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FORMATION OF EXEMPTED COMPANIES
IN BERMUDA

INCORPORATION OF A BERMUDA EXEMPTED COMPANY

1. Exempted Company

An exempted or international business company is a company which is "exempted" from the requirements of the Companies Act, 1981 of Bermuda, regarding local companies. In particular, an exempted company may be 100% foreign owned.

2. Incorporation

It is necessary to make an application to the Bermuda Monetary Authority for permission to incorporate the exempted company and to submit:

- (i) a note of the chain of ownership should there be an intermediary or nominee holding shares; and
- (ii) a Personal Declaration Form for each of the proposed Non-Bermudian beneficial owners (direct, intermediate and ultimate) who proposes to have an equity interest of 5% or more in the company. In respect of partnerships, a Declaration is to be completed by the general partner(s), where the general partner is an individual.

If the ultimate beneficial owner is:

- (iii) a public company, then only an Annual Report is required; or
- (iv) a private company, then the most recent audited financial statements, or if unaudited then the unaudited financial statements (with a written explanation for the non-audit) must be produced together with a Personal Declaration Form on each of the Shareholders of the private company holding 5% or more of the shares in that company.

All documents submitted to the Bermuda Monetary Authority in connection with the application for consent to incorporate, are required by statute to be kept confidential, subject to some very limited exceptions.

Attached is our memorandum on Bermuda Monetary Authority Guidelines.

Incorporation takes place by registration, except in particular circumstances, and normally takes five to seven days from receipt of all required information at these offices.

3. Taxation

In Bermuda, there are no taxes on profits, income or dividends nor is there any capital gains tax, withholding tax, estate tax or death duty. Profits can be accumulated and it is not obligatory to pay dividends.

Whilst there are no taxes on corporate income, investment income derived from sources abroad may be subject to a withholding tax at source. The banks, however, offer internationally competitive rates for foreign currency deposits and, of course, the interest generated from these deposits is, from the Bermuda standpoint, entirely free of tax.

The Company, being an exempted company, will be entitled to apply for (and invariably will obtain) an undertaking from the Government that, in the event of direct taxation being imposed in Bermuda (e.g. corporate tax, dividend tax), the company will be exempt from such taxes until the year 2016. This period is extended from time to time.

As of April 1, 1990, stamp duty was eradicated on transactions involving exempted companies and non-residents.

4. Foreign Exchange Control

All exempted companies, with a few exceptions, will be designated by the Bermuda Monetary Authority (Foreign Exchange Control) as "non-resident" which means that the company will be free to deal in any currency of its choosing, other than resident Bermuda dollars, and will, in effect, be completely free from all Exchange Control regulations.

5. Capital Structure

The Companies Act, 1981, as amended (the "Companies Act") provides that a company must have at least a minimum capital of US\$12,000 (or its equivalent in another foreign currency) and that all shares should have a par value. A company limited by shares may issue common shares or any other type of shares including preference shares. The designation of "preference" was applied to all those shares that had attached to them preferences or rights over common shares.

The Companies Act permits a company, if authorised by a general meeting and by its by-laws, to divide its shares into special classes and attach thereto any preferential, deferred, qualified or special rights, privileges or conditions.

The proportion of the share capital of the corporation which is to consist of common shares will depend on the proposed method of financing the company.

The minimum share capital of US\$12,000 (or its equivalent in another foreign currency) must be subscribed, but there is no requirement that this capital be actually paid up. Where the shares are held by a nominee company, it is usually a stipulated requirement of that nominee that the capital be paid up, for the avoidance of any further contingent liability on its part. This capital may be used for business purposes of the company, including the settlement of incorporation costs and subsequent administration fees.

6. Financial Statements/Audits

Bermuda companies are required to have audited financial statements approved by the shareholders at the annual general meeting of the Company.

Such audited statements can be waived under the Companies Act if all the shareholders and directors agree to such a waiver.

7. **Corporate Administration Services**

This firm arranges for corporate services to be provided by Richmond Corporate Services Ltd. ("RCSL"), a service company affiliated with the law firm. Under the Corporate Services Agreement entered into between the company and RCSL, the parties agree that RCSL will provide the following services:

- (i) Bermuda resident directors (if required);
- (ii) Company Secretary (to maintain the corporate records of the client company);
- (iii) Maintaining the Minute Book, Share Register and Register of Directors & Officers;
- (iv) Providing Registered Office facilities for the client company;
- (v) Liaising with Government Departments with respect to annual filings and any changes to the constitutional documents of the company;
- (vi) Liaising with Banks and other service providers such as accountants and auditors.

These corporate administrative services are provided to clients in consideration of the payment of an annual administration fee. Further details on the fee is set out in the Schedule of Fees further on in this booklet.

Included in the bundle of services provided by RCSL is the maintaining of the Share Register and Register of Directors and Officers both of which are deemed to be public documents that are open to inspection by members of the public during normal office hours.

Under the Companies Act, a Bermuda exempted company is required to maintain at its Registered Office in Bermuda, records of its financial affairs so as to show a true accounting in each and every financial year. It is also required that the Bye-laws of the Company make provision for an annual audit. Audited accounts need not be filed with any Government authority and such accounts are not deemed to be public documents.

In the case of an ordinary exempted company, the minimum annual corporate administration fee for the provision of corporate administrative services (as discussed above) including liaising with Government Departments, is US\$3,622.50. This is a minimum fee which is payable annually in advance and RCSL reserves the right to bill the client company for any amounts in excess of the minimum.

A copy of the Standard Corporate Services Agreement covering the provision of corporate administration services can be provided upon request.

8. **Resident Bermuda Directors/Resident Representative**

The Companies Act of Bermuda requires that there be a minimum of two representatives of the company who are ordinarily resident in Bermuda. This requirement may be satisfied by the company having either of the following combinations of people resident in Bermuda.

- i) have a minimum of two directors, other than alternate directors, ordinarily resident in Bermuda; or
- ii) have a secretary who is ordinarily resident in Bermuda and a director, other than an alternate director, who is ordinarily resident in Bermuda; or
- iii) have a secretary who is ordinarily resident in Bermuda and a resident representative; or
- iv) in the case of a company the shares of which are listed on an appointed stock exchange, have a resident representative.

If the client company desires one or more Bermuda resident directors to be provided by RCSL to serve on its Board of Directors, RCSL requires that the client company have an annual audit. Otherwise, RCSL can provide a resident representative.

A resident representative is entitled to attend, to be heard at, and to receive minutes of all proceedings of all meetings of the directors and members of the company and act as agent for service of process in Bermuda.

The Resident Representative also has certain obligations to report material breaches by a company of provisions of the Companies Act or regulations made thereunder or any issue or Transfer of Shares of the company effected in contravention of any statute.

9. Nominee Services

Bermuda law permits the shares of a proposed exempted company to be held by a nominee. The nominee company available to clients is International Finance Ltd., a company owned by the partners of the law firm. This nominee facility will preclude a member of the public from determining who is the beneficial owner of the client company. If nominee services are required, the parties enter into a Nominee Agreement that sets out the terms and conditions underlying the nominee relationship. Also, the beneficial owner obtains from the nominee a Declaration of Trust together with a share transfer form (executed in blank).

If nominee services are required the minimum share capital must be paid up in full.

The annual fee payable for nominee services is US\$500.

10. Government Fees

The company will pay upon incorporation and annually thereafter a minimum Government fee based upon its assessable capital. Assessable capital is the total of the company's authorized share capital and the amount, if any, standing to the credit of the company's share premium account.

If incorporation takes place on or after 1st September in any year, then only half of this fee is payable. Thus, assuming a minimum assessable capital of US\$12,000 the Government fee is, currently, US\$1,780 or, as the case may be, US\$890. The complete scale of Government Fees is found in further on in this booklet.

11. **Payroll Tax**

Exempted companies that have a physical presence in Bermuda are liable to pay a Payroll Tax charged in respect of each employee on account of employment services performed wholly or mainly in Bermuda. The Payroll Tax is payable once per calendar quarter on or before the fifteenth day of the month immediately following each quarter. The tax is calculated on actual remuneration up to a maximum of \$56,250 per calendar quarter.

The Payroll Tax rate is 12.75 per cent. The employer may deduct from the employee's remuneration each pay-day 4.75 per cent of the employee's actual remuneration up to a maximum remuneration of \$56,250.

12. **Restrictions**

Bermuda exempted companies are prohibited from carrying on business in Bermuda or holding real property in Bermuda without Government approval. They may only carry on business from Bermuda, which means carrying on business internationally and includes carrying on business with other Bermuda exempted entities.

13. **Company Formation Questionnaire**

In order to commence the incorporation of a Bermuda exempted company, the client must complete the Company Formation Questionnaire, a copy of which is attached. This document must be sent back to the law firm so that steps can be taken to commence the incorporation process. Wire Transfer instructions are attached to the Company Formation Questionnaire.

BERMUDA MONETARY AUTHORITY GUIDELINES

Ownership

The Bermuda Monetary Authority ("BMA") carefully scrutinizes the ownership of Bermuda companies and partnerships and has to be satisfied that the persons who wish to form companies and partnerships are persons of integrity and good financial standing. Any information provided to the BMA is treated in the strictest of confidence.

The BMA looks through the corporate veil to the ultimate owners. Set out below is the information which is usually required. The BMA has the right to request further information at its discretion.

1. Where an ultimate beneficial owner is an **individual**:-
 - (a) the name, address, nationality, occupation, date of birth, number and class of shares and percentage of voting rights of the person; and
 - (b) a Personal Declaration Form for each of the proposed Non-Bermudian beneficial owners (direct, intermediate and ultimate) who propose to have an equity interest of 5% or more in the Company. In respect of Partnerships, a Declaration is to be completed by the general partner(s), where the general partner is an individual.

N.B. Where an insurance company is being formed with individuals as the beneficial owners each individual must also provide a statement of net worth.

2. Where an ultimate beneficial owner is a **publicly quoted company**:-
 - (a) the latest Annual Report to shareholders.
3. Where an ultimate beneficial owner is a **private company**:-
 - (a) a copy of the latest financial statements of the private company (audited preferable);
 - (b) a complete list of shareholders giving names, addresses, nationalities, occupations and percentages of ownership;
 - (c) a Personal Declaration on each shareholder as described in 1(b) above.
4. Where an ultimate beneficial owner is a **trust**:-
 - (a) the name of the trust and the country in which it was created;
 - (b) the name and nationality of the Settlor (creator);
 - (c) the name(s) of the Trustee(s);
 - (d) the names, addresses, nationalities and occupations (if any) of the Beneficiaries;

Personal Declarations as described in 1(b) above on the Beneficiaries (if these are minors then Personal Declarations by their parents).

5. Where an ultimate beneficial owner is a **partnership**:-
 - (a) full details (including names, addresses, nationalities, and occupations) on the partners, both limited and general;
 - (b) financial statements on the partnership;
 - (c) Personal Declarations as described in 1(b) above on the general partner(s).

6. Where an ultimate beneficial owner is a **Non-profit Association**:-
 - (a) financial statements on the Association;
 - (b) a list of the members of the Association;
 - (c) a copy of the Constitution and Bye-Laws of the Association.

PERSONAL DECLARATION

Name of Entity in connection with which this declaration is being completed:			
Surname:			
Complete forename(s):			
Known by other name(s):			
Any previous name(s):			
Name of Spouse:			
Residential Address: (P.O. Box <u>not</u> acceptable)			
Country of Citizenship		Passport No:	
	Date & Place of issue:		
Date of Birth:	Day:	Month:	Year: Gender:
Place of Birth:	City:	Country:	
Occupation:			
Present Employer:			

1. A separate declaration must be completed and signed by each individual proposing to have a beneficial interest of 5% or more in a company to be registered. In respect of partnerships, a declaration is to be completed by the general partner(s), where the general partner is an individual.

2. Questions 1 - 6 must be completed by each individual proposing to have a beneficial interest of 5% or more in a company to be registered. In respect of partnerships, a declaration is to be completed by the general partner(s), where the general partner is an individual.

IF THE ANSWER TO ANY OF THE FOLLOWING QUESTIONS IS YES PLEASE PROVIDE DETAILS IN WRITING IN RESPECT OF THAT ANSWER.

- | | | Yes | No |
|----|--|--------------------------|--------------------------|
| 1. | Do you have any interest in any company or partnership registered or formed in Bermuda? | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. | Have you ever been refused consent to register a company or form a partnership in Bermuda? | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. | Are you or have you ever been an undischarged bankrupt? | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. | Have you ever been convicted of a criminal offence involving fraud or dishonesty? | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. | Has fraud or dishonesty been proven against you in any civil proceedings? | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. | Have you ever been the subject of a judicial or other official enquiry? | <input type="checkbox"/> | <input type="checkbox"/> |

Questions 7 - 10 must be completed where the entity proposed to be registered or formed is to carry on investment business or is a collective investment scheme.

- | | | Yes | No |
|-----|--|--------------------------|--------------------------|
| 7. | Have you or any entity that you have been associated with, ever been refused or had revoked a licence, permit or other authorisation to provide investment business to the public in any jurisdiction? | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. | Are you a member in good standing of a self regulatory organisation? | <input type="checkbox"/> | <input type="checkbox"/> |
| 8a. | If yes, name the organisation(s): | | |
| 9. | Have you ever been the subject of investigation, proceeding or other enquiry by a self regulatory organisation of which you are or were a member? | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. | Have you or any entity that you have been associated with, ever been refused or had revoked a licence, permit or other authorisation to conduct investment business in any jurisdiction? | <input type="checkbox"/> | <input type="checkbox"/> |

I hereby certify that the information in this Declaration is true to the best of my information, knowledge and belief.

Signed: _____

Date: _____

DUE DILIGENCE QUESTIONNAIRE

(Related to Conducting Business in or from Bermuda)

1. Shareholder/Applicant's Name:
2. Occupation:
3. Passport No. & Place of Issue (Passport or Photo I.D. to be attached):
4. Employer:
5. Address of Employer:
6. Home Address:
7. If Owner - Name of Business (Outside of Bermuda)
8. Position in Business:
9. Address of Business (outside of Bermuda):
10. Name of Banker (Outside of Bermuda):
11. Address of Banker:
12. Source of Funds (coming into Bermuda):
13. Referring Party (name of entity or person referring applicant to Bermuda):
14. Have you (the applicant) been involved in any of the following:
 - (a) criminal proceedings;
 - (b) bankruptcy proceedings;
 - (c) licensing revocation proceedings.
15. Details of Proceedings in Clause 14:
16. Board Positions held:
17. Memberships in Licensing Associations:

**SCHEDULE OF FEES AND EXPENSES FOR THE INCORPORATION
AND CORPORATE ADMINISTRATION OF
AN ORDINARY EXEMPTED COMPANY**

Lynda Milligan-Whyte & Associates, provides legal services in relation to the incorporation of a Bermuda company. Richmond Corporate Services Ltd., an affiliate of the said firm, provides corporate administration services after the company has been incorporated.

		BD\$
A.	INCORPORATION FEES AND EXPENSES:	
1.	Lynda Milligan-Whyte & Associates professional fee for Incorporation only (<i>minimum fee</i>):	\$3,500.00* ¹
2.	Corporate equipment (<i>approximately</i>):	\$350.00
3.	Minimum annual Government fee based upon \$12,000 capital. This fee is calculated on a graduated scale applied to the company's assessable capital. Where incorporation takes place on or after 1st September in any year, then only half of this fee is payable for that year:	\$1,780.00 * ²
4.	Application fee for a permit to incorporate:	\$226.00
5.	Filing fee for Memorandum of Association:	\$67.00
6.	Application fee for Tax Exemption Undertaking	<u>\$139.00</u>
		\$6,062.00

Additional expenses may be incurred in respect of courier service, faxes, long distance telephone calls, etc.

A minimum initial retainer of \$6,062.00 is required to incorporate an ordinary exempted company. The retainer will be larger if the firm anticipates that the costs (professional fee and expenses) will exceed the minimum initial retainer. Further retainers may be required during the course of the engagement.

B. PROFESSIONAL FEES:

Additional fees for time spent in relation to drafting offering documents or constituent documents etc. need to be discussed on a case by case basis.

Where Lynda Milligan-Whyte & Associates provides legal services to a company, the costs thereof are invoiced separately. Attorney's fees will be charged at rates ranging between \$300 and \$500 per hour.

C. ANNUAL ADMINISTRATION FEES & EXPENSES:

- | | | |
|----|--|---------------------------------|
| 1. | Richmond Corporate Services Ltd.'s annual fee for the provision of a registered office, directors, resident representative and/or secretarial services (minimum subject to amount of work involved) Is payable annually: | \$3,622.50 ^{*3} |
| 2. | Annual Government fee - payable in January of each year (based on a graduated scale set out below): | <u>\$1,780.00</u> ^{*2} |
| | | \$5,402.50 |

Additional expenses may be incurred in respect to auditors' and accountants' fees, courier service, faxes, long distance telephone calls, etc.

NOTES:

*1 This fee charged by Lynda Milligan-Whyte & Associates for incorporation of a company is based on time spent by attorneys and support staff in incorporating the company. Attorneys are charged out at hourly rates ranging between \$300 and \$500. Support staff (incorporations administrators and paralegals) are charged out at rates ranging between \$110 and \$165 per hour; Notwithstanding the above, the minimum fee charged for incorporation is \$3,500.00 and all time spent in excess of the minimum will be billed.

*2 **Government Fee Schedule – Graduated Scale**

The annual Government fee is shown opposite the assessable capital (authorised share capital, plus any share premium account) set out below:

<u>Assessable Capital</u>	<u>Annual Government Fee</u>
(i) \$0 - \$12,000	\$ 1,780.00
(ii) \$12,001 - \$120,000	\$ 3,635.00
(iii) \$120,001 - \$1,200,000	\$ 5,610.00
(iv) \$1,200,001 - \$12,000,000	\$ 7,475.00
(v) \$12,000,001 - \$100,000,000	\$ 9,345.00
(vi) \$100,000,001 - \$500,000,000	\$16,695.00
(vii) \$500,000,001 or more	\$27,825.00

*3 This fee charged by Richmond Corporate Services Ltd. for the provision of corporate administration services is based on time spent by corporate administrators and other support staff. Corporate administrators and paralegals are charged out at the rate of \$165 per hour. Notwithstanding the above, the minimum fee charged annually for corporate administration services is \$3,622.50.

COMPANY FORMATION QUESTIONNAIRE

INSTRUCTIONS TO FORM A LIMITED LIABILITY COMPANY IN BERMUDA PLEASE ANSWER ALL QUESTIONS

1. **Proposed Company Name(s)** [in order of preference]
- Please specify whether the company will be local or exempted
 - Company name must end in Limited or Ltd. (please indicate your preference)

(i)

(ii)

(iii)

-
2. **Proposed Business Activities**
- Please provide details. Certain types of company may require additional information, e.g. insurance, trust, mutual fund, investment or financial advisory services companies

OWNERSHIP: PLEASE READ ANNEXURE "A" ATTACHED

3. **Registered Owner(s) (Please indicate % of ownership)**

If an individual

Name & Address	Occupation	Nationality	No. & Class of Shares	% of Voting Rights	Date of Birth
----------------	------------	-------------	-----------------------	--------------------	---------------

If a Company

Name & Address	Place of Incorporation	Stock Exchange(s) (if quoted)	No. & Class of Shares	% of Voting Rights
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4. **Intermediate Owner(s)**

If an individual

Name & Address	Occupation	Nationality	No. & Class of Shares	% of Voting Rights	Date of Birth
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If a Company

Name & Address	Place of Incorporation	Stock Exchange(s) (if quoted)	No. & Class of Shares	% of Voting Rights
----------------	------------------------	-------------------------------	-----------------------	--------------------

5. **Ultimate Beneficial Owner(s)**

If an individual

Name & Address	Occupation	Nationality	No. & Class of Shares	% of Voting Rights	Date of Birth
----------------	------------	-------------	-----------------------	--------------------	---------------

If a Company

Name & Address	Place of Incorporation	Stock Exchange(s) (if quoted)	No. & Class of Shares	% of Voting Rights
----------------	------------------------	-------------------------------	-----------------------	--------------------

SHARE CAPITAL: PLEASE READ ANNEXURE "B" ATTACHED

6. (a) **Authorised Share Capital of Company**

-	Ordinary Company (minimum \$12,000.00)	[\$]
-	Insurance Company (minimum \$120,000.00)	[\$]

(b) **Par Value of Shares** [\$]

- (c) **Payment of Shares**
- a) Upon allotment
 - b) Within _____ days of allotment
 - c) No call to be made at this time
- (d) **Contributed Surplus/Letter of Credit** [\$ _____]
- (e) **Issued Share Capital upon Incorporation -**
- (f) **Issue Price per Share -**
- (g) **Location of Share Certificates
(once share capital has been fully paid) -**
-

DIRECTORS & OFFICERS: PLEASE READ ANNEXURE "C" ATTACHED

7. (a) **Number of Directors (minimum of two) -**
- (b) **Number of Alternate Directors -**
- (c) **Quorum of Directors (minimum of two) -**
-

8. **Names of Directors and their respective Alternate Directors**
- Please provide address, telephone and fax numbers for the purpose of giving notice of Directors' meetings
 - Please note that for local companies, 60% of the Directors must be Bermudian
-

Directors to serve:

- a) **with fee** \$ _____
 - b) **without fee**
-

9. **Officers (please provide address, telephone and fax numbers)-**

President or Chairman:

Vice-President or Deputy Chairman:

Secretary:

Other:

10. **Name and Address of Auditors -**

- Appointment of an auditor can be deferred
 - If appointing an auditor it is advisable to appoint a Bermuda auditor. All the major international firms have local offices or correspondents
-

11. **Name and Address of Accountant who will keep Company's books -**

- Appointment of an accountant can be deferred

(a) The financial year end of the Company - []

(b) The first accounting period shall end on []

12. **Address of Registered Office of Company in Bermuda -**

- The company must maintain a registered office in Bermuda. This will be the law firm's address, c/o Lynda Milligan-Whyte & Associates, Mintflower Place, 2nd Floor, 8 Par-la-Ville Road, Hamilton HM 08, Bermuda, unless otherwise specified
-

17. **Billing**

Name:

Address:

Telephone:

Facsimile:

E-mail Address:

18. **Wire Transfer Instructions for Retainer to be sent as follows:**

If you would like to wire funds to the company, please provide the following information to your bankers. This would avoid any confusion between the various banks.

Your transfer should be routed as follows:

Correspondent Bank:

Citibank N.A.
111 Wall Street
New York, N.Y.

FED ABA: 021000089
CHIPS ABA: 0008
S.W.I.F.T. Code: CITIUS33

Beneficiary Bank:

The Bank of Bermuda Limited
Hamilton, Bermuda
CHIPS UID: 005584
S.W.I.F.T. Code: BBDA BMHM

Beneficiary A/C Number:

1010 - 009347

Beneficiary A/C Name:

Lynda Milligan-Whyte & Associates

For the benefit of:

Insert name of company

All charges are for the account of the remitter.

Please give your bank sufficient data for us to identify the originator of the instructions so that we may credit the correct client.

Signature: _____

COMPANY FORMATION QUESTIONNAIRE

ANNEXURE "A" BERMUDA MONETARY AUTHORITY GUIDELINES

Ownership

The Bermuda Monetary Authority ("BMA") carefully scrutinizes the ownership of Bermuda companies and partnerships and has to be satisfied that the persons who wish to form companies and partnerships are persons of integrity and good financial standing. Any information provided to the BMA is treated in the strictest of confidence.

The BMA looks through the corporate veil to the ultimate owners. Set out below is the information which is usually required. The BMA has the right to request further information at its discretion.

1. Where an ultimate beneficial owner is an **individual**:-
 - (a) the name, address, nationality, occupation, date of birth, number and class of shares and percentage of voting rights of the person; and
 - (b) a Personal Declaration Form for each of the proposed Non-Bermudian beneficial owners (direct, intermediate and ultimate) who propose to have an equity interest of 5% or more in the Company. In respect of Partnerships, a Declaration is to be completed by the general partner(s), where the general partner is an individual.

N.B. Where an insurance company is being formed with individuals as the beneficial owners each individual must also provide a statement of net worth.

2. Where an ultimate beneficial owner is a **publicly quoted company**:-
 - (a) the latest Annual Report to shareholders.
3. Where an ultimate beneficial owner is a **private company**:-
 - (a) a copy of the latest financial statements of the private company (audited preferable);
 - (b) a complete list of shareholders giving names, addresses, nationalities, occupations and percentages of ownership;
 - (c) a Personal Declaration on each shareholder as described in 1(b) above.
4. Where an ultimate beneficial owner is a **trust**:-
 - (a) the name of the trust and the country in which it was created;
 - (b) the name and nationality of the Settlor (creator);
 - (c) the name(s) of the Trustee(s);
 - (d) the names, addresses, nationalities and occupations (if any) of the Beneficiaries;

- (e) Personal Declarations as described in 1(b) above on the Beneficiaries (if these are minors then Personal Declarations by their parents).
5. Where an ultimate beneficial owner is a **partnership**:-
- (a) full details (including names, addresses, nationalities, and occupations) on the partners, both limited and general;
 - (b) financial statements on the partnership;
 - (c) Personal Declarations as described in 1(b) above on the general partner(s).
6. Where an ultimate beneficial owner is a **Non-profit Association**:-
- (a) financial statements on the Association;
 - (b) a list of the members of the Association;
 - (c) a copy of the Constitution and Bye-Laws of the Association.

ANNEXURE “B” SHARE CAPITAL

The Companies Act, 1981, as amended (the "Companies Act") provides that a company have at least a minimum capital of US\$12,000, or for insurance companies a minimum capital fully paid up in cash of US\$120,000 (or its equivalent in another foreign currency) and that all shares should have a par value. A company limited by shares may issue common shares or any other type of shares including preference shares. The designation of "preference" was applied to all those shares that had attached to them preferences or rights over common shares.

The Companies Act permits a company, if authorised by a general meeting and by its bye-laws, to divide its shares into special classes and attach thereto any preferential, deferred, qualified or special rights, privileges or conditions.

The proportion of the share capital of the corporation which is to consist of common shares will depend on the proposed method of financing the company.

The minimum share capital of US\$12,000 (or its equivalent in other foreign currency) must be subscribed, but there is no requirement that this capital be actually paid up. Where the shares are held by a nominee company, it is usually a stipulated requirement of that nominee that the capital be paid up, for the avoidance of any further contingent liability on its part. This capital may be used for business purposes of the company, including the settlement of incorporation costs and subsequent administration fees.

ANNEXURE “C” DIRECTOR REQUIREMENTS

The Companies Act 1981 (the “Companies Act”) requires that there be a minimum of two representatives of the company who are ordinarily resident in Bermuda. This requirement may be satisfied by the company having either of the following combinations of people resident in Bermuda;

- (a) a minimum of two directors, other than alternate directors, ordinarily resident in Bermuda; or
- (b) a secretary who is ordinarily resident in Bermuda and a director, other than an alternate director, who is ordinarily resident in Bermuda; or
- (c) a secretary who is ordinarily resident in Bermuda and a resident representative; or
- (d) in the case of a company the shares of which are listed on an appointed stock exchange, a resident representative.

The cost for International Corporate Services Ltd. providing these representatives is included in the yearly corporate administration fee.

The Companies Act requires that every company shall have a president and a vice-president or a chairman and a deputy chairman who shall be directors of the company and may have such other officers who may or may not be directors and who shall be appointed in such manner and hold office for such period, as the bye-laws shall provide.

The Companies Act also requires that the directors appoint a secretary.

The Resident Representative is entitled to:

- (a) attend, speak at and receive minutes of meetings of the directors and members of the company;
- (b) upon giving notice, to the company, receive notice of any meeting of directors or members;
- (c) act as agent for service of process in Bermuda.

The Resident Representative also has certain obligations to report material breaches by a company of provisions of the Companies Act or regulations made thereunder or any issue or transfer of shares of the company effected in contravention of any statute.

WIRE TRANSFER INSTRUCTIONS

If you would like to wire funds to the company, please provide the following information to your bankers. This would avoid any confusion between the various banks.

Your transfer should be routed as follows:

Correspondent Bank:

Citibank N.A.
111 Wall Street
New York, N.Y.

FED ABA: 021000089
CHIPS ABA: 0008
S.W.I.F.T. Code: CITIUS33

Beneficiary Bank:

The Bank of Bermuda Limited
Hamilton, Bermuda
CHIPS UID: 005584
S.W.I.F.T. Code: BBDA BMHM

Beneficiary A/C Number:

1010 - 009347

Beneficiary A/C Name:

Lynda Milligan-Whyte & Associates

For the benefit of:

Insert name of company

All charges are for the account of the remitter.

Please give your bank sufficient data for us to identify the originator of the instructions so that we may credit the correct client.