**Confirmation Letter**

**to apply for withholding tax exemption under Art. 147 LIR**

I / We hereby certify that *[please print shareholder’s company name and legal form],* with is registered address at *[please print Shareholder’s company address]:*

1. **Is a shareholder falling within one of the categories below: (*please tick the appropriate box*)**

a) a collective entity covered by Article 2 of the European Council Directive 2011/96/UE on the common system of taxation applicable in the case of parent and subsidiary companies of different EU Member States as amended (the “EU Parent-Subsidiary Directive”),

b) a fully taxable corporation which is resident of Luxembourg and is not covered by Article 2 of the EU Parent-Subsidiary Directive,

c) the Luxembourg State, a Luxembourg municipality or union of municipalities or a Luxembourg public collective undertaking,

d) a permanent establishment of a collective entity of any of the three categories above,

e) a collective entity which is fully subject to a tax similar to the Luxembourg corporate income tax and which is resident in a country with which Luxembourg has concluded a double tax treaty, and the Luxembourg permanent establishment of such an entity,

f) a corporation which is resident of the Swiss Confederation and is subject to Swiss corporate income tax without being exempt,

g) a corporation or a cooperative company which is resident of a EEA (European Economic Area) country, other than a EU Member State, and is fully subject to a tax similar to the Luxembourg corporate income tax,

h) a permanent establishment of a corporation or of a cooperative company which is resident in a EEA (European Economic Area) country, other than a EU Member State.

1. **Has held: (please tick the boxes)**

directly and

for an uninterrupted period of at least twelve months at the ex-dividend date,

a shareholding in Grand City Properties S.A. representing at least 10% of the share capital or having an acquisition cost of at least EUR 1,200,000 (or its equivalent amount in a foreign currency) (“Qualifying Shareholding”).

1. **For EU shareholder falling within categories a) and d) above: (please tick the box)**

the allocation of the dividend is not abusive as defined in the GAAR[[1]](#endnote-1).

1. **Has acquired the Qualifying Shareholding:**

**on:** *[please insert the date of acquisition of the Qualifying Shareholding],*

**for an acquisition price of EUR***: [please insert the acquisition price of the Qualifying Shareholding]*

**representing a number of shares of**: *[please insert the number of shares representing the Qualifying Shareholding]*

1. **At the ex-dividend date, is holding the following number of shares in Grand City Properties S.A.:**[*please print the exact number of shares held at the ex-dividend date].*
2. **Is applying by the present letter for an exemption from withholding tax at source under Article 147 LIR.**

Certified on: *[please insert the date when the letter is signed]*By authorized representative:

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| \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  Name:[•]  Title: [•] |
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1. The income is not allocated in the context of an arrangement or a series of arrangements which, having been put into place for the main purpose, or one of the main purposes, of obtaining a tax advantage that defeats the object or purpose of the EU Parent-Subsidiary Directive, are not genuine having regard to all relevant facts and circumstances.” [↑](#endnote-ref-1)