

PAPALLIS LLC

ANTONIS A. PAPALLIS & ASSOCIATES LLC

[FIRM PROFILE & OVERVIEW OF
CORPORATE SERVICES]

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I. INTEPRETATION

The following definitions and rules of interpretation apply in this proposal.

Definitions:

- i. **Firm:** Antonis A. Papallis & Associates LLC
- ii. **Services:** The Services provided by the Firm to the Client.
- iii. **Legal Counsels/Lawyer/Paralegal:** Employees of the Firm.
- iv. **Team:** The Firm's Team

II. APPROACH TO LEGAL SERVICES AND FIRM OVERVIEW.

The Firm was introduced back in 1986 by Mr Antonis Papallis who is the Head Partner leading a team of Lawyers and paralegals. The Firm was involved in partnerships however came back to its original formation in 2010. The Firm now employs five (5) Lawyers, two (2) paralegals, two (2) secretaries along with one (1) accountant for our in house Financial Department.

Our foundations are set on ethics both personal and professional. We give an exceptional level of attention to our clients, combining our extensive expertise with a commitment to offering an efficient and competitive service of the highest standard. At the heart of this commitment are talented individuals who share a passion for working with clients to deliver results while at the same time proud for their reputation as advocates with a flexible approach and 'get-the-job-done' attitude. We have introduced to our Firm the latest tech and we continually make upgrades so that our people find a simplified work environment and enjoy all resources to get the maximum out of every single case/matter. Our goal is to provide each individual client the highest standard and satisfaction based on an ongoing performance up to the point where we get the maximum.

The Firm has a great deal of experience with the Corporate area and Investment as various Clients have trusted our expertise and continue with our cooperation. Our services have been much appreciated to point that we had to create a separate team to handle such cases. This significant experience provides us the ability to provide competent and prompt legal Consultation to Clients. We believe that the more minds involved the better the result and we make use of this. Corporate law and in extension services, Here at Antonis A. Papallis & Associates LLC we are always up to date with any new laws and regulations, local or within the scope of the European Union and try to apply them for the best interest of our Clients.

Antonis A. Papallis & Associates LLC is a member of LawLink, a global Law Firms Club. Our participation in LawLink makes us able to provide services to our Clients through our Partners in a Global scale.

III. SPECIFIC ANALYSIS FOR THE PROVISION CORPORATE SERVICES

In order to meet the needs of its clients, the Firm has set up efficient and dedicated Corporate Services Team. The lawyers involved have the experience which provides the capacity, the knowledge and the skills necessary to provide prompt and fulfilling results.

Our Services cover everything, including:

- i. Draft of Legal Documents i.e Contracts of Sale, Agreements.
- ii. Trusts
- iii. Escrow
- iv. Legal Consultation on any matter.
- v. Proven ability to proactively solve legal issues prior to reaching the litigation stage.
- vi. Court Proceedings.
- vii. Court Representation.
- viii. Enforcement of Judgment procedures.
- ix. Corporate Services which include
 - Formation of Company
 - Redomiciliation of Companies
 - Representation
 - Management & Administration
 - Bank Account opening

It is important to us not to just work for the client but work with the client. In this way the client becomes part of the process. Our professional staff will keep

you informed every step of the way through any of the above matters and suggest a variety of suitable options to tackle it.

We have the capacity and the capability to arrange personal and/or video conferences in order to provide analysis of our Client's ongoing matters. We of course encourage our clients to arrange and attend such meetings.

Our Team is always ready to provide the clients with any updates instantly. Email, telephone calls and any other forms of communication are of course dealt with and answered within the day.

The Firm's structure allows it to deal with a great workload and leave each client satisfied. The division of the Firm into collaborative teams splits the workload and with a proper supervision of the Firm's Head Partner and the teams' leaders, every single client is dealt with priority. New clients will enjoy the dedication of our Team.

With the appointment of our Firm as the Client's legal representatives, our Team will arrange an introductory meeting with the Client and set up a working scheme based on the Client's needs and requests. This working scheme will be the basis of our cooperation and will of course be subject to modifications depending on the caseload, the Client's instructions and our remarks and recommendations.

A. CORPORATE SERVICES ANALYSIS

I. Why Cyprus?

In a globalized economy where multinational companies are pressed to maintain and increase quality while cutting costs to meet increasingly higher client expectations, Cyprus provides a complete value proposition. Cyprus has a comprehensive, modern and forward-looking legal and regulatory framework based on English Common Law principles. The country's legal framework is widely recognized as a

business-friendly and effective system that allows for reliable and transparent business practices.

Corporate Law is constantly developing and modernizing in order to keep the country's legal framework in harmony with the overall investment environment.

Naturally, being a European Union member state Cyprus' legal framework is aligned with EU laws and regulations (Acquis Communautaire).

All companies are subject to a uniform **tax rate of 12.5%, the lowest corporate tax rate in the European Union.**

Moreover, various tax exemptions apply for corporate tax such as:

- exemptions in respect of dividends received from other companies
- Double taxation treaties including South Africa, U.S.A, Russia, Poland, China and others.
- No withholding taxes on outbound payments to non-residents
- Basis of taxation: 'Management and Control'
- exemption in respect of interest income under special conditions
- favourable tax treatment of losses
- no tax on profits earned from permanent establishments abroad under certain conditions
- no tax on capital gains derived from the disposal of securities
- no tax on profits from company reorganisations
- tax relief of foreign tax paid
- tax exemption on Foreign Exchange gains or losses

We will be happy to get you in touch with one of our affiliate Accounting Firms.

II. Establishing a Company

In order to enhance foreign investment intensity, the Foreign Direct Investment policy has been liberalized for both EU and non-EU nationals. Subsequently, administrative procedures have been simplified and no limitations apply in most sectors of the economy, as per the minimum level of investment and the foreigners/ participation percentage.

International companies may invest and establish business in Cyprus on equal terms with local investors .Furthermore, Cyprus offers one of the lowest set up and operating costs within the EU. Our Firm is always ready to set up and establish your Company.

III. Our administration and secretarial department is trained to provide our clients with the following high-standard corporate services:

- Provision of corporate or individual director(s);
- Provision of secretary;
- Provision of corporate or individual nominee shareholder(s) under trust agreement;
- Provision of registered office;
- Administration

Provision of director(s):

We can provide our clients with either a corporate body or a physical person (or both) to act as director. Depending on whether the client wishes to be part of the director structure, either one or more Cypriot directors must be incorporated.

Provision of secretary:

Our Firm can also provide our clients with a corporate or individual secretary. The secretary of the company is always an experienced member of our firm. We will handle all secretarial matters including convening and attending board and shareholder meetings, keeping minutes of meetings, maintaining statutory books and registers, issuing of shares and share certificates and ensuring ongoing compliance.

Registered Office:

The law provides that the registered office of a Cyprus company has to be situated in Cyprus. Our Firm can provide a registered office for the delivery of mail and other documents. All received documentation can either be forwarded to the beneficial owner or kept in the company's file for personal collection. This service is ideal for the overseas client who does not have a physical presence in the Republic of Cyprus. It is also perfect for local professional firms which, for strategic reasons, may not wish to have client companies located at their premises.

Provision of nominee shareholder(s):

We are also able to act as nominees on behalf of the beneficial owner of a company by holding shares of a company in trust. We can appoint either a corporate body or a physical person. As nominees, we manage the company with the approval and consent of the beneficial owner.

When holding the shares in trust on behalf of the beneficial owner, we guarantee, at the same time, the highest possible level of confidentiality. We treat all information provided by the beneficial owner as strictly confidential.

By appointing as nominee shareholders under a trust agreement the disclosure of any information about the beneficial owner to any

governmental institution, including the Registrar of Companies is avoided however due to strict Due Diligence Regulations for the prevention of Money Laundering and other illegal transactions there is an obligation to disclose the ultimate beneficial owner of the shares if asked by the authorities.

The personal details of the beneficial owner are also, required for the opening of an account with a Bank operating in Cyprus..

Administration

We provide a complete range of corporate administration services including the opening and monitoring of bank accounts in Cyprus and abroad, the handling of corporate compliance matters, legalization of documents, Preparing and arranging for certifications (notarisations) and legalization (apostille) of various documents within a short timeframe (one to two working days maximum), Maintaining the statutory records and registers of the company, Preparing and filing with the Registrar of Companies any necessary forms to notify the Registrar for any changes in the company structure, Arranging for the issuing of various certificates from the Registrar of Companies, Conducting full company searches at the Registrar of Companies reviewing of contracts, powers of attorney and coordinating and outsourcing legal, as well as accounting, audit, and tax work in cooperation with affiliate Accounting Firms.

Our Firm focuses on two main concerns:

- First, to ensure that our clients' companies are in compliance with the current legislation. Our team ensures that company's records are maintained and that all statutory documents are completed, signed and filed in a timely manner.

- Second, to ensure that our clients' internal targets are met. Clients run on a tight schedule and can, sometimes, have high demands. We are here to ensure that all these demands are fully met. A deadline for the client is a deadline for us.

IV. COMPANY TAXATION

1. A company is tax resident of Cyprus if the management and control of the company is exercised in or from Cyprus. Management and control is taken to mean the 'effective management' of the company. As such, as a very minimum it is recommended that all important decisions regarding the Company are taken in Cyprus and that all Board meetings take place in Cyprus. To this end, all, or at least the majority of, the Board of Directors should be considered to be Cyprus residents.

2. Cyprus tax resident companies are subject to tax on their worldwide income. The corporate income tax rate is 12.5% and is imposed on the annual taxable profit. This taxable profit is arrived at after deduction of business related expenses and other relevant tax adjustments. Certain types of income are tax exempt (e.g. dividends from overseas under easy to meet conditions and profit from sale of shares). Double tax relief for foreign tax suffered is available by way of credit against Cyprus tax resulting from the same income.

V. COMPANY ANNUAL REQUIRMENTS

1. Annual Returns: The Annual Returns must be submitted once a year. This should be done within fifteen months from the previous Annual Return, without disregarding the calendar year.

2. Audited Accounts: The audited accounts of a Cyprus Company must be submitted to the Cyprus Registrar of Companies on the 31st of December following the tax year audited, by submitting form HE32.

3. Tax Returns: Annual income tax returns based on audited accounts. Also, a number of other tax forms and tax related documents need to be submitted accordingly.

4. No need for Directors to keep Financial Records.

5. Government Levy: €350.00

In General

It is clearly visible that the creation of a Company in Cyprus will benefit a business more than anywhere else in Europe. The incentives for managing business through Cyprus are such that with the right moves success is at your grasp.

In addition to the above services our Firm offers a private bailiff for quicker service of documents. Moreover our Financial Department which is in direct collaboration with our Team offers paralegal services in engaging in the caseload and minimizing expenses.

Our number of staff allows us to provide the Client with a dedicated Team available to support anytime, anyplace.

The Firm's philosophy revolves around Integrity, passion and engagement, problem solving and practical judgment. These fuel us to perform to our best.

IV. THE TEAM

1. Mr Antonis A. Papallis

Graduate of the University of Athens, Mr Papallis is the founder of the Firm and the Head Partner. With more than 30 years of extensive experience Mr Papallis controls and guides the Firm into success. He is an active litigation lawyer with Court representations for our Clients. As the Head Partner he directs the Firm's teams along with the Senior Lawyers who act as Team leaders. In addition to the above Mr Papallis enjoyed a three (3) year Term as President of the Famagusta Bar Association and was a member of the Cyprus Bar Association. He is highly respected with a lot of connections in the Legal and Business world.

2. Mrs Elli D. Economou

Graduate of, L'Université de Lyon Elli is a Senior lawyer within the Firm and Head of the Team. Elli successfully represents and directs clients within the Firm's specialized Unit. She has a thorough knowledge of Citizenship Acquisition Regulations as well as Conveyancing. As a Senior lawyer Elli will be in direct contact with the Client providing any updates and monitoring the Client's caseload. Elli has the ability to explain in detail complex legal issues and ensures that clients have a clear understanding on the process of each case. She guides her team with success and likes to work with clients for the best possible outcome.

3. Mrs Mary Koushapa

Mrs Koushapa graduated from the National and Kapodistrian University of Athens and she is a Senior lawyer at the Firm. Mary is the Head of the Corporate Team. Mary is specialized in Company and Contract Law on drafting Agreements and various Contracts as well as providing legal analysis and consultation of subsequent Contracts. She is familiar with the

Cyprus Law as well as the legal needs of Clients to buy Real Property and acquire the Cypriot Citizenship. Mary also specializes on Insolvency matters. Her experience allows her to set a Strategic Planning for each individual Client.

4. Mr Andreas Papallis

Andreas is an LLB (Hons) and an LLM Commercial Law (Hons) graduate of the University of Derby. He has an advisory role in the Corporate Team which is crucial as he specializes in research techniques and reports. Elective University modules such as Corporate law, Conveyancing, Private Acquisitions and Contract Law give him extensive knowledge on advising on such subjects, which is utilized for the clients best interests. In addition to the above Andreas' participation in the Legal Practice Course (LPC) provided him with advanced skills in advocacy, negotiating, interviewing, writing, drafting, and research.

5. Mr Constantinos Papallis

Graduate of the University of Derby in the UK, Constantinos is a vital member of the Team. He is efficient with clients and easily adapts to the nature of each case and tries to use new tactics and approach to the best possible result for the Firm's Clients.

Our Team is a mixture of experience, knowledge and certainly ambition. We are passionate about our practice and we constantly develop. We are always ready to meet new challenges. This is why we became lawyers! We do not know everything but we enhance our knowledge daily! We are ready to meet the necessities of any workload and we will do it professionally with integrity and passion. We are aware of our capabilities and we will meet your needs!

V. CONFLICT OF INTEREST

We know of no current or potential conflicts of interest that would prevent us from providing legal services to the Client.

As it was stated above our Firm already represented many Clients in relation to Conveyancing, Investment, Citizenship & Permanent Residency Acquisition with no Conflict of Interest whatsoever.

Our professional ethics oblige us to notify the Client if and when a Conflict of Interest arises and shall be handled appropriately by our Firm.

VI. FEES FOR LEGAL SERVICES

Antonis A. Papallis & Associates LLC fees are charged and payable according to the Statutory Scale of Court and Lawyers Fees Regulations as published by the Supreme Court and set by the by the Legislative Regulations.

With relation to Corporate Services our Firm charges as following.

ESTABLISHING A CYPRUS COMPANY

1. Company with a Share Capital of €1.000.: We charge €1.500 +VAT for the creation and registration of the Company.
2. Company with a Share Capital of €10.000.: We charge €2.000 +VAT for the creation and registration of the Company.
3. Company with a Share Capital of €100.000.: We charge €3.000 +VAT for the creation and registration of the Company

ADMINISTRATION OF COMPANIES & FIDUCIARY SERVICES
(Covering Director, Secretary and Registered Office)

1. Company with a Share Capital of €1.000: We charge for Services €2.500 + VAT + €350.00 levy paid to the Government .
2. Company with a Share Capital of €10.000: We charge for Services €4.000 + VAT + €350.00 levy paid to the Government .
3. Company with a Share Capital of €100.000: We charge for Services €6.000 + VAT + €350.00 levy paid to the Government.

Please note that the above figures for the Establishment of the Company and the Administration are standard. In the case of cooperation, our Firm's indemnification will be discussed and agreed in our Engagement/Retainer Letter depending on the workload.

