

**Application to Incorporate a Company Limited by Shares as a
Special Purpose Company in the AIFC**

Name of applicant:

Date of application:

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Declaration

A director, company secretary or other person identified in the board resolution as being authorised to make the application must sign this form in the space below.

1.1. Declaration

I declare that:

- I have the authority to make this application.
- All the information given in this application form (including any attachments) is, to the best of my knowledge and belief and after having made all reasonable inquiries, true and complete.
- If at any time after making this declaration, I become aware of a material change in any information given in this application form (including any attachment) that is reasonably likely to be relevant to the Astana Financial Services Authority consideration of this application, I will inform the Astana Financial Services Authority in writing about the change without delay.

1.2. Consent

I acknowledge that it may be necessary for the Astana Financial Services Authority to obtain information from other regulators, law enforcement agencies or other persons (whether in the State or elsewhere) to properly consider and decide this application. Accordingly, I consent to the Astana Financial Services Authority obtaining any information from third parties that the Astana Financial Services Authority considers is necessary for the purpose of considering and deciding this application.

All Personal Data provided to the Astana Financial Services Authority will be processed in accordance with the AIFC Data Protection Regulations 2017, and by signing this form you consent to the Astana Financial Services Authority sharing the information with the AIFC Authority.

IMPORTANT

It is a contravention of the Article 119(e) of the AIFC Framework Regulations to knowingly or recklessly give false or misleading information to the Astana Financial Services Authority or to conceal information if the concealment is likely to mislead or deceive the Astana Financial Services Authority.

Name of Authorised Signatory:

Position:

Signature:

Date: *insert*

SECTION 2

Applicant's Contact Details

2.1. Name of a Company to be established in within the AIFC:

2.2. Name and position of main contact for this application:

2.3. Contact number of main contact:

2.4. Email address of main contact:

SECTION 3

Nature of Business

Please refer to Part 2: Purpose and Activities of Special Purpose Companies of AIFC Special Purpose Companies Rules

3.1. The nature of the business to be conducted in the AIFC:

3.2. The address of the principal place of business of the Special Purpose Company in the AIFC:

SECTION 4

Information on Share Capital

Please refer to Rule 3.1 Formation of special purpose companies of AIFC Special Purpose Company Rules

	Preferential Shares	Ordinary Shares	Other Share Types	Total Shares Issued
Total Number of Shares in this Class				
Amount (if any) unpaid (in USD or KZT)				
Amount paid (in USD or KZT)				
Voting rights attached to the shares.				
Rights attached to the shares, as respect to dividends, to participate in a distribution.				
Rights attached to the shares, as respects capital, to participate in a distribution (including on winding up).				

SECTION 5

Information on Shareholders

Shareholder - Individual
Forename(s)
Surname
Former Names (if applicable)
Nationality
Address
Date of Birth

**Business
occupation**

Shareholder – Body Corporate

Company name

Registration Number

Place of incorporation

**Organizational-legal
form**

Governing Law

5.1. If the incorporator is:

(A) a natural person and were to hold Shares in trust for another person, indicate the full name, nationality and address of the beneficial owner of the Shares; or

(B) a body corporate, indicate the beneficial ownership information of the body corporate.

SECTION 6

Information on Director(s) and Secretary

Please provide the full name, nationality, address, business occupation of all the persons who are directors and secretary. Please refer to Part 6 of the AIFC Special Purpose Company Rules for filling this form.

Director – Individual

Full forename(s)

Surname

**Former given or family
name(s) (if applicable)**

Nationality

Address

Business occupation (if any)

Date of birth *Insert*

Place of birth

Director – Body Corporate

Company name

Registration Number

Place of registration

Organizational-legal form

Governing Law

Address

Secretary – Body Corporate

Company name

Registration Number

Place of registration

Organizational-legal form

Governing Law

Address

SECTION 7

Information on Authorised Signatory

Authorised Signatory

Full forename(s)

Surname

**Former given or family
name(s) (if applicable)**

Nationality

Address

**Business occupation (if
any)**

Date of birth

SECTION 8

Information on Articles of Association

8.1. Please choose one of the following options:

- I wish to adopt one of the following model articles in its entirety;
- I wish to adopt the following model articles with additional and/or amended provisions;
- I wish to adopt entirely bespoke articles.

Fit And Proper Questionnaire

If any answers are “Yes” to any of the questions, then provide a detailed explanation. If necessary, attach separate documentation. It will not necessarily impair our assessment of the applicant’s fitness and probity if there is a positive response in any of the disclosures. However, deliberately withholding information or providing false or misleading information may prevent the success of the application.

- 9.1. Has the applicant or any member of your Group been made aware, whether formally or informally, that it is the subject of a current or pending investigation, review or disciplinary procedure by any regulatory authority, professional body, Financial Services Regulator, self-regulatory organisation, regulated exchange, clearing house, government body, agency, or any other officially appointed inquiry? If “Yes”, provide full details:**

- 9.2. Has the applicant or any member of its Group in the last 10 years been convicted or found guilty by any court of a competent jurisdiction of any criminal offence? If “Yes”, provide full details:**

- 9.3. Has the applicant or any member of its Group in the last 10 years been the subject of disciplinary procedures by a government body or agency or any Financial Services Regulator, self-regulatory organisation, or other professional body? If “Yes”, provide full details:**

- 9.4. Has the applicant or any member of its Group in the last 10 years contravened any provision of financial services legislation or of rules, regulations, statements of principle, or codes of practice made under it or made by a self-regulatory organisation, Financial Services Regulator, regulated exchange, or clearing house? If “Yes”, provide full details:**

- 9.5. Has the applicant or any member of its Group in the last 10 years been refused or had a restriction placed on the right to carry on a trade, business, or profession requiring a licence, registration, or other permission? If “Yes”, provide full details:**

- 9.6. Has the applicant or any member of its Group in the last 10 years received an adverse finding or an agreed settlement in a civil action by any court or tribunal of competent jurisdiction? If “Yes”, provide full details:**

- 9.7. Have the applicant or any member of its Group in the last 10 years been censured, disciplined, publicly criticised, or the subject of any investigation or enquiry by any regulatory authority, Financial Services Regulator, or officially appointed inquiry? If “Yes”, provide full details:**

SECTION 10

Application Form for Obtaining a Business Identification Number

	Section Name	Information
	Information about the incorporating authority	
1.	Name of the incorporating authority	Astana Financial Services Authority
	Incorporation information	
2.	First name, middle name and surname of the Authorised Signatory	
3.	Date of submitting the application package	Insert
4.	Type of incorporation (primary, re-registration, liquidation, introduction of modifications) <i>(indicate primary registration if the applicant was <u>not</u> registered before in the territory of the Republic of Kazakhstan)</i>	<input type="checkbox"/> Primary <input type="checkbox"/> Re-registration <input type="checkbox"/> Liquidation <input type="checkbox"/> Introduction of modifications
5.	Method of formation (by establishing a new legal entity or reorganization of an existing legal entity). In case of reorganization, specify the type of reorganization (merge, transformation, split, or separation)	<input type="checkbox"/> New legal entity <input type="checkbox"/> Merge <input type="checkbox"/> Transformation <input type="checkbox"/> Split <input type="checkbox"/> Separation
6.	Form of organization (new legal entity, branch, representative office)	<input type="checkbox"/> New legal entity <input type="checkbox"/> Branch <input type="checkbox"/> Representative office
7.	Full name in English language (organizational-legal form and name of the applicant)	

8.	Full name in Kazakh and Russian languages (organizational-legal form and name of the applicant). <i>(This field is <u>not</u> mandatory. In case if the field is left blank, it will be filled by the AFSA representative)</i>	
9.	Abbreviated name of the applicant in English language <i>(if applicable)</i>	
10.	Abbreviated name of the applicant in Kazakh and Russian languages. <i>(This field is <u>not</u> mandatory)</i>	
11.	Organizational-legal form of the applicant	
12.	Form of ownership (state or private) <i>(Private ownership acts as the property of citizens and non-state legal entities and their associations¹)</i>	<input type="checkbox"/> State <input type="checkbox"/> Private
13.	Type of legal entity/branch/ representative office (commercial or non-commercial) <i>(Commercial legal entity is an organization pursuing the extraction of income as the main objective of its activity. Non-commercial organization is an organization which objective is not income extraction and distribution of it between the participants of the organization)²</i>	<input type="checkbox"/> Commercial <input type="checkbox"/> Non-commercial
14.	Type of private enterprise	<input type="checkbox"/> Small <input type="checkbox"/> Medium <input type="checkbox"/> Large
15.	Subsidiary (yes/no) <i>(Subsidiary organization - an organization that, in accordance with international standards, is recognized as being under the control of the main organization and submits financial statements of the main organization for the preparation of consolidated financial statements according to international standards)³</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No
16.	International organization (yes/no)	<input type="checkbox"/> Yes

¹ Article 191 of Civil Code of the Republic of Kazakhstan

² Article 34 of Civil Code of the Republic of Kazakhstan

³ Article 1 of Law on Accounting and Financial Reporting of the Republic of Kazakhstan

	<i>(International organization - interstate or intergovernmental organization)</i> ⁴	<input type="checkbox"/> No
17.	Are foreign investors participating in the entity?	<input type="checkbox"/> Yes <input type="checkbox"/> No
18.	Is a legal entity a Value Added Tax (VAT) payer?	<input type="checkbox"/> Yes <input type="checkbox"/> No
Information about the head organization (in case of registration of a branch or representative office)		
19.	Resident / non-resident	<input type="checkbox"/> Resident <input type="checkbox"/> Non-resident
20.	Business Identification Number of the head organization (if applicable)	
21.	Full name of the head organization	
<i>Information on the head organization - Non-resident in the Republic of Kazakhstan</i>		
22.	Date of starting the activities in the Republic of Kazakhstan (or the date of submission of the application for registration) (if applicable)	Insert
23.	Country of incorporation	
24.	Registration number in the country of incorporation	
25.	Date of incorporation in the country of incorporation	Insert
26.	Tax registration number in the country of incorporation	
27.	Type of organization	
28.	Type of business activity	
29.	Country of residence	
30.	Name of registration authority	
31.	Address of registration authority	
32.	Surname, name and middle name of the CEO of the head organization	

⁴ Article 1 of Law on International Treaties of the Republic of Kazakhstan

33.	The legal address of the head organization in the country of registration	
34.	Phone number (if available)	
35.	Email (if available)	
36.	International organization (yes/no) <i>(International organization is an interstate or intergovernmental organization)</i> ⁵	<input type="checkbox"/> Yes <input type="checkbox"/> No
37.	Regime of registration (Special Economic Zone, Offshore or another regime)	<input type="checkbox"/> Special Economic Zone <input type="checkbox"/> Offshore <input type="checkbox"/> Other
38.	Type of share capital	
39.	Size of share capital (KZT or USD)	
The legal address of the AIFC Participant		
40.	Registration Code of the Address (RCA) ⁶ (in the case of the presence of an RCA, Columns 43-49 need not to be filled in) (if available) <i>(The registration code of the address is a unique address code of the registered real estate object. The RCA consists of 16 digits and could be obtained from www.egov.kz)</i>	
41.	Postal address	
42.	Name of the district in Astana	
43.	Type of construction (if available)	
44.	Building number	
45.	Block (if available)	
46.	Housing (if available)	
47.	Type of accommodation (if available)	
48.	Number of apartment, non-residential premises (if available)	
49.	Office number (if available)	
50.	Telephone (if available)	

⁵ Article 1 of Law on International Treaties of the Republic of Kazakhstan

⁶ Регистрационный Код Адреса (РКА)

	Information about the CEO	
51.	First name, middle name and surname of the CEO	
52.	Citizenship (citizen of the Republic of Kazakhstan / foreign / statelessness)	<input type="checkbox"/> Citizen of the Republic of Kazakhstan <input type="checkbox"/> Foreign <input type="checkbox"/> Stateless
53.	Kazakhstani Individual Identification Number of the CEO	
54.	Country of citizenship (not required for stateless persons)	
55.	Country of main residence	
	Type of economic activity	
56.	The name of the activity (as indicated by the Authorised Signatory)	
57.	Expected number of employed people	
	Information about the share capital of a legal entity	
58.	The amount of the share capital, in KZT or USD	
	<i>Share of state capital:</i>	
59.	amount in KZT or USD	
60.	share in %	
	<i>Share of private capital:</i>	
61.	amount in KZT or USD	
62.	share in %	
63.	Number of shareholders	
	Incorporators – Natural persons (if applicable)	
64.	Citizenship (citizen of the Republic of Kazakhstan / foreign / statelessness)	<input type="checkbox"/> Citizen of the Republic of Kazakhstan <input type="checkbox"/> Foreign <input type="checkbox"/> Stateless
65.	Individual Identification Number (IIN) <i>(in case of availability of IIN, items 68-71 are not filled)</i>	

66.	Surname, first name and middle name	
67.	Country of citizenship	
68.	Country of main residence	
	<i>Information about a foreign person with no Individual Identification Number of the Republic of Kazakhstan</i>	
69.	Tax registration number in the country of incorporation	
70.	Identity document <i>(for citizens of Kazakhstan – national ID or passport; for foreign citizens – passport)</i>	<input type="checkbox"/> National ID <input type="checkbox"/> Passport
71.	Document Number	
72.	Date of issue of the document	Insert
73.	Share in the share capital, %	
74.	Amount in KZT or USD	
Incorporators – Legal entities (if applicable)		
75.	Resident / non-resident	<input type="checkbox"/> Resident <input type="checkbox"/> Non-resident
76.	Business Identification Number (BIN) <i>(in case of BIN availability items 77-80 are not filled)</i>	
77.	Full name	
<i>Information of the non-resident incorporator</i>		
78.	Country of registration	
79.	Registration number in the country of registration	
80.	Tax registration number in the country of incorporation	
81.	Date of registration	Insert
82.	Type of activity (for the non-resident of Kazakhstan, fill in regardless of the presence / absence of the BIN)	
83.	Share in the share capital, %	
84.	Amount in KZT or USD	

Details of Reorganization (if the method of formation is reorganization)		
85.	Type of reorganization	<input type="checkbox"/> Merge <input type="checkbox"/> Transformation <input type="checkbox"/> Split <input type="checkbox"/> Separation
86.	Number of legal entities participating in the reorganization	
87.	Participants in the reorganization	
88.	BIN	
89.	Full name	
Registration of tax payers		
90.	Is it required to register as a Value Added Tax (VAT) payer? (yes/no)	<input type="checkbox"/> Yes <input type="checkbox"/> No

List of Supporting Documents

№	Requirement	Attached
General Details		
1.	<p>A copy of articles of association</p> <p>This is the new articles of association of the company. A Company may choose to adopt standard articles, amended standard articles or bespoke articles of association.</p>	<input type="checkbox"/>
2.	Business plan	<input type="checkbox"/>
3.	<p>A copy of resolution of the Board of Directors or Shareholders (or other applicable management or executive board). It shall include:</p> <ul style="list-style-type: none"> (a) Approvement to form a company in the AIFC; (b) Adoption of the Articles of Association; (c) Appointment of the person authorized to sign documents on behalf of the incorporator in relation to the incorporation of the new Company; (d) Appointment of Authorised Signatory - person authorized to sign documents in all matters following incorporation of the new Company; (e) Appointment of director(s); (f) Appointment of secretary(ies), if any. <p><i>This document will also serve as the evidence of appointment of Authorised Signatories, directors, secretary.</i></p>	<input type="checkbox"/>
4.	Confirmation from each Incorporator that the company will only conduct Exempt Activities	<input type="checkbox"/>
Director		
5.	Passport copy and curriculum vitae for each Director of the applicant	<input type="checkbox"/>
6.	<p>Evidence of Appointment</p> <p><i>A document evidencing the appointment of director. This may be in the form of resolution (refer to item 5 above)</i></p>	<input type="checkbox"/>
Incorporator/Shareholder		
If incorporator – Individual:		
7.	Passport copy and curriculum vitae for each incorporator/shareholder of the applicant	<input type="checkbox"/>
If incorporator/shareholder – Corporate:		
8.	A copy of Certificate of Incorporation or Registration, or a document of similar effect, certified by the relevant authority in the jurisdiction in which it is incorporated or registered or by its director or company secretary (issued no more than three months)	<input type="checkbox"/>

9.	Resolution authorising incorporation of an AIFC entity <i>A copy of resolution signed by incorporator/shareholder approving the incorporation of AIFC entity (refer to item 5 above)</i>	<input type="checkbox"/>
Addresses		
10.	Lease Agreement Copy of the lease agreement for the office space in AIFC or consent letter from AIFC registered entities (Financial/Non-Financial).	<input type="checkbox"/>
Authorised Signatory		
11.	Copy of passport (including Individual Identification Number for Kazakhstani nationals)	<input type="checkbox"/>
12.	Copy of Kazakhstani Visa or Entry Stamp in Kazakhstan (if applicable)	<input type="checkbox"/>
13.	Copy of Kazakhstani ID (mandatory for Kazakhstani nationals)	<input type="checkbox"/>
14.	Evidence of Appointment <i>A document evidencing the appointment of Authorised signatory. This may be in the form of resolution (refer to item 5 above)</i>	<input type="checkbox"/>
Secretary		
	If Secretary is Individual:	
15.	A copy of passport	<input type="checkbox"/>
	If Secretary is Corporate:	
16.	A copy of Certificate of Incorporation or Registration, or a document of similar effect, certified by the relevant authority in the jurisdiction in which it is incorporated or registered or by its director or company secretary (issued no more than three months)	<input type="checkbox"/>
17.	Evidence of Appointment (Applicable for both Individual and Corporated) <i>A document evidencing the appointment of secretary. This may be in the form of resolution (refer to item 5 above)</i>	<input type="checkbox"/>
Ultimate Beneficial Owners – this is to identify the ultimate beneficial owners of holding more than 10% of the company		
18.	A chart showing the corporate structure of the entity – up to the individual who ultimately owns the company.	<input type="checkbox"/>
	If an Ultimate Beneficial Owner – Individual:	
19.	Copy of passport of individual(s) who ultimately own(s) or effectively control(s) the company.	<input type="checkbox"/>

	If an Ultimate Beneficial Owner – Corporate:	
20.	Register of member/shareholders or document evidencing the current shareholders of the company, i.e. each corporate shareholder in the corporate structure (issued no more than three months), (if available). Please provide details of or public/listed company (if applicable)	<input type="checkbox"/>
21.	Registration Fee - \$100*	<input type="checkbox"/>

*Or equivalent amount in KZT at the official daily exchange rate of the National Bank of Kazakhstan on the date of payment.

SECTION 10

NOTICE

To promote transparency, safety of all parties and mitigate risks in the AIFC, during incorporation/registration process the background check of Persons indicated in the application form will be conducted. This may include crime and tax records, law and regulatory enforcement, sanctions list and other relevant checks. In case of adverse background check, the incorporation/registration process may be delayed.

If any of the documents are not in the English language, the documents shall be accompanied by a translation certified to the satisfaction of the Registrar of Companies.

The AFSA Registration and Licensing Division reserves the right to ask for additional documents and information.

For further Information, please contact us.

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