



INFORMATION REQUIRED FOR THE INCORPORATION OF A CYPRUS PRIVATE LIMITED LIABILITY COMPANY

IMPORTANT

1. The information requested in this form will be utilised for the sole purpose of incorporating a Cyprus registered company and will be treated in the strictest confidence.
2. The notes in the form are non-exhaustive and are intended only as a brief indication of some of the legal considerations involved in the setting-up of a Cyprus company from a corporate and tax perspective in accordance with prevailing legislation.
3. To avoid any delays in the incorporation process, please ensure that the form is duly completed, signed and dated where indicated and returned to us together with all necessary supporting documentation.
4. On pages 9 and 10 of this form we have provided an indication of our standard incorporation, administration and domiciliation fees as well as our professional advisory fees which are calculated on the basis of prevailing hourly rates.

1. PROPOSED NAME OF THE COMPANY

Please propose 3 or 4 alternative names in order of preference. Note: The Registrar of Companies will not accept a name which is considered misleading, too general or similar to an existing company name or suggesting a royal, national or international connection. The Registrar will also not accept certain names containing words such as 'banking', 'brokerage', 'insurance', 'funds', 'portfolio', 'securities', 'trustees' etc, without the consent of the Central Bank or other regulatory authority, depending on the case.

1. _____
2. _____
3. _____
4. _____

2. PROPOSED MAIN ACTIVITIES OF THE COMPANY

Please specify the main objects of the company, such as trading, manufacturing, holding, consultancy, shipping, e-commerce, etc. Please note that certain activities such as banking and financial services are regulated in Cyprus and as such a licence will need to be applied for and obtained from the relevant regulatory authorities prior to commencement of any trading activities.

1. _____
2. _____
3. _____
4. _____
5. _____
6. _____

3. AUTHORISED CAPITAL OF THE COMPANY

Please state the amount of authorised capital and issued capital required. A minimum of 1 share must be issued. We generally recommend a minimum authorised capital of €5,000 and an issued capital of at least €1,000 of which €1,000 shall be credited fully paid on payment of our standard incorporation fees. Shares will have a nominal value of €1.00 each unless otherwise indicated. If it is intended that the company has more than one class of shares, please provide further information on a separate sheet. Please note that a capital duty of 0.6% of the authorised share capital plus €102.52 is charged by the Registrar of Companies thereon and that our incorporation fees cover an authorised share capital up to €5,000.

Proposed authorised capital: _____

Proposed issued capital: _____

Amount per share : _____

4. PROPOSED SHAREHOLDERS OF THE COMPANY

The ownership of the Company may be split and as such the registered legal shareholder and beneficial shareholder may not necessarily be the one and the same person. It should be noted that a private company restricts the numbers of its shareholders to fifty although there is no statutory limitation on the number of beneficial owners.

If confidentiality (indirect participation) is desired ANDREAS NEOCLEOUS & CO LLC or its associated trustee services company A. NEOCLEOUS TRUST COMPANY LIMITED can provide nominee registered shareholders who will hold the shares on behalf of the beneficial owner(s) with adequate safeguards. Information on the beneficial owner is provided to the Central Bank of Cyprus for statistical purposes, but any information given is kept confidential. Each shareholder and beneficial owner is required to provide us with the documentation listed in appendices 'A' and 'B'.

[a] SHAREHOLDER 1

Name: _____
Nationality: _____
Occupation: _____
Address: _____
Number of shares: _____
Indirect participation/nominees: YES NO

[b] SHAREHOLDER 2

Name: _____
Nationality: _____
Occupation: _____
Address: _____
Number of shares: _____
Indirect participation/nominees: YES NO

[c] SHAREHOLDER 3

Name: _____
Nationality: _____
Occupation: _____
Address: _____
Number of shares: _____
Indirect participation/nominees: YES NO

If more than three shareholders are proposed, please provide further details on a separate sheet of paper which should be affixed to this form.

5. PROPOSED DIRECTORS OF THE COMPANY

The company must have at least one director. There is no maximum number. Each director is required to provide the documents listed in Appendix 'A'.

A company is resident in Cyprus and its profits are subject to Cyprus tax if it is managed and controlled in Cyprus. Registration in Cyprus is not, by itself, sufficient to qualify for tax residence in Cyprus. To ensure that a company satisfies the residence test the following non- exhaustive requirements should generally be met:

- The majority of directors should be resident in Cyprus;
- All major decisions affecting the company should demonstrably be made by the board of directors in Cyprus.

ANDREAS NEOCLEOUS & CO LLC or its associated trustee services company A. NEOCLEOUS TRUST COMPANY LIMITED can provide appropriately qualified locally-resident professionals to act as directors with adequate safeguards, if required.

[a] **DIRECTOR 1**

Name: _____
Nationality: _____
Occupation: _____
Address: _____

[b] **DIRECTOR 2**

Name: _____
Nationality: _____
Occupation: _____
Address: _____

[c] **DIRECTOR 3**

Name: _____
Nationality: _____
Occupation: _____
Address: _____

Further details of additional directors (if more than three are proposed) should be provided on a separate sheet of paper which should be affixed to this form.

6. SECRETARY OF THE COMPANY

One of our associated companies will act as company secretary unless you indicate otherwise (using Section 12 of this form).

7. REGISTERED OFFICE OF THE COMPANY

Unless you indicate otherwise, the registered office of the company shall be provided by ANDREAS NEOCLEOUS & CO LLC at:

NEOCLEOUS HOUSE
195 Makarios III Avenue
3030 Limassol
Cyprus

8. ADMINISTRATIVE OFFICE IN CYPRUS

If you wish to open your own administrative office in Cyprus, we can provide you with further information on opening a fully-fledged office through one of our associated companies. Please indicate whether you require further details:

YES NO

Please note that Cyprus registered companies whose income is derived exclusively from sources outside Cyprus are normally exempt from the requirement to register for VAT but they may elect to register if they maintain an office in Cyprus. The standard rate of VAT is 15%.

9. BANK ACCOUNTS

If required ANDREAS NEOCLEOUS & CO LLC or its associated trustee services company A. NEOCLEOUS TRUST COMPANY LIMITED can arrange for the opening of one or more accounts with any bank operating in Cyprus in any major currency. It should be noted that the bank opening procedure usually takes longer in the case of international banks with branches in Cyprus. If more than one authorised signatory is intended, please indicate whether the signatories will be required to sign jointly or separately.

[a] BANK ACCOUNT 1

Bank: _____
Address: _____

Authorised signatory/(ies): _____
Joint or several: _____
Currency: _____
Type of account required: _____
Expected yearly turnover: _____

[b] BANK ACCOUNT 2

Bank: _____
Address: _____

Authorised signatory/(ies): _____
Joint or several: _____
Currency: _____
Type of account required: _____
Expected yearly turnover: _____

If more than two bank accounts are proposed, please provide further details on a separate sheet of paper which should be affixed to this form.

10. VAT/VIES REGISTRATION

Please indicate whether the company to be formed will be required to register in Cyprus for VAT/VIES purposes: YES NO

Please note that Cyprus registered companies which have trading activities within the European Union or holding companies which provide finance to their subsidiaries within the European Union (by way of example) may be required to register in Cyprus for VAT/VIES purposes pursuant to Cyprus VAT/VIES legislation implementing the EU's 8th VAT Directive.

11. AUDITORS

The Company's financial statements must be audited by auditors authorised by the Minister of Finance to conduct audits. ANDREAS NEOCLEOUS & CO LLC can effect an introduction to qualified auditors.

12. PLEASE SPECIFY ANY PARTICULAR REQUIREMENTS OR MATTERS WHICH SHOULD BE BROUGHT TO OUR ATTENTION AND WHICH ARE NOT COVERED ELSEWHERE IN THIS FORM

13. CONTACT PERSON

Please give full particulars of the contact person(s) to whom the incorporation documents and the invoice should be sent.

[a] Name: _____
Address: _____

Telephone: _____
Fax: _____
E-mail: _____

[b] Name: _____
Address: _____

Telephone: _____
Fax: _____
E-mail: _____

If more than two contact persons are proposed, please provide further details on a separate sheet of paper which should be affixed to this form.

14. MAINTENANCE AND MANAGEMENT OF THE COMPANY

If required ANDREAS NEOCLEOUS & CO LLC can provide, either directly or through our associated companies, full domiciliation services including:

- Registered office address
- Company secretary
- Directors
- Alternate directors
- Nominee shareholders
- Legal advice and assistance/trustee services

We can also provide full management services through our associated companies, including:

- Attending to bank account opening compliance procedures
- Operation of bank accounts (acting as signatories or liaising with the bank)
- Cashflow administration and management
- Arranging letters of credit
- Accounting services
- Preparing financial reports/statements
- Invoicing
- Income tax and VAT/VIES advice
- Communication services
- Marketing
- Feasibility studies
- All other related services

Please let us know if you require further details.

15. FEE SCHEDULE

1. Incorporation Fees

Formation fees and expenses, including legal fees, Registrar of Companies' fees (for an authorised share capital of up to €5,000) printing, translation into the English language, full set of company documentation, company rubber stamp and seal.

	standard incorporation procedure	€2,200 <input type="checkbox"/>
	accelerated incorporation procedure	€2,600 <input type="checkbox"/>

To include the following additional services: the filing of the unofficial English language version of the Memorandum and Articles of Association with the Registrar of Companies and arranging for a full set of incorporation certificates and the Company's Memorandum and Articles of Association to be legalised by an apostille.

€400

Please indicate your preference by placing a tick in the box next to the procedure required.

Further capital duty is payable if the company's share capital exceeds €5,000. Please contact us for details.

Please note that the incorporation fees do not include fees for the opening of a bank account. This service is provided and charged by our associated trust service company A. NEOCLEOUS TRUST COMPANY LIMITED.

2. Annual fees

2.1 The following domiciliation and representation services are charged individually.

Registered office	€300	<input type="checkbox"/>
Secretary	€300	<input type="checkbox"/>
Each nominee shareholder	€300	<input type="checkbox"/>
Each Cyprus-resident director	€450*	<input type="checkbox"/>
Legal retainer fee	€350	<input type="checkbox"/>
Fixed fee to include the provision of all the above domiciliation and representation services	€ 2,000	<input type="checkbox"/>

Please indicate your preference by placing a tick in the box next to the service(s) required.

*** Charges in relation to the provision of Cyprus-resident directors may vary depending on the qualifications and the expertise of each person.**

2.2 Legal corporate management and administration services, including banking, accounting, invoicing, communication and other related services are calculated on a time spent basis according to our firm's hourly charge-out rates:

1. lawyers	€180 to €350
2. administration staff and accountants	€60 to €130

Please note the following:

- The fee rates stated above are expressed in € (euro) and are subject to VAT, the rate of which is currently 15%.
- Travel and courier expenses, agents' fees, photocopying and international telecommunications, etc., are all charged in addition to the fees stated above.
- Both the incorporation fees and the fees for the provision of domiciliation and representation services are payable in advance.

16. DECLARATION

I/We hereby declare that the information supplied is true, and the schedule of fees specified is understood and accepted.

Date: _____

Full Name: _____

Signature: _____

APPENDIX A

In order to comply with due diligence and prevailing money laundering laws, ANDREAS NEOCLEOUS & CO LLC is obliged to ascertain the legal position of its clients and keep records of their identity. The following documentation should be provided to our firm in relation to the shareholders, beneficial owners, directors and bank account signatories:

For legal entities:

- i. Certificate of incorporation;
- ii. Memorandum and Articles of Association;
- iii. Certificate of registered office address;
- iv. Certificate of directors (and secretary if applicable);
- v. Certificate of shareholders;
- vi. Certificate of good standing;
- vii. Copies of share certificates;
- viii. Copies of declarations of trust in the case of split ownership;
- ix. Diagrammatic tree of the proposed structure all the way back to the ultimate beneficial owner (“UBO”) (being a natural person)*;
- x. Audited financial statements relating to the last financial year;
- xi. Bank reference letter (a specimen of which appears in Appendix B of this document);
- xii. Information as to who has the power to bind the company, (if anyone other than its directors) and under which conditions. It is essential that we receive such information.

For natural persons:

- i. Copy of valid passport;
- ii. Copy of recent utility bill (not older than 3 months old);
- iii. Bank or other professional reference in the form set out in Appendix 'B' of this document;
- iv. CV (a specimen of which appears in Appendix 'C' of this document).

Please provide us with copies of all share certificates and of declarations of trust showing the full and uninterrupted chain of ownership all the way back to the UBO. If there is more than one UBO, please provide due diligence for each of the UBOs.

All the above documents should be certified as true copies by a notary or a lawyer practising in the jurisdiction concerned.

***Please note that documentation will need to be provided in respect of each corporate entity and/ natural person in the chain.**

APPENDIX B**BANK REFERENCES**

In order to comply with due diligence and prevailing money laundering laws, each of the beneficial shareholders must provide a bank reference with the following or similar wording:

"We confirm that Mr/Mrs/Ms/Dr has held a properly conducted account with us for [] years and we consider him/her to be respectable, trustworthy and good for normal business engagements".

If the shareholder is a legal entity the bank reference must contain the following or similar wording:

"We hereby confirm that is well known to us and that its shareholders and directors have been known to us as clients for [] years. We consider them to be respectable, trustworthy and good for normal business engagements".

APPENDIX C
CURRICULUM VITAE

PERSONAL DETAILS

Name: _____

Residential address: _____

Nationality: _____

Date of birth: _____ Place of birth: _____

Marital status: _____

EDUCATION

Date	Name of establishment attended	Location
_____	_____	_____
_____	_____	_____
_____	_____	_____

QUALIFICATIONS

Date	Degree/diploma/other	Name of establishment	Location
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

WORK EXPERIENCE

Date From/To	Employer	Position held	Location
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

CYPRUS AND INTERNATIONAL OFFICES**CYPRUS****Limassol**

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