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ALTER DOMUS

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Alter Domus wants to become the global outsourcer of choice for alternative investment companies and multinationals, through high quality services and distinctive technology.

Our offerings enable our clients, among them some of the most prominent funds, private equity and real estate firms and many multinational corporations to take advantage of the unique tax and corporate structures in each of the jurisdictions in which we operate. Mainstream and specialized investment funds can in addition benefit from our expertise in the compilation of financial information.

Alter Domus intends to become a real partner for our clients, a partner who will take charge of all of your essential but distracting management and administration activities at a local level, permitting you to concentrate on your core business.

WHY CYPRUS?

Cyprus, a European Union member, is one of Europe's most dynamic business and financial centers. Its main benefits include:

- Accession to the EU in 2004 and adoption of Euro currency in 2008
- Favorable tax regime (one of the lowest tax regimes in the EU)
- Wide Double Tax Treaty Network of 49 countries (most noteworthy – Russia, Ukraine, EU, India, China, Poland)
- A well established holding company jurisdiction
- Numerous incentives for setting up Cyprus Holding, Finance, Trading, IP/Royalty and Shipping companies
  - Availability of Advance Tax Rulings
  - No restrictions on activities or substance requirements
  - No requirements regarding minimum holding period or percentage ownership
- Attractive alternative fund legislation, taxation and set-up framework ideal for Real Estate, Private Equity and Hedge Funds
- Common Law System - English case law is closely followed
- Excellent infrastructure:
  - Favorable geographical location and proximate time zone to Europe, Middle East and Asia
  - High standard of human resources
  - Reliable telecommunication systems and transport connectivity globally

CYPRUS TAX SYSTEM

- Corporate income tax rate of 12,5% (one of the lowest in EU)
- 0% withholding tax on outbound payments of:
  - Dividends
  - Royalty
  - Interest
- 0% income tax and capital gains tax on gains derived from the sale of shares in public or private companies or sale of other securities
- 2,5% effective tax rate on income from Intellectual Property rights
- Exemption of profits received from a permanent establishment of a Cyprus company overseas
- No thin capitalization limits or other restrictions on interest deductibility
- No controlled foreign company rules
- No net Worth Tax
- Laws in place to ensure a tax free reorganization of companies as well as tax free migration of tax residency and registered corporate seat
- Standard Cypriot VAT rate is at 18%
- Special exemptions apply to companies owning Cyprus flagged ships or managing and employing crews working in international

waters (option to be taxed at 4.25% or tonnage tax)

- Extensive network of double tax treaties with 49 countries:

Armenia	Austria	Belarus	Belgium	Bulgaria•	Canada••
China•	Czech Rep.	Denmark••	Egypt	Estonia	Finland
France••	Germany••	Greece	Hungary•	India•	Ireland
Italy	Kuwait	Kyrgyzstan	Lebanon	Malta	Mauritius
Moldova	Montenegro	Norway	Poland•	Portugal	Qatar
Romania•	Russia	San Marino	Serbia•	Seychelles	Singapore
Slovakia•	Slovenia•	South Africa	Spain	Sweden••	Syria
Tajikistan	Thailand	UAE	UK••	Ukraine	USA••
Uzbekistan					

• contain no anti-avoidance provisions
(may be used as holding, licensing and finance investment vehicles in those countries)

•• contain limitation of benefits
(only affect the flow of income from these countries to Cyprus and not vice versa)

OUR RECURRING SERVICES

Corporate and Management Services

Domiciliation and Corporate Secretarial

- Domiciliation and Legal Assistance
  - Provision of registered address and management headquarters
  - Responsible for corporate legal compliance
  - Organization and minutes of board of directors
  - Organization and minutes of AGM
  - Filing financial statements and Annual Return with Registrar of Companies
  - Maintenance of electronic data and permanent corporate data
  - Filing of any corporate information with the Cyprus authorities
  - Maintenance of Shareholder's register
  - Royalty Management
  - Maintenance of Director's and Officer's register
  - Maintenance of register of Charges
- Director Mandate
  - Permanent involvement in day-to-day and strategic management
  - Representation of the entity in dealings with third parties
  - Board meeting attendance

Corporate Treasury Management

- Bank Management
  - Opening bank account, internet access and full documentation
  - Maintenance of signatory list
  - Organization of general payable debts payments
  - Bank statement and cash reconciliation
  - Cash deposit
  - General contact with Cyprus banks

Internal Financial Instruments

- Maintenance of financial instruments (loan and facility agreements)
- Interest calculation, invoicing and communication
- Financial receivable / payable control
- Distribution to investors: statement and payment

Cash Flow Reporting

- Cyprus entity cash flow control and reporting
- Consolidated cash flow control and reporting

Accounting

- Maintenance of accounting file (document validation, filing...)
- Bookkeeping and maintenance of ledgers
- Period-end accounts closing
- Preparation of financial statements
- Entity budget control and follow-up
- Issue and communication of inter-company statements during period-end closing
- Assistance and dealing with auditors

Consolidation of Accounts

- Reconciliation of inter-company accounts
- Review of SPV accounts (local TB)
- Review of SPV accounts formatted for consolidation
- Consolidation adjustments
- Consolidation of auxiliary schedules and consolidated fund structure
- Consolidation of trial balance
- Consolidated financial statements
- Assistance and dealing with auditors

Tax Compliance

Corporate Tax

- Compiling data for yearly tax returns.
- Filing yearly tax returns
- Organization and follow-up of tax prepayments and payments
- Follow-up and control of tax statements
- Payment and filing of tax withholding on distribution of dividends and director fees

VAT and VIES

- Assisting in VAT and VIES registration / removal from registry (if applicable)
- Compiling data for VAT and VIES returns
- Issue and filing of VAT and VIES returns
- Follow-up and control of VAT and VIES statements
- Organization and follow up of VAT and VIES payments

OUR NON-RECURRING SERVICES

New Development Project / Development Progress / Development Delivery / Project Exit

Company formation Services

- Setting up companies, branches, partnerships and trusts
- Implementing complex international structures as part of restructuring plans and M&A
- Selecting and coordinating with the best independent tax specialists and lawyers in Cyprus in setting up these structures
- Register and manage shipping and ship management companies
- Register ships and other types of vessels under the Cyprus flag or under parallel registration
- Registration of mortgages

Initial and Preparatory Work

Issue of transaction file:

- Collection and analysis of financial statements (asset deal)
- Scheduling of transaction structure through the vehicle
- Transaction step plan
- Cash drawing calculation
- Cash flow structuring (asset deal)
- Control of legal and tax compliance for proposed transaction structure.

Decision-making Process

Board of Directors meeting and / or Investors Committee meeting organization:

- Setup of meeting with required quorum
- Issuing of agenda > collection of proxies from absent invitees
- Collection of acquisition and financing report
- Attendance at the meeting and drafting of the minutes

Execution of Decisions Taken by Management Board

- Execution of loan agreement or any other financial agreements
- Proxy and certificate organization with notarized signatures and apostil
- Execution of drawdown from and repayment of bank credit facilities
- Capital call for payment by investors (calculation / notice / collection)
- Capital increase subsequent to capital call
- Organization of money transfers in creditor settlements / of currency conversion (forex, ...)
- Assistance with data room organization

Entity Set up and Liquidation

- Preparation and review of incorporation / liquidation legal documents - Liquidator mandate
- Opening / closing bank account and capital collection / repayment
- Proxies and ultimate shareholder certificate (UBO) organization
- Deed of incorporation / liquidation in front of Notary
- Follow-up on deed registration and filing (trade register excerpt, ...)

Process Finalization

- Communication of all documentation to third parties
- Collection or compiling of transaction "Bible"
- Participation in the administrative organization of the SPV

Alternative Asset Fund Administration

- Fund Launch
  - Assistance with fund launch, including coordination of advisers and service providers (banks and custodians)
  - Investor due diligence and anti money-laundering verification
  - Implementation of systems and processes
  - Reviewing fund documentation from an administrative perspective
- Carried interest
  - Maintaining records and calculating carried interest
  - Administration of carried interest structures
- Compliance Support
  - Full compliance support at fund launch and beyond
- Investor Communication
  - Responding to investor queries
  - Customized investor reporting and mailings
  - Maintaining investor contact information
- Accounting and Bookkeeping
  - Portfolio accounting
  - Fund accounting, production of financial statements and fund reporting
  - General ledger and bookkeeping
  - Supervision of audit process
  - Partnership accounting
- Administration
  - Comprehensive administration services including maintenance of partnership/investor register, managing capital calls, coordinating administration of investment process, etc.
  - Transfer of LP and other fund interests
  - Managing distributions
  - Coordinating custody, cash management and treasury services
- Middle Office Services
  - Full Middle Office Services to bridge the gap between the fund and other service providers, including trade settlements, transaction reconciliations, delivery of various reports at asset managers' desktops, etc.
  - Investigation of failed settlements and transparent reporting for managers

BUSINESS PARTNERS

Business Office Services

www.bos-international.com

- High-quality furnishings, including desk, desk trolley, office chair, filing cabinet and telephone
- Company name at office entry door
- Broadband internet access and WiFi
- Allocation of a telephone line
- Personalized telephone answering services
- Mail and courier services
- Reception of visitors from 8am to 6pm, Monday to Friday
- 24-hour access with your personal access card
- Daily cleaning of the premises
- Electricity, heating and air conditioning
- Organization of board meetings
- Facilities and administrative services

CONTACTS

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