Executive Overview: The Irish PAYE EIIS AI Venture Syndicate

Reclaiming 35% to 50% of Your PAYE Tax While Building Passive B2B AI Equity

52.2%
Irish Marginal PAYE Tax Wall (>€44k)

35%–50%
Direct PAYE Cash Refund via EIIS

5 × 20%
Unconnected Passive Cap Table (<30%)

Dec 31
Hard Statutory Share-Issue Cutoff

- **Target Audience:** Full-Time Senior Engineers, Architects & Tech Leaders in Dublin on PAYE compensation + RSUs/GSUs.
- **The Core Mechanism:** Subscribe €20,000 for an exact 20% passive ordinary shareholding in a newly incorporated Irish B2B Voice & Security AI Micro-SaaS SPV alongside 4 peers (€100,000 total SPV capital).
- **Immediate Revenue Tax Rebate:** Under Part 16 TCA 1997 (EIIS), reclaim €7,000 (35%) to €10,000 (50%) in cash directly off the PAYE Income Tax deducted from your salary and stock vests via Revenue myAccount.
- **100% Employer & IP Compliant:** Strictly passive <20% shareholding with zero director duties, zero employment status, and zero coding on employer time or hardware.
- **Turnkey Offshore Execution:** The Irish SPV contracts our Dubai AI & GPU Lab (led by a Principal Security & Telecom Architect, BSc CS, 14+ yrs Tier-1 Banking/Telecom leadership) to supply 96GB GDDR7 GPUs, 850+ MCP tools, and full-time UAE engineers.

1. The Irish High-Earner PAYE & RSU Tax Wall

Why Senior Dublin Tech Employees Lose Over Half of Every Bonus and Stock Vest

€44,000
20% Standard Rate Band Cutoff

40% + 8% + 4.2%
Income Tax + USC + PRSI = 52.2%

0%
B2B Deductions Allowed on PAYE

100%
Employer IP & Outside-Work Restrictions

- **The 52.2% Marginal Trap:** Once individual gross income in Ireland crosses €44,000, every euro of cash bonus, RSU/GSU vest, or salary increase loses 40% Income Tax + 8% USC + 4.2% PRSI (52.2% total).
- **Zero Expense Shield on Payslips:** Unlike independent contractors, full-time PAYE employees cannot deduct hardware, GPU compute, or offshore engineering invoices against their gross employment income.
- **Strict Employment & IP Clauses:** Major Dublin tech and banking employers prohibit full-time staff from acting as active operating directors or writing commercial side-project code during work hours.
- **The Result:** High-earning engineers sit on taxed cash and domain expertise with no compliant vehicle to own enterprise GPU infrastructure or build recurring B2B AI equity.

2. The Solution: The 5 × 20% Irish EIIS Venture Syndicate

How Part 16 TCA 1997 & Finance Act 2023/2024 Tiered Relief Subsidizes Up to Half Your Stake

50% Relief
125% Deduction (New Market Entry)

35% Relief
87.5% Deduction (<7 Yrs First Sale)

≤ 30% Rule
20% Passive Stake Per Investor

4 Years
Mandatory EIIS Share Holding Period

- **How Tiered EIIS Relief Works:** A brand-new Irish software/AI company raising its first risk-finance round before operating in any market qualifies for a 125% income deduction (50% effective tax refund at the 40% rate), or 87.5% deduction (35% effective refund) within 7 years of first commercial sale.
- **Why 5 × 20% Is the Magic Cap Table:** Under Part 16 TCA 1997, an EIIS investor (and their associates/spouse) cannot control >30% of ordinary shares or voting power. Five unrelated peers holding 20% each (€20,000 × 5 = €100,000) sit safely below the 30% limit.
- **The Reciprocal Cross-Syndicate Swap Rule:** Where a founder's spouse is a high-earning PAYE employee, she cannot claim EIIS on a company controlled by her husband—instead, she takes a passive 20% unconnected seat in an independent Friends' AI SPV.
- **Self-Assessed Speed:** Since Finance Act 2019, EIIS is self-assessed at share issue—no multi-month Revenue pre-approval wait is required before the December 31 cutoff.

3. Where the €100,000 SPV Capital Goes (The 70 / 30 Substance Split)

Satisfying Irish Revenue R&D/Trading Rules While Scaling via the Dubai AI & GPU Lab

€100,000
Total 5-Seat SPV Subscription

30% Spend
Trigger to Issue Revenue SOQ Cert

€28,000
Retained in Ireland (28% Substance)

€72,000
Turnkey Dubai Lab Contract (€6k/mo)

- **Step 1 — Share Subscription (€100,000):** 5 passive investors subscribe €20,000 each for newly issued, fully paid ordinary shares before December 31.
- **Step 2 — The 30% Spend Trigger & SOQ Issuance:** Once the Irish SPV spends its first 30% (€30,000) on qualifying R&D and trading operations, it issues each investor an official Statement of Qualification (SOQ) via Revenue ROS to claim their €7,000–€10,000 cash refund on myAccount.
- **Step 3 — Local Irish Substance (€28,000 / 28% Retained Onshore):** Covers independent SPV governance, Irish accounting/ROS filings, local Irish VoIP/SIP lines, and Irish SME client acquisition—ensuring the SPV owns 100% of customer contracts and vertical IP.
- **Step 4 — Turnkey Dubai AI Lab Execution (€72,000 / €6,000/mo B2B SLA):** Funds a dedicated 96GB GDDR7 GPU partition, the 4.7M-turn Qdrant RAG + 850-tool MCP codebase, and a full-time UAE engineer + ops specialist inside a 0% UAE Corporate Tax regime.

4. Expected Use of the Deployed 96GB GPU: Commercial vs. Personal/R&D

How Every Syndicate Member Benefits From Both Commercial SaaS Revenue & Private Compute Access

70% Allocation
24/7 Commercial B2B AI SaaS Hosting

30% Allocation
Private Air-Gapped Member Sandbox

96GB GDDR7
NVIDIA Blackwell RTX PRO 6000 Node

€0 Token Cost
Unlimited Local LLM & RAG Inference

- **Commercial Usage (70% Hardware MIG / Compute Allocation):** Hosts the SPV's production B2B AI Voice & Operations Pods (Ming-3.0-audio-flash + Nemotron 3.5 Transcribe + Qwen3.8-Flash-Next + Qdrant RAG). Just 4 SME clients at €2,250/mo generate €9,000/mo (€108,000/yr) in recurring revenue for the SPV.
- **Personal & R&D Sandbox Usage (30% Isolated Partition for Syndicate Members):** Each shareholder receives encrypted, air-gapped SSH/API access to a dedicated personal sandbox on the 96GB GPU node—completely off employer laptops and public clouds.
- **What You Can Run in Your Personal/R&D Slice:** Uncensored local coding & reasoning models (Qwen3.8-27B, GLM-5.3-Flash, DeepSeek-V4-Flash, Nemotron 3.5 Super 1M–3M context), private personal document RAG, algorithmic backtesting, and custom MCP agent workflows at €0 API cost.
- **Idle Compute Monetization:** Any unused off-peak GPU cycles are automatically allocated to batch B2B compliance/OSINT audits, crediting revenue back to the SPV.

5. The Commercial Product: 24/7 Private AI Voice & Ops Pod for SMEs

Why Property Managers, Recruitment Agencies & Clinics Pay €2,250/Month Immediately

€2,250/mo
B2B Retainer (+ €1,500 Setup)

< 400ms
Real-Time Voice & WhatsApp Pickup

4 SMEs
90-Day Cash-Flow Breakeven (€9k/mo)

100% GDPR
Air-Gapped Private GPU Isolation

- **The SME Pain Point:** Brick-and-mortar SMEs in Dublin, London, and Dubai pay €38,000–€45,000/yr + 11.4% Employer PRSI for front-desk and screening staff who only cover 40 of the 168 hours in a week.
- **Our Turnkey Product:** A 24/7 Private AI Voice & WhatsApp Receptionist/Screener running on the SPV's dedicated 96GB GPU partition—backed by a live human operations specialist in our Dubai hub for the 10% of calls needing physical dispatch or VIP escalation.
- **Zero Cloud Data Leakage:** Law firms, clinics, recruiters, and property managers cannot paste client data into public OpenAI APIs; our dedicated bare-metal GPU stack guarantees 100% private GDPR isolation.
- **Compounding Equity Value:** Over the 4-year EIIS holding period, scaling to just 8–10 SME clients on a single GPU pod produces €216,000–€270,000/yr in high-margin recurring SaaS revenue.

6. Side-by-Side Irish PAYE Financial Comparison & Dec 31 Deadline

Why Shares Must Be Issued On or Before December 31 to Lock In Your 2026 PAYE Tax Refund

Metric (On €20,000 Bonus / GSU Value)	Default: Keep in Irish Payslip	Join 5-Seat Irish EIIS AI Syndicate
Gross Pre-Tax / Bonus Capital	€20,000	€20,000 Subscribed (20% Ordinary Equity)
Irish Revenue Tax / Refund Impact	-€10,440 Lost (52.2% PAYE/USC/PRSI)	+€7,000 (35%) to +€10,000 (50%) Cash Refund
True Net Out-of-Pocket Capital at Risk	€20,000 pre-tax for €9,560 net cash	Only €10,000 – €13,000 Net Cost
Weekly Time Commitment Required	0 Hours	0 Hours (100% Built & Operated by Dubai Lab)
96GB GPU Access (Commercial + Personal)	None	24/7 Commercial SaaS + Personal R&D Sandbox
Statutory Tax-Year Cutoff Date	Immediate 52.2% Deduction at Source	DECEMBER 31 Share Issuance Cutoff

- **CRITICAL DEADLINE — DECEMBER 31:** Under Part 16 TCA 1997, the Irish tax year ends December 31 and EIIS relief is locked to the date shares are formally issued and paid. Subscribing in November/December secures your €7k–€10k refund against 2026 PAYE tax.
- **7-Day Onboarding:** Day 1 (15-min Cap Table Walkthrough) → Days 2–4 (Sign EIIS Subscription Letter & Shareholders' Agreement) → Day 7 (Shares Issued + 96GB GPU Sandbox & Dubai Engineering Pod Live).