

MEMORANDUM OF UNDERSTANDING

With regard to the Agreement between the Government of the United States of America and the Government of the Republic of Poland to Improve International Tax Compliance and to Implement FATCA, signed at Warsaw on October 7, 2014, (hereinafter the "Agreement"), the representatives of the United States of America and the Republic of Poland wish to confirm their understanding of the following:

1. In reference to subparagraph A(1)(c) of Section V of Annex II of the Agreement, it is understood that with respect to Individual Retirement Accounts and Individual Retirement Plan Accounts, such plans would be understood to satisfy subparagraph A(1)(c) of Section V of Annex II of the Agreement if all withdrawals and transfers from such accounts are reported on an annual basis.
2. In reference to paragraph 10 of Article 3 of the Agreement, it is understood that if the Polish Competent Authority provides written notification to the United States Competent Authority described in paragraph 8 of Article 3 of the Agreement (and the obligation of Poland to obtain and exchange information under Article 2 is therefore in effect under paragraph 9 of Article 3 of the Agreement), paragraph 10 of Article 3 is not intended to apply to terminate the Agreement.
3. In reference to subparagraph 2(a)(3) of Article 2 of the Agreement, it is understood that the Republic of Poland intends for each Reporting Polish Financial Institution to use a Global Intermediary Identification Number ("GIIN") issued by the Internal Revenue Service as the identifying number referenced in Subparagraph 2(a)(3) of Article 2 of the Agreement.
4. In reference to subparagraph 1(c) of Article 4 of the Agreement, it is understood that the Republic of Poland intends for Polish Financial Institutions to comply with the registration requirements applicable to Financial Institutions in Partner Jurisdictions by registering with the Internal Revenue Service and obtaining a GIIN from the Internal Revenue Service.
5. In reference to Article 7 of the Agreement, it is understood that there is no application of this Article to Annex II of the Agreement. If another Partner Jurisdiction ever receives the benefit of a most-favored nation provision similar to Article 7 with respect to Annex II, it is understood that the United States intends to extend the same most-favored nation treatment to the Republic of Poland.
6. In reference to paragraph 1 of Article 10 (Term of Agreement), the Government of the United States understands that the Republic of Poland plans to complete its internal approval process for the Agreement in 2014 and to bring the Agreement into force prior to September 30, 2015. Based on this understanding, as of the date of signature, the United States Department of the Treasury intends to treat each Polish Financial Institution, as that term is defined in the Agreement, as complying with, and not subject to withholding under section 1471 of the U.S. Internal Revenue Code during such time as the Republic of

Poland is pursuing the necessary internal procedures for entry into force of the Agreement. The United States further understands that Poland's Ministry of Finance intends to contact the United States Department of the Treasury as soon as it is aware that there might be a delay in the Polish internal approval process for entry into force of the Agreement such that Poland would not be able to provide its notification under paragraph 1 of Article 10 of the Agreement prior to September 30, 2015. If upon consultation with Poland, the United States receives credible assurances that such a delay is likely to be resolved in a reasonable period of time, the United States Department of the Treasury may decide to continue to apply FATCA to Polish Financial Institutions in the manner described above as long as the United States Department of the Treasury assesses that Poland is likely to be able to send its notification under paragraph 1 of Article 10 by September 30, 2016. It is understood that should the Agreement enter into force after September 30, 2015, any information that would have been reportable under the Agreement thereafter (and prior to its entry into force) had the Agreement been in force by September 30, 2015, is owed on the September 30 next following the date of entry into force.

Signed at Warsaw in duplicate, this 7th day of October, 2014.

FOR THE UNITED STATES
OF AMERICA:

FOR THE REPUBLIC
OF POLAND:

