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■Your turn key LUXEMBOURG Company.

●Advent UK creates your Company in Luxembourg, for you wherever you are resident.

●**COUNTRY: Luxembourg.**

●**Luxembourg Holding Company.** The term 'offshore' is not used in Luxembourg legislation or in describing company forms

●1929 Holding Company

CAPITAL (minimum) : € 31,000

INCORPORATION costs : € 10,000

ANNUAL FEES (due in advance): € 5,000

●1990 Soparfi Company

CAPITAL (minimum) : € 31,000

INCORPORATION costs : € 10,000

ANNUAL FEES (due in advance): € 5,000

●Trading Company

CAPITAL (minimum) : € 31,000

INCORPORATION costs : € 10,000

ANNUAL FEES (due in advance): € 5,000

ANNUAL COORDINATION FEES (€ 2500 per director)

ANNUAL SHAREHOLDERS FEES (€ 2500/shareholder)

The fees relating to services that are not mentioned on this price list are available on demand.

SOME LEGAL EXPLANATIONS:

●**Luxembourg Holding Company.** The term 'offshore' is not used in Luxembourg legislation or in describing company forms.

●**Legal form:** The Luxembourg Holding 1929 Company and 'Soparfi' (Societe a Participation Financiere) are the forms, which permit 'offshore' activity in Luxembourg. However, they are not separate legal forms as such, and employ one of the above forms, either SA, SARL or Societe en Commandite par Actions, as a legal base. There are two types of Holding status in Luxembourg: - the 1929-type holding - its activities are restricted to the holding of shares and certain other financial instruments and the company may not invest in commodities or futures, or carry out any sort of commercial or industrial activities;

- the SOPARFI type holding, sometimes called as 'mixed holding' - SOPARFI may carry out normal industrial and commercial activities and It benefits from an exemption of taxation on dividends and capital gains on share transfers, provided certain requirements are met.

●**Abolition of Holdings 1929 in Luxembourg:** The European Commission has announced on 19/7/2006 that the Holding 1929 regime was to be cancelled by the end of 2010. The Luxembourg government stays confident in its legislation and has taken this opportunity to announce that the new fiscal regime for private asset management was to be launched in the next couple of months; the Luxembourg will stay attractive for private finance, which is important for Luxembourg.

SOME LEGAL EXPLANATIONS:

●**Name of the company:** Name can be in any language using the Latin alphabet. The Public Registry may request a French or German translation if a foreign language is used. Name Restrictions: Any name that is similar or identical to an existing name; Any name of a major international corporation, where written consent to incorporate is not available; Any name which in the opinion of the Trade Registry is undesirable or offensive. There are no other specific rules regarding name restrictions. However it is normal practice for the Trade Registry to refuse names that are associated with the banking and insurance industries and any name that would suggest Government patronage. Names requiring Consent or a License: French and German names for Bank, Buildings Society, Savings, Insurance, Assurance, Re-Insurance, Fund Management, Investment Fund, Council, Municipal, Co-operative or the foreign language equivalent.

●**Memorandum and Articles of Association:** The Articles of Incorporation (The Acte de Constitution), must be prepared in the form of a deed. This deed should include: The name of the person(s) wishing to form the corporate entity; The address of the Registered Office; The amount and currency of the authorized and issued share capital; Type of shares and classes; Amount of capital paid up; Voting rights and shares; Names, addresses and nationalities for the proposed directors and auditors. A Certificate of Name Acceptability issued by the Trade Register is required, together with a Certificate of Blockage produced by the proposed company's Luxembourg bankers confirming that the paid capital has been deposited with them. These documents and information must be presented before a Notary Public by the proposed company's appointed representative. After notarization, the Notary Public lodges the Articles of Incorporation and By-Laws with the Department of Registration and Trade Register. The Articles of Incorporation are then published in the Official Gazette.

●**Shareholders:** A minimum of two shareholders is required for SA and one for SARL types of company. Details of the shareholders appear on the public file. Bearer shares are allowed, however, if bearer shares to be issued then the full amount of the authorized capital must be paid up on incorporation. If anonymity is required it is advisable to use nominee shareholders.

●**The minimum share capital:** The minimum authorized share capital for SA type of company is 31,000 Euro of which at least 25% must be paid up at the incorporation and for SARL type of company it is 12,500 Euro which has to be fully paid-in upon subscription.

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