

Overview of Irish fund structures for private markets

There are currently €5 trillion total assets under management domiciled in Ireland, with private markets continuing to grow its share. For U.S. fund managers who are planning to raise funds in Europe, [Kevin Hogan](#) and [Paul O'Shea](#) set out a comprehensive guide to Ireland's fund structures and the requirements and benefits of each.

As of February 2025, Ireland had over 9,000 funds (including sub-funds) with net assets exceeding €5 trillion, according to the Central Bank of Ireland (CBI). These numbers reflect Ireland's growing scale and attractiveness with 6.5% of global investment fund assets domiciled there, making it the third largest worldwide center and the second largest in Europe.

Of this total, the value of private markets funds in Ireland was around €317 billion in June 2024 according to Monterey. A steep rise from its total a decade before of €31 billion. This impressive growth will continue, spurred by a number of factors, including the recent update of the CBI's [AIF Rulebook](#).

Below are some of the reasons why Ireland is an attractive domicile for investment funds in general and particularly for private markets funds:

1. Legal alignment

Ireland is a common law jurisdiction which means it is aligned with the legal frameworks in the UK and U.S. This allows for the transposition of, for example, a Delaware LP Agreement into an Irish Investment Limited Partnership agreement with minimal redlining, which is useful if moving or replicating a Fund I Delaware LP to a Fund II Irish ILP. Ireland is also currently the only native English-speaking country in the EU.

2. Europe-wide marketing

As an EU member, Ireland provides passporting rights for funds, enabling seamless distribution across the Union. This is a major advantage for global managers targeting European investors, through the appointment of an Irish/EU AIFM, an Irish fund vehicle can be registered in each of the EU 27 member states (as well as Iceland, Lichtenstein and Norway as EEA member states). This registration can be completed through one notification to the CBI.

3. Tax treaties

Ireland currently has 75 tax treaties in effect. Taking advantage of Ireland's favorable tax regime and broad tax treaty network in tandem with the variety and possible combination of fund vehicles allows for tax efficient structuring, reducing withholding taxes, and enhancing after tax returns for investors.

4. Talent pool

Contributing to Ireland's status as a key strategic location for fund domiciliation, the country hosts a mature and sophisticated fund services ecosystem. Ireland's funds and asset management industry draws on a highly educated and skilled workforce from across the country. More than 20,000 fund and asset management professionals in Ireland are employed by 195 companies, including administrators, custodians/depositary, legal and tax advisors, and auditors with expertise in servicing the widest range of strategies and developing new structures, services, practice and technologies.

Fund structures for private market strategies

Ireland offers both regulated and unregulated fund structures which are attractive for private equity, private credit and real asset strategies.

Regulated structures include the Irish Collective Asset-management Vehicle (ICAV) and the Irish Investment Limited Partnership (ILP) while the 1907 Limited Partnership and Section 110 company are the predominant unregulated vehicles.

Here's a breakdown of each fund type:

1. Irish Collective Asset-management Vehicle (ICAV)

The ICAV is seen as the workhorse of the Irish funds' vehicle set up, popular with private asset sponsors due to its operational flexibility and versatility.

The ICAV is recognised as a significantly tax efficient vehicle. Under the Ireland-U.S. Double Tax Agreement, the ICAV is not treated as having a taxable presence in the U.S. One of the benefits, as an example, is this allows the ICAV to appoint a U.S.-based manager to engage in loan origination without triggering a U.S. trade or business for the ICAV.

Aside from its ability to access the benefits of the Ireland-U.S. Double tax Agreement, the ICAV has entity level exemption from tax (no Irish tax applicable on investment returns), no withholding tax on payments to non-Irish investors, and exemption from Irish VAT in respect of management fees.

Legal basis	ICAV Act 2015
Use cases	Broad range of strategies including private credit, private equity, real estate, infrastructure
Key Features	<ul style="list-style-type: none">• Corporate structure with legal personality<ul style="list-style-type: none">• CBI authorization• Can be open-ended or closed-ended<ul style="list-style-type: none">• Eligible for AIFMD passport• Can be structured as an umbrella with sub-funds• Can elect to be treated as a partnership for US tax purposes
Advantages	<ul style="list-style-type: none">• Tax exempt at fund level• Eligible for CBI's 24hr 'Fast Track' approval<ul style="list-style-type: none">• Flexible accounting and reporting• Tax treaty access and investor familiarity<ul style="list-style-type: none">• Umbrella structure with sub-funds
Operational Requirements	<ul style="list-style-type: none">• CBI authorization• Board of directors (two Irish residents required)• Appointment of Alternative Investment Fund Manager (AIFM), Depositary, Administrator• Regular reporting and compliance with the Alternative Investment Fund Management Directive (AIFMD)• Annual audited financial statements

2. Irish Investment Limited Partnership (ILP)

The ILP provides a modernised Irish common law, limited partnership structure which positions Ireland as an attractive destination for venture capital, private equity, private debt, credit/direct lending, real estate, energy and infrastructure funds.

Although ILPs are typically regulated as qualifying investor AIFs (“QIAIFs” – Irish regulated AIFMD compliant structures aimed at sophisticated or institutional investors) it should be noted that ILPs can also be established as retail investor AIFs (RIAIFs) or European Long Term Investment Funds (ELTIFs) which can be marketed to retail investors as well as professional investors.

ILPs have built-in flexibility to accommodate evolving investor requirements and are suitable for nearly all types of professional investors regardless of geography. The flexible Irish ‘tool kit’ on offer, of regulated and unregulated structuring solutions, is an attractive proposition for both LPs and GPs. An ILP can be used in conjunction with other regulated or unregulated funds, special purpose vehicles or holding companies. This makes it possible to hold specific investments or tailor structuring below the level of the ILP to accommodate requirements of certain investors, taking into account their domicile, investor type or any specific terms that may be agreed upon with an LP (e.g. joint venture terms in relation to the acquisition of real estate etc.).

Legal basis	Investment Limited Partnerships Act 1994 (as amended in 2020)
Use cases	Private equity, real assets, private credit, infrastructure
Key Features	<ul style="list-style-type: none"> • CBI authorization • Tax transparent • Can be structured as umbrella with sub-funds • Allows for excuse/exclude provisions, staged investing, and carried interest
Advantages	<ul style="list-style-type: none"> • Access to AIFMD passport • Eligible for CBI’s 24hr ‘Fast Track’ approval • Flexibility of structuring solutions as part of the Irish ‘tool kit’ • Irish GP not required – allowing use of existing GP stack • Common Law partnership agreement consistent with US and UK LPAs • Can be paired with Section 110 SPVs for tax efficiency
Operational Requirements	<ul style="list-style-type: none"> • CBI authorization • Appointment of AIFM, Depositary, Administrator • Regular reporting and compliance with AIFMD • Annual Audited Financial Statements

3. 1907 Limited Partnership (1907 LP) - unregulated

The other main partnership vehicle used in Ireland is the Irish 1907 Limited Partnership which evolved from the same act forming the original legal basis for English and Scottish Limited Partnerships. The 1907 LP is not regulated, which means there’s no authorization required from the Central Bank of Ireland and reporting and operational requirements are reduced.

A 1907 LP cannot passport across EU/EEA countries unless an AIFM is appointed meaning the fund becomes indirectly regulated with the AIFM required to comply with regulatory reporting and operational obligations.

The 1907 LP is popular with promoters with limited distribution requirements looking for lighter touch regulation with the flexibility of standard common law Limited Partnership Agreements. They are often used in master-feeder, parallel, or co-investment structures alongside ICAVs or offshore vehicles.

Legal basis	Limited Partnerships Act 1907 (unregulated)
Use cases	Private equity, infrastructure, real assets, private credit (limited distribution)
Key Features	<ul style="list-style-type: none"> • Tax transparent • No legal personality (acts through GP) • Not regulated by the Central Bank of Ireland (CBI) • Can appoint an AIFM and depositary to access AIFMD passport • Limited to 50 LPs for investment/loan finance purposes
Advantages	<ul style="list-style-type: none"> • High flexibility in structuring (e.g., excuse provisions, tranching, bridge financing) • Lower setup and operational costs • Suitable for parallel structures with Cayman/Delaware LPs
Disadvantages	<ul style="list-style-type: none"> • No umbrella structure (no sub-funds) • Limited investor base (not suitable for wide distribution) • Public disclosure of partner names via Companies Registration Office (CRO)
Operational Requirements	<ul style="list-style-type: none"> • Registration with CRO • Filing of accounts with CRO • Irish GP required at formation (can be replaced later)

4. Section 110 Company - unregulated

Ireland has emerged as a favoured location for SPVs specifically for private equity, credit opportunities, distressed debt, securitisation and asset repackaging. Most commonly incorporated as a single member designated activity company established with €1 of capital and structured to comply with Section 110 of the Irish Taxes Consolidation Act 1997.

There is no requirement for authorization by any supervisory body, however, timely registration as a S110 company with Revenue is required as is periodic reporting usually through a corporate services provider to the CBI. A locally appointed corporate services provider, such as Aztec, will arrange local directors, administrative services and accounts etc.

Although often used alongside an AIF for specific investors who want certain terms and conditions S110 companies are traditionally used to deploy capital raised by AIFs due to favorable tax treatment and flexibility in qualifying assets. It

is also a favorable vehicle for pooling investment and deploying capital for investments in real estate lending and development finance.

With a variety of withholding tax exemptions available as well as access to the Ireland-US Tax Treaty in addition to broad asset eligibility and flexible structuring arrangements, the Section 110 company is seeing continued popularity both as part of multi-layered fund structures or as a standalone investment vehicle. As at December 2024, there are more than 3,600 active S110 SPVs in Ireland holding over €1.15 trillion in assets.

Legal basis	Section 110 of the Taxes Consolidation Act 1997
Use cases	Securitisation, private credit, loan origination, structured finance
Key Features	<ul style="list-style-type: none">• Tax neutral (deducts profit-participating interest)• Not regulated by CBI (except for statistical filings)• Can be used with ILPs, ICAVs (AIFs in general) for tax efficiency
Advantages	<ul style="list-style-type: none">• Minimal Irish tax liability• Access to Ireland's double tax treaty network• Flexible financing (e.g., Eurobonds, PPNs)
Operational Requirements	<ul style="list-style-type: none">• Revenue notification within 8 weeks of setup<ul style="list-style-type: none">• Annual accounts and tax filings• May require listing of PPNs for WHT exemption

ELTIFs

European long-term investment funds (ELTIF)

In the regulated space, Ireland has used ICAVs and ILPS (as well as Unit Trusts and Common Contractual Funds) to set up Qualifying Investor Alternative Investment Funds (QIAIFs) and Loan Originating QIAIFs. Also in the regulated space last year, the EU adopted a revised regulatory framework for [ELTIFs](#) (commonly referred to as 'ELTIF 2.0').

The ELTIF is designed to give retail investors a new way to invest in private and long-term investments, which was not feasible for them under existing Irish QIAIF fund structures. This is timely, in the context of the broader retailization trend within the alternatives sector, as the structure is designed to facilitate [retail investment](#) into private assets in either [semi-liquid](#) or close-ended funds. It is also possible to set up ELTIFs for professional investors.

Regulated v Unregulated

As regulated entities, the ICAV and the ILP need authorization from the CBI

before commencing operations. Both can avail of the CBI's 24-hour Fast Track approval process. Prior to submission to the CBI the promoter must ensure:

A) Pre-approved service providers:

The AIFM, depositary, administrator, and auditor must already be approved by the CBI.

B) Fitness & probity:

Individuals performing Pre-Approved Controlled Functions (PCFs) (e.g. directors of the fund or GP) must be pre-approved by the CBI under the Fitness and Probity regime.

C) Documentation:

Final versions of the prospectus, supplement, constitutional documents, and attestations must be submitted.

A confirmation letter from the AIFM confirming compliance with AIFMD and CBI requirements is required.

Ireland's attractiveness as a domicile for investment funds, and specifically private markets funds, is supported by a range of options to meet your and your prospective investors' requirements. Below is a quick guide to the differences in requirements between regulated and unregulated funds, as well as a quick reference summary of all the funds.

Regulated v Unregulated Funds' operational and reporting requirements

Category	Regulated Funds (QIAIFs, ELTIFs, RIAIFs)	Unregulated Funds (1907 LP, Section 110 SPVs)
Authorization	Must be authorized by the CBI	No CBI authorization required
Disclosure	Detailed prospectus and investor disclosures required	Minimal disclosure obligations
Governance	Must appoint a regulated AIFM	Flexible governance arrangements
Service providers	Must use regulated depositary, administrator, auditor	No mandatory regulated service providers
Ongoing supervision	Subject to CBI supervision, reporting, and inspections	No ongoing regulatory oversight
Risk management	Formal risk management and valuation policies required	Not mandated

Liquidity management	Must comply with liquidity rules (applicable to Semi/Liquid ELTIFS)	Flexible liquidity terms
Leverage limits	No hard caps for QIAIFs or 'Professional' ELTIFS.	No formal leverage restrictions
Regulatory fees	Must pay CBI authorization and supervisory levies	No regulatory fees
Marketing passport	Eligible for EU-wide distribution under AIFMD	No passporting rights

Aztec administers all types of Irish fund structures and with our extensive European footprint and expertise, we can support all your needs to set up and market to European investors. Please contact us directly if you'd like to discuss any of the points raised here.



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