by me/us in the Company.
- 24 (In respect of joint applicants only) We direct that on the death of one of us the Shares for which we hereby apply to be held in the name of and to the order of the survivor or survivors of us or the executor or administrator of the last survivor. I/We acknowledge and agree that in the event of the death of one or more of us the Administrator will require further documentation in relation to any proposed change of name or authority to act in respect of the Shares for which we hereby apply including without limitation a copy of the relevant Grant of Probate or copy of a will.
- 25 I/We hereby acknowledge that any notice or document may be served by the Company on me/us in the manner specified from time to time in the Prospectus and, for the purposes of the Electronic Commerce Act 2000, if I have provided an e-mail address or fax number to the Company or its delegate, consent to any such notice or document being sent to me/us by fax or electronically to the fax number or e-mail address previously identified to the Company or its delegate which I/we acknowledge constitutes effective receipt by me/us of the relevant notice or document. I/we acknowledge that I/we are not obliged to accept electronic communication and may at any time choose to revoke my/our agreement to receive communications by fax or electronically by notifying the Company in writing at the above address provided that my/our agreement to receive communications by fax or electronically shall remain in full force and effect pending receipt by the Company of written notice of such revocation.
- 26 We confirm that the persons listed on the attached authorised signatories list and whose specimen signatures appear on that list are duly authorised to give Instructions with respect to Shares held by us in the Company (For corporate applicants only.)

27 **Data Protection/Information about other investment services**

Your personal information will be handled by the Administrator (as Data Processor on behalf of the Company) in accordance with the Irish Data Protection Acts 1988 to 2003. Your information will be processed for the purposes of carrying out the services of Administrator, registrar, and transfer agent of the Company and to comply with legal obligations including legal obligations under company law and anti-money laundering legislation. The Administrator or Company will disclose your information to third parties where necessary or for legitimate business interests. This may include disclosure to third parties such as auditors, the Irish Revenue Authorities pursuant to the EU Savings Directive, the U.S. Foreign Account Tax Compliance Act and the Central Bank or agents of the Administrator who process the data for anti-money laundering purposes or for compliance with foreign regulatory requirements. The

applicant hereby consents to the processing of his/her information, which may include the recording of telephone calls with the Administrator for the purpose of confirming data, and the disclosure of his/her information as outlined above and to the Investment Manager and where necessary or in the Company's or the Administrator's legitimate interests to any company in the Administrator's and/or the Investment Manager's group of companies or agents of the Administrator including companies situated in countries outside of the European Economic Area which may not have the same data protection laws as in Ireland.

I/We acknowledge my/our right to object to the processing of my/our data for direct marketing purposes by written request to the Company free of charge.

## 28 **EU Savings Directive Declarations**

### **Natural Persons**

- I/We hereby declare that I/we am/are making this investment on my/our own behalf and not on behalf of any other person or entity.
- I/We acknowledge that I/we will provide a certified copy of our Passport or a national identity card which must display a photograph and give details of my/our date and place of birth. We will also provide details of my/our tax identification number if this does not appear on the Passport or other identity card provided. Documentary proof such as a certificate of tax residency from a relevant tax authority may also be required. These items are in addition to providing proof of my/our permanent resident residential address which may be in the form of a utility bill which is no more than 3 months old.
- I/We agree undertake to ensure all such information is up to date and will notify the Administrator of any change in the information provided as soon as reasonably possible.
- I/We agree to indemnify and hold harmless the Administrator in its capacity as "Paying Agent" against any loss liability costs or expenses which may be incurred by the Administrator as a result of my /our failure to provide the information required. I/We acknowledge that Shares may not be issued and repurchase proceeds may be frozen until all required information and documentation required by the Administrator pursuant to the EU Savings Directive is provided.

### **Legal Persons**

We hereby declare that we are:

- a legal person not being an individual and not acting in a representative capacity on behalf of an individual; or
- an entity liable to corporation tax in Ireland or an equivalent tax in another country; or
- an undertaking for collective investment in transferable securities ("UCITS") or have elected for the purpose of the EU Savings Directive to be treated as a UCITS.
- If the Legal Person is unable to make any of these declarations please contact the Administrator

## 29 **Certification of Non-US Status**

Please send to the Administrator together with your Application Form, the appropriate US W-8 tax form, completed and signed as required.

Please see the links set out below to US Internal Revenue Service website, for the various US W-8 tax forms and instructions for their completion:

W-8BEN <http://www.irs.gov/pub/irs-pdf/fw8ben.pdf>  
W-8BEN-E <http://www.irs.gov/pub/irs-pdf/fw8bene.pdf>  
W-8IMY <http://www.irs.gov/pub/irs-pdf/fw8imy.pdf>  
W-8ECI <http://www.irs.gov/pub/irs-pdf/fw8eci.pdf>  
W-8EXP <http://www.irs.gov/pub/irs-pdf/fw8exp.pdf>

You hereby acknowledge that neither the Company, the Fund, the Investment Manager, the Investment Manager, nor the Administrator is a tax advisor and they are each unable to advise on the completion of the relevant US W-8 tax form.

### 30 Certification of US Status

Please send to the Administrator together with your Application Form, a US W-9 tax form, completed and signed as required.

Please see the link set out below to US Internal Revenue Service website, for the various US W-9 tax forms and instructions for its completion:

W-9 <http://www.irs.gov/pub/irs-pdf/fw9.pdf>

### 7 Revenue Declarations

**Where the Company is marketing exclusively outside Ireland:**

#### DECLARATION ON OWN BEHALF

I/we\* declare that I am/we are\* applying for the Shares on my own/our own behalf/on behalf of a company\* and that I am/we are/the company\* is entitled to the Shares in respect of which this declaration is made and that

- I am/we are/the company is\* not currently Resident or Ordinarily Resident in Ireland, and
- should I/we/the company\* become Resident in Ireland I will/we will\* so inform you, in writing, accordingly.

#### DECLARATION AS INTERMEDIARY

I/we\* declare that I am/we are\* applying for Shares on behalf of persons:

- who will be beneficially entitled to the Shares; and,
- who, to the best of my/our\* knowledge and belief, are neither Resident nor Ordinarily Resident in Ireland.

I/we\* also declare that:

- unless I/we\* specifically notify you to the contrary at the time of application, all applications for Shares made by me/us\* from the date of this application will be made on behalf of such persons; and,
- I/we\* will inform you in writing if I/we\* become aware that any person, on whose behalf I/we\* holds Shares, becomes Resident in Ireland.

*\*Delete as appropriate*

Name and address of applicant: \_\_\_\_\_  
\_\_\_\_\_

**Iridian UCITS Fund p.l.c.**

Signature of applicant or authorised signatory: \_\_\_\_\_(declarant)

Print name and capacity of authorised signatory (if applicable) \_\_\_\_\_

Date \_\_\_\_\_

Individual & Joint applicants:

Name	Signature	Is signer a US citizen or resident

**Notes to Assist in Completion**

- 1 Non-Irish resident declarations are subject to inspection by the Irish Tax Authorities and it is a criminal offence to make a false declaration.
- 2 To be valid, the application form (incorporating the declaration required by the Irish Tax Authorities) must be signed by the applicant. Where there is more than one applicant, each person must sign. If the applicant is a company, it must be signed by the company secretary or another authorised officer.
- 3 If the application form (incorporating the declaration required by the Irish Tax Authorities is signed under power of attorney, a copy of the power of attorney must be furnished in support of the signature.
- 4 If the Applicant is an exempt Irish investor it should contact the Administrator who will provide it with the appropriate declaration which must be made to confirm its status.
- 5 "Intermediary" means a person who:
  - (a) carries on a business which consists of, or includes, the receipt of payments from an investment undertaking resident in Ireland on behalf of other persons, or
  - (b) hold units in an investment undertaking on behalf of other persons.
- 6 Individual  
An individual will be regarded as being resident in Ireland for a tax year if s/he:
  - (a) spends 183 days or more in the State in that tax year; or



- (b) has a combined presence of 280 days in the State, taking into account the number of days spent in the State in that tax year together with the number of days spent in the State in the preceding year

Presence in a tax year by an individual of not more than 30 days in the State will not be reckoned for the purpose of applying the two-year test. Up to 31 December 2008, presence in the State for a day meant the personal presence of an individual at the end of the day (midnight). From 1 January 2009, presence in the State for a day means the personal presence of an individual at any time during the day.

7 Ordinary Residence - Individual

The term "ordinary residence" as distinct from "residence" relates to a person's normal pattern of life and denotes residence in a place with some degree of continuity.

An individual who has been resident in the State for three consecutive tax years becomes ordinarily resident with effect from the commencement of the fourth tax year.

An individual who has been ordinarily resident in the State ceases to be ordinarily resident at the end of the third consecutive tax year in which s/he is not resident. Thus, an individual who was resident and ordinarily resident in the State in 2008 and departed from the State in that tax year will remain ordinarily resident up to the end of the tax year in 2011.

8 Residence - Company

A company which has its central management and control in Ireland (the State) is resident in the State irrespective of where it is incorporated. A company which does not have its central management and control in Ireland but which is incorporated in the State is resident in the State except where: -

- (a) the company or a related company carries on a trade in the State, and either the company is ultimately controlled by persons resident in EU Member States or in countries with which the State has a double taxation treaty, or the company or a related company are quoted companies on a recognised Stock Exchange in the EU or in a taxation treaty country; or
- (b) the company is regarded as not resident in the State under a double taxation treaty between the State and another country.

It should be noted that the determination of a company's residence for tax purposes can be complex in certain cases and declarants are referred to the specific legislative provisions which are contained in section 23A Taxes Consolidation Act 1997.

9 The Company is regulated in Ireland by the Central Bank of Ireland.

10 Copies of the Prospectus and the most recently published annual and semi-annual reports of the Company are freely available.

11 A corporation should affix its common seal and have it countersigned by persons authorised to countersign the seal or otherwise should execute under the hand of a duly authorised official or officials who should state his/their representative capacity. A certified copy (certified by a director or secretary of the Company) of the resolution or other authority authorising one or more signatories should be provided with the application form.

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- 12 If any of the details provided by the applicant(s) in this application form change during the lifetime of this investment, please advise the Administrator immediately in writing and in original form, in order to avoid any possible settlement delays at some future date.

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**Appendix 1**

<b>Account Maintenance Form</b>			
This form is not appropriate for a change of Tax ID#			
In order to update our records, please complete the Account Maintenance Form for your Fund accounts. If you have any questions, please call +3531 638 2440 between the hours of 9:00 a.m. and 5:30 p.m. (GMT), Monday to Friday. Please fax completed document to +3531 477 4768 or email to <a href="mailto:taDublin@seic.com">taDublin@seic.com</a>			
<b>Fund Name:</b>			
<b>Account Number:</b>			
<b>Account Name:</b>			
<b>Social Security or Tax Identification Number:</b>			
<b>NEW CONTACT INFORMATION</b>			
Number and Street			
City	State	Zip Code	
Telephone (#1)		Telephone (#2)	
Fax Number (#1)		Fax Number (#2)	
Email (#1)		Email (#2)	
<b>ADD/DELETE INTERESTED PARTY</b>		<b>Add</b> <input type="checkbox"/>	
Name		<b>Delete</b> <input type="checkbox"/>	
Number and Street			
City	State	Zip Code	
Telephone (#1)		Telephone (#2)	
Fax Number (#1)		Fax Number (#2)	
Email (#1)		Email (#2)	
<b>ADDITIONAL CONTACT INFO:</b>			

**INVESTOR SIGNATURE:** \_\_\_\_\_

**JOINT INVESTOR SIGNATURE:**

**PRINT NAME:** \_\_\_\_\_

**PRINT NAME:**

**DATE:** \_\_\_\_\_

\_\_\_\_\_ **DATE:**

\*\*Note that this must be signed by current authorised signatories on the account.

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**Appendix  
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<b>Investor Banking Detail Maintenance Form</b>	
<p>In order to update our records, please complete this Form for applicable information related to your investor account(s). Please note that the beneficiary banking detail must correspond to the registered account name – no third payment will be processed. Please ensure reason for change to wire detail is completed</p> <p>If you have any questions, please call +353 1 638 2440 between 9:00 a.m. and 5:30 p.m. (GMT), Monday to Friday.</p> <p>Please post / courier the completed form to the following address noting the fund name in which your investor account is invested:</p> <p>&lt;Insert fund name&gt;, c/o SEI Investments- Global Fund Services, Investor Services Department, Styne House, Upper Hatch Street, Dublin 2, Ireland.</p>	
Fund Name:	
Account ID:	
Account Name:	
	<b>Receiving Account Details (1<sup>st</sup> recipient account number and name) * may not be applicable</b>
Account Number :	
Account Name :	
	<b>Receiving Bank Detail (1<sup>st</sup> bank to receive the payment) * may not be applicable</b>
Bank Name:	
Bank Address:	
Bank ABA / SWIFT:	
	<b>Final Beneficiary Account Details / FFC (Final recipient account number and name)</b>
Account number:	
Account name:	
IBAN (if applicable) :	
	<b>Final Beneficiary Bank (Final bank to receive payment)</b>
Bank Name:	
Bank Address:	
Bank ABA / SWIFT:	
	<b>Any Additional Information</b>
Reason for change to wire detail	

**INVESTOR SIGNATURE:** \_\_\_\_\_

**JOINT INVESTOR SIGNATURE:**

**PRINT NAME:** \_\_\_\_\_

**PRINT NAME:**

**DATE:** \_\_\_\_\_

**DATE:**

**Iridian UCITS Fund p.l.c.**

\*\*Note that this must be signed by current authorised signatories on the account.