



Company registration in Luxembourg: limited liability company (SARL). Service offer

Requirements for the corporate structure. Bank account opening. Corporate income tax

Contents

1. REQUIREMENTS FOR THE CORPORATE STRUCTURE
 - 1.1. Managers
 - 1.2. Members
 - 1.3. Internal auditor
 - 1.4. Share capital and shares
2. BANK ACCOUNT OPENING
 - 2.1. 1) ING Bank (Luxembourg) SA
 - 2.2. 2) Banque Internationale à Luxembourg SA (BIL)
3. CORPORATE INCOME TAX
4. Fees[1]

REQUIREMENTS FOR THE CORPORATE STRUCTURE

Managers

Instead of the board of directors, SARL has managers who are appointed by the members for an unlimited or limited period of time. SARL requires the minimum of **one** manager that can be a natural or legal person and need not be a Luxembourg national or resident. Board meetings of the company may take place both in and outside Luxembourg.

The manager's details are disclosed to the local agent and appear on public file.

It is recommended to appoint a Luxembourg resident for tax purposes and for liaising with various government authorities.

Members

SARL can be formed by **one** single member that can be an individual or a company of any nationality or residence. The maximum number of members is 40.

The members' details are disclosed to the local agent and appear on public file.

General meetings are to be held annually at the time determined in the articles, if the company has more than 25 members.

Internal auditor

No statutory auditors are required unless the SARL has more than 25 members.

Share capital and shares

The share capital of a private company is normally expressed in EUR, but can also be denominated in any other hard currency. The minimum capital is EUR 12 394.68 which must be fully paid up and subscribed. Usually the authorized share capital is EUR **12 500** divided into shares of EUR 100

each. Bearer shares and shares with no par value are not permitted.

BANK ACCOUNT OPENING

Luxembourg companies may open accounts with banks both within and outside Luxembourg.

The choice of banks in Luxembourg:

1) ING Bank (Luxembourg) SA

Major requirements:

- the bank opens savings (investment) accounts;
- the minimum balance of account is EUR 1 000 000 (but the initial deposit can be smaller);
- the banks offers various investment programmes, loans, and bank cards;
- the bank prefers to work with Luxembourg and European companies (with special priority given to holding structures rather than trading or operational ones).

2) Banque Internationale à Luxembourg SA (BIL)

Major requirements:

- the bank opens savings (deposit) accounts;
- the minimum balance of account is EUR 1 000 000.

CORPORATE INCOME TAX

Resident companies are subject to taxation on their worldwide income, non-resident companies are subject to tax only on Luxembourg-source income. The corporate income tax rate in Luxembourg is 23,87%.

In addition to corporate income tax, companies are subject to municipal business tax, which varies from 6% to 12% depending on the location. For the City of Luxembourg the rate is 6.75%. A deduction of EUR 17 000 applies to municipal business tax base for entities liable to corporate income tax and EUR 40 000 for other businesses. Also, all resident companies are subject to 0.5% net worth tax on their net operating assets (i.e., assets less liabilities).

We recommend seeking specialist advice on tax consequences and calculation of the company's tax burden given the specific tasks and activity (we can arrange that upon request)

Fees[1]

Services	Fees (EUR)
Total cost of company incorporation (including preparation and provision of the company's original constitutive documents, share issue documents, and common seal, not including apostille or another form of certification of the documents)	13 750
Payment of the minimum share capital	12 500
Luxembourg bank account opening	3 500
Annual administration of the company (starting from the second year): provision of registered office and fees of the local agent	11 090 / year
Fees of director / manager (Luxembourg resident)	5 600 / year
UBO register filings	850
Certification / legalization furnished with an apostille	920

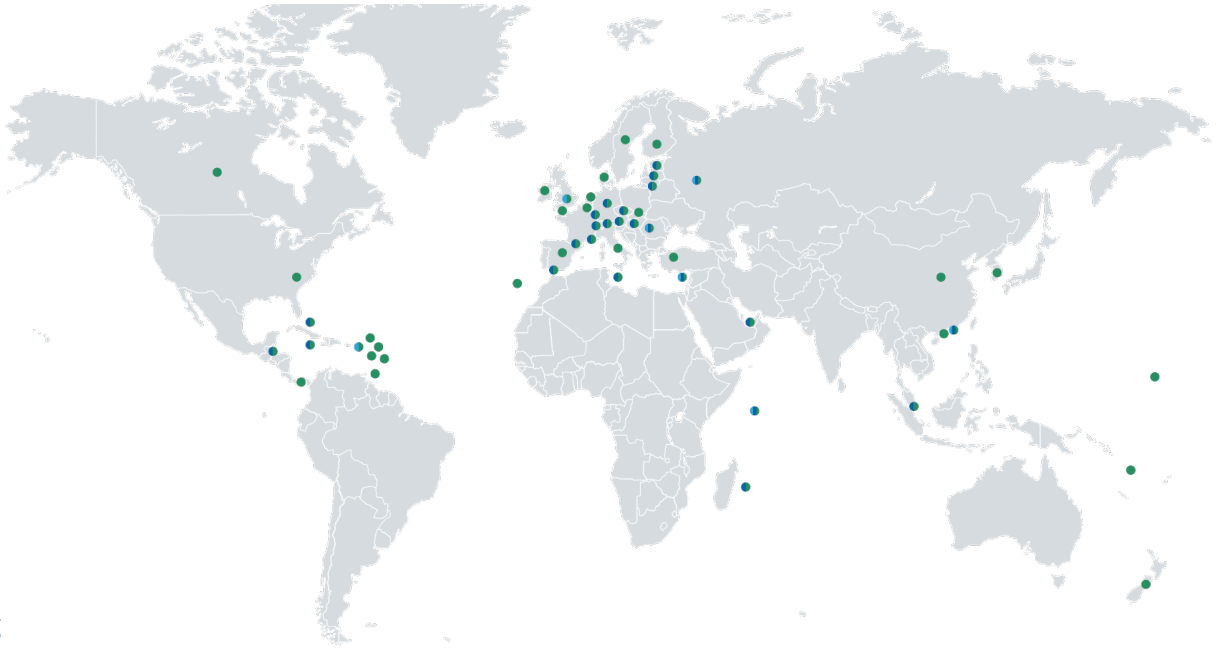
Extract from Luxembourg register	600
Preparation of accounts Statutory auditor services	400 / hour from 2 600
Financial reporting services Financial reporting services (based on quarterly reporting) - 0 - 50 entries - 51 - 100 entries - 101 - 250 entries - 251 - 500 entries - > 500 entries Annual accounts and publication report for trade register (minimum amount) Luxembourg corporate income tax return (minimum amount) VAT return (minimum amount per monthly or quarterly return) VAT listing (minimum amount per return)	 from 1 550 from 2 400 from 4 500 from 7 200 to be agreed from 2 800 from 2 250 from 1085 from 735
Compliance fee. Payable in the cases of: - incorporation of a company, - renewal of a company, - liquidation of a company, - transfer out of a company, - issue of a power of attorney to a new attorney, - change of director / shareholder / beneficial owner, except the change to a nominee director / shareholder), - signing of documents.	350 (standard rate – includes the check of 1 individual), + 150 for each additional individual (director, shareholder, or beneficial owner) or legal entity (director or shareholder) if such legal entity is administered by GSL, + 200 for each additional legal entity (director or shareholder) if such legal entity is not administered by GSL, 450 (rate for high-risk companies, including the check of 1 individual), 100 (signing of documents).

Preparation of accounts	200-400 / hour
-------------------------	----------------

[1]The fees are valid as of the date of sending of this offer.

Global presence

- Andorra
- Anguilla
- Antigua
- Austria
- Bahamas
- Belgium
- Belize
- BVI
- Canada
- Caymans
- China
- Cyprus
- Czech
- Denmark
- Dominica
- Estonia
- Finland
- Germany
- Gibraltar
- Guernsey
- Hong Kong
- Hungary
- Ireland
- Italy
- Jersey
- Latvia
- Lithuania
- Liechtenstein
- Luxembourg



- Macau
- Madeira
- Malta
- Marshalls
- Mauritius
- Monaco
- Netherlands

- Nevis
- New Zealand
- Panama
- Romania
- Russia
- Saint Lucia
- Seychelles

- Singapore
- Slovakia
- South Korea
- Spain
- Sweden
- Switzerland
- Turkey

- UAE
- UK
- USA
- Vanuatu

● GSL offices

● Banks and payment systems where
GSL opens accounts

● Jurisdictions where GSL registers
companies

Key facts

50+
jurisdictions where GSL registers companies

120+
banks and EMI where GSL opens accounts

7
countries in which GSL offices are open

20+
years in business

170+
employees work at GSL

16
languages spoken by
GSL employees