

BUSINESS INCORPORATION

International companies may set up companies in the Republic of Cyprus on the same terms as domestic companies. The administrative procedures for setting up a company have been simplified, reflecting the importance given to the transformation of Cyprus into an international business center.

Local and foreign investors may establish any of the following legal entities or businesses in the Republic of Cyprus:

- Companies (private or public);
- European Company (SE);
- Branch of overseas companies.
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Companies

The Companies Law (as amended) provides for two categories of companies:

A Private Company: requiring one or more founding members, is limited to 50 shareholders, but cannot offer shares for public submission nor does it have the right to transfer shares.

A Public Company: requiring minimum of seven members and its main feature is the power to extend an invitation to the public to subscribe to its shares.

The following documents must be submitted:

- Declaration form (HE1);
- Form concerning the registered office address (HE2);
- Details regarding the directors and secretary (HE3);
- Original Memorandum and Articles of Association;

Redomiciliation of registered office

Companies registered in any country can transfer their registered office in the Republic of Cyprus, provided that the legislation of the country of origin allows for such transfer. Also, the Articles of Association of the company must provide for the continuation of the company under the legal status of another approved country or jurisdiction.

The following documents must be submitted:

- Application of foreign company (ME1);
- Affidavit statement by authorised representative form (MEA);

European Company

The registration of a European Company is in line with the Council Regulation (EC) No. 2157/2001. The main objective is to allow companies incorporated in different member states to merge or form a holding company or joint subsidiary, while avoiding the legal and practical constraints from the existence of different legal systems.

In the case of incorporation of a European public limited-liability company (Societas Europaea or SE) by merger the following documents must be submitted:

- Form of Incorporating European Company SE by merger (ED1);
- Charter of Statute or Memorandum and articles of association of the European Company SE;
- Copy of the Court's order certifying that the provisions of the article 26 of the EC 2157 /2001 have been met;

In case of incorporation of a holding European Company SE:

- Form of Incorporating European Company Holding SE (ED2); along with
- Charter of Statute or Memorandum and articles of association of the European Company SE;

- Written report by independent experts according to article 32(4) of the EC 2157/2001;
- Copy of the resolution approving the incorporation scheme of the holding SE of article 32(6);
- Form of Incorporating a company or European Company SE that promotes the formation of a holding SE (ED2II) along with a copy of the scheme or terms of incorporation;
- Form for notification that the requirements for the incorporation of a holding company SE by local company or SE are met ED2II);

In case of incorporation of a subsidiary European Company SE:

- Form of Incorporating European Company Subsidiary (ED3);
- Charter of Statute or Memorandum and articles of association of the European Company SE;

Branch of Overseas Companies

A branch of overseas companies does not constitute a legal entity different to that of its founding company.

Overseas companies registered abroad may establish a branch in Cyprus, provided that they file with the Registrar of Companies and Official Receiver within 30 days of such establishment. Notably, the branch must have the same name as the parent company.

The following documents, officially translated into Greek language, must be submitted:

- List of submitted documents by a foreign company (AE1);
- List of directors and secretary of a foreign company (AE2);
- Data of the foreign company's authorised representatives residing in the Republic of Cyprus (AE3);
- A written statement signed by the authorized person showing: (1) the name and the legal status of the company, (2) the registration number, (3) the registered

office, (4) the place of business In Cyprus, (5) the objects for which the company is established, (6) the issued and nominal share capital;

- A certified copy of the parent company's charter or statutes or memorandum and articles of association in an official language of the Republic of Cyprus (with official translation in the Greek or English language in a different case). The certification should be made: (1) by a Government official to whose custody the original is committed, (2) by a notary Public, (3) by a company's officer before a person with authority administered under oath;