



Alter Domus

LUXEMBOURG

*YOUR PARTNER FOR GROWTH

alterDomus*

Alter Domus LUXEMBOURG

Alter Domus is a fully integrated Fund and Corporate services provider, dedicated to international private equity & infrastructure houses, real estate firms, multinationals, private clients and private debt managers. Our vertically integrated approach offers tailor-made administration solutions across the entire value chain of investment structures, from fund level down to local Special Purpose Vehicles.

Founded in Luxembourg in 2003, Alter Domus has continually expanded its global service offering and today counts more than 40 offices across 20 countries. This international network enables clients to benefit globally from the expertise of more than 2,400 experienced professionals active in fund administration, corporate secretarial, accounting, consolidation, tax and legal compliance, depositary services and debt administration services.

We are proud to serve 17 of the 20 largest private equity houses, 19 of the 20 largest real estate firms and 16 of the 20 largest private debt managers in the world.





**16 of the 20
LARGEST
PRIVATE DEBT
MANAGERS
IN THE WORLD**



**17 of the 20
LARGEST
PRIVATE EQUITY
HOUSES
IN THE WORLD**



**19 of the 20
LARGEST
REAL ESTATE
FIRMS
IN THE WORLD**

WHY LUXEMBOURG?

Though one of the smallest countries in Europe, a combination of shrewd politics (founding member of both European Union and the OECD) and a central location have given Luxembourg an importance that belies its size. Its location puts it within easy reach of some of the largest and most important European financial and industrial centers. Its main benefits include :

- Stable political environment
- Macroeconomic stability with successful economic performance
- Flexible, pragmatic and responsible politics in order :
 - to assist business community
 - to promote the economic growth of the country
 - to maintain full employment
- Multicultural and multilingual environment
- Reliable telecommunication systems
- Important financial center, where investment funds, bank, reinsurance businesses and holding companies have expanded during the last fifteen years
- High quality professional services with high standard of human resources
- Attractive tax regime
 - Wide Double Tax Treaty Network of more than 80 countries (and 18 additional under negotiation)
 - Specific exemptions applicable for dividends received and capital gains realized on disposal of investment
 - Specific exemption on intellectual property revenues
 - Abolition of capital duty since 2009

- Net wealth tax rate : 0.5% on taxable basis up to EUR 500m, 0.05% on the taxable basis above EUR 500m, computed on the worldwide net assets as of 1st January of each year (with exemptions of participations from the taxable basis under certain conditions)
- Standard Luxembourg VAT rate of 17%
- No more capital duty but a fixed registration fee of EUR 75 (incorporation or capital increase)

DOUBLE TAX TREATIES IN FORCE AS OF JANUARY 1, 2019

Andorra	Iceland	Panama	Romania	Serbia
Greece	Monaco	Tajikistan	Turkey	United States
Malta	Sri Lanka	Bulgaria	Czech Republic	France
Slovenia	Barbados	Israel	Kazakhstan	Lithuania
Armenia	India	Poland	Russia	Seychelles
Guernsey	Morocco	Thailand	Ukraine	Uruguay
Mauritius	Sweden	Canada	Denmark	Georgia
South Africa	Belgium	Italy	Laos	Macedonia
Austria	Indonesia	Portugal	San Marino	Singapore
Hong Kong	Netherlands	Trinidad and Tobago	United Arab Emirates	Uzbekistan
Mexico	Switzerland	Tobago	Emirates	Germany
South Korea	Brazil	China	Estonia	Malaysia
Azerbaijan	Ireland	Japan	Latvia	Slovakia
Hungary	Norway	Qatar	Saudi Arabia	Vietnam
Moldova	Taiwan	Tunisia	United Kingdom	
Spain	Brunei	Croatia	Finland	
Bahrein	Isle of Man	Jersey	Liechtenstein	

CORPORATE SERVICES

OUR RECURRING SERVICES

Domiciliation and Corporate Secretarial

- **Domiciliation and Legal Assistance**
 - Provision of registered office
 - Responsible for corporate legal compliance and related filings at the Luxembourg Trade Register
 - Organization and preparation of minutes of board of directors/general meetings of shareholders
 - Maintenance of electronic data and permanent corporate data
 - Maintenance of shareholders' registers and directors fees' register
- **Director Mandate**
 - Provision of independent directors/managers and legal signatories

Corporate Treasury Management

- **Bank Management**
 - Monitoring and follow-up of bank accounts (opening, maintenance of signatory list, cash reconciliation, cash deposit, etc.)
 - Organization of general payments

LUXEMBOURG TAX SYSTEM

- Global corporate income tax rate : 24.94% for 2019 (including municipal business tax rate of 6.75% for Luxembourg City)
- Dividend income and capital gains : tax-exempt in Luxembourg if participation exemption conditions are satisfied
- Intellectual property (IP) revenues : 80% exemption on the net positive income derived from software copyrights, patents, trademarks, service marks, designs and models and on the capital gains realized on the sale of the IP, under certain conditions
- Withholding tax rates :
 - On dividends : 15% as a general rule, however can be reduced based on double tax treaties or avoided if the conditions of the participation exemption regime are met
 - On interest payment : 0% (unless application of Savings' Directive)
 - On royalties : 0%
 - On director fees : 20%

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LUXEMBOURG

- **Internal Financial Instruments**

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

- **Cash Flow Reporting**

- Luxembourg entity and 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 for period-end closing
- Assistance and dealing with auditors

Consolidation of Accounts

- Reconciliation of inter-company accounts
- Review of SPV accounts (local TB and formatted for consolidation)
- Consolidated financial statements in accordance with local GAAP, US GAAP or the International Financial Reporting Standards (IFRS)
- Assistance and dealing with auditor

Statutory Audit

- Audits carried out by statutory auditors in order to ensure that annual accounts are in accordance with the accounting standards, the accounting records and supporting documentation for companies which are not already subject to legal audit by an independent auditor.

Tax Compliance

- **Corporate Tax**

- Preparation of corporate tax returns and tax balance of companies
- Filing corporate tax returns at the Luxembourg Tax Administration
- Follow-up and control of tax statements
- Preparation of withholding tax return, filing at the Luxembourg Tax Administration

- **VAT**

- Assisting in VAT registration/removal from registry (if applicable)
- Preparation of periodic and annual VAT returns, preparation of periodical EC Sales list
- Filing VAT periodic and annual VAT returns at the Luxembourg Tax Administration
- Follow-up and control of VAT statements

OUR NON-RECURRING SERVICES

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

- **Company Formation Services**

- Setting-up companies and branches (preparation and review of legal documents, opening bank account, deed of incorporation in front of notary)
- Implementing complex international structures as part of restructuring plans and M&A
- Selecting and coordinating with the best independent tax specialists and lawyers in Luxembourg in setting up these structures
- Completion of KYC ("Know Your Customer") procedures
- Assistance with office set-up (premises and IT installation)
- Assistance with human resources (recruitment organization, payroll)

- **Initial and Preparatory Work Issue of transaction file**

- Collection and analysis of financial statements (asset deal)
- Preparation /Review of Transaction step plan and related documents (including cash drawing calculation and cash flow structuring)
- Control of legal and tax compliance for proposed transaction structure

- **Decision-making Process**

- Organization of Shareholders Meetings / Boards of Directors- /Investment Committees /Advisory Boards and any other required meetings (agenda, convening, proxies, preparation of the minutes)

- **Execution of Decisions Taken by Management Board**

- Review/Execution of any financial agreements and documents
- Organization of legal procedure for notarization and apostil
- Organization of capital call payment by investors and capital increase
- Assistance with data room organization

- **Process Finalization**

- Communication of all documentation to third parties
- Collection or compiling of all transaction documentation (transaction "Bible")

- **Liquidation Services**

- Can act as liquidator or provide assistance to the liquidator
- Maintenance of company accounts, periodical reports and liquidation accounts
- Handling of day-to-day company operations and monitoring of third-party relationships
- Provision of secretarial services linked to company liquidation (organization shareholders' meetings, maintenance of shareholders' register, handling of legal formalities)
- Coordination of the liquidation (contact with independent tax specialists, lawyers and notaries while liquidating companies)

ALTERNATIVE ASSET FUND ADMINISTRATION

- **Fund Launch**

- Assistance with fund launch, including coordination of advisers and service providers (bank 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 structure

- **Compliance Support**

- Full compliance support at fund launch and beyond

- **Investor Communication**

- Responding to investor queries
- Customized investor reporting and mailings
- Maintaining investors contact information

- **Accounting and bookkeeping**

- Portfolio accounting
- Fund accounting, production of financial statements and fund reporting (EVCA or INREV compliant)
- General ledger and bookkeeping (Luxembourg GAAP, IFRS)
- Supervision of audit process

- **Administration**

- Transfer and listing agent
- 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, transactions reconciliations, delivery of various reports at asset managers' desktops, etc.
- Investigation of failed settlements and transparent reporting managers

FINANCIAL REPORTING SERVICES

- **Compilation of annual and semi-annual reports**

- In conformity with the local GAAP of Luxembourg, Belgium, Cayman Islands, Guernsey and Switzerland
- Production of reports according to other GAAP (US GAAP, UK Gaap, etc.)
- Fully knowledgeable concerning IFRS

- **Coordination and assistance**

- Coordination with all stakeholders throughout the process of finalizing audited financial statements
- Preparation of a detailed timetable for the issuance of financial statements
- Coordination with translator and/or printer for extended financial statements in multiple languages

- **Advisory and assistance**

- Advice services based on a wealth of experience
- Information on general climate in Luxembourg and abroad for reporting
- Specific best practices and current trends in reporting, especially in Luxembourg

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