



EXAMPLE ON CHANGE OF SHAREHOLDING OF PRIVATE COMPANY

Approval date: 15 July 2020

Nur-Sultan, Kazakhstan

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Intro

Disclaimer

Please note that this general information is provided for guidance purposes only and should not be regarded as a substitute for taking legal advice. The guidance document is of educational and explanatory nature and should be read together with the relevant AIFC legislations (which may change over time without notification). The following is intended to assist a company to arrive at a common understanding about matters related to post-registration procedure: change of registered address and cover technical questions that may arise along the procedure. Astana Financial Services Authority (AFSA) has the right to request additional information or details for any sections of the documents, and the guidance does not guarantee a complete accuracy or any kind of result. A company is liable for any consequences as a result of this procedure.

Consider before starting procedure

A Company may change the address of its registered office by giving notice to the Registrar and filing relevant forms:

#	Application forms:
1.	AIFC Notice of change of company's address.
2.	Notification of actualization of information.
	Supporting documents:
1.	Resolution of shareholders, BoD, Founding Members.
2.	Payment confirmation.

The change takes effect upon the notice being registered by the Registrar. Please note that company must notify Registrar within 14 days after the change, otherwise Company may be fined up to 2 000 USD.

Information on Legal address

All of the legal entities (exceptions apply to Special Purpose Company) **must conduct its principal business activity in the AIFC**, unless the Registrar otherwise permits. The AIFC territory is set in accordance with the Decree of the President of the Republic of Kazakhstan – 'On determining the boundaries of the territory of the International Financial Center "Astana", dated December 31, 2015, No. 161

In case if you **do not have an office**, we also provide a legal address, which is our coworking zone, valid until duration of a sublease agreement. Once you find an office within AIFC territory, it is required to change the details in your documents to the real address and provide the lease agreement.

Legal address for coworking zone will be provided upon request.



Coworking-Zone

Coworking area is available at a *free-rate* and *fixed-rate*. *Free-rate* enables you to use 2 desks depending on availability, and maximum 2 associates are permitted to work at the same time. *Fixed-rate* enables you to rent a dedicated desk for 30,000 KZT monthly fee per a respective associate, where you can keep your belongings and return to every day until the duration of a sublease agreement. The rates are valid until December 2020, after both (free- and fixed-) rates might be revised.

A concept of a coworking zone was designed to perform functions of a legal address. A sublease agreement is put in place for contracting terms and conditions between the “Lessor” (AIFC Authority JSC) and the “Party” (a prospect). The sublease agreement is issued in turn, as follows:

1. A company completes a form for allocation at a coworking zone and sends it along with a certificate of incorporation to us, ABC Participant Support Department;
2. ABC Participant Support Department signs it and passes it over to AIFC Property Department;
3. AIFC Property Department sends a commercial proposal to a representative of a company;
4. AIFC Property Department sends a signed and approved sublease agreement to a company;
5. Once both sides sign a sublease agreement, a company keeps one copy for their own relevant purposes.

Initial inputs of Example

This example is filled from hypothetical potential case that has following initial inputs:

- **Organizational-legal form:** Private Company limited by shares
- **Company Name:** XYZ Limited
- **Business activity:** Non-regulated Investment activities.
- **Description of proposed business activities:** Investing and placing **own funds** (shareholder capital) in: (1) Bank deposits; (2) Real estate; (3) Investing in securities; (4) Financing investment projects in various sectors of the economy - investing in authorized capital - investing at your own expense, for example, through venture companies, investment clubs, etc.
- **Shareholders:**
 - Individual Shareholder 1: Ernar Ernaryly (resident)
 - Individual Shareholder 2: Ivan Ivanov (resident)
 - Individual Shareholder 3: Robin Hood (non-resident)
- **Director / CEO and Authorized Signatory:** Ivan Ivanov
- **CEO Kazakhstan IIN:** 123456789012
- **Legal Address:** Mangilik Yel 55/17, office 145, Nur-Sultan, Kazakhstan
- **Type of AoA:** AIFC Standard Articles of Association for Private Companies (commenced on 01.01.2020 as an amendment to AIFC Companies Regulations, Schedule 5).

Current Registered (Legal) Address	New Registered (Legal) Address
Mangilik Yel 55/17, office 145, Nur-Sultan, Kazakhstan	Mangilik Yel 55/20, office 251-252, Nur-sultan, Kazakhstan

Application form 1: AIFC Notice of Change of Company's Address

Astana Financial Services Authority

AIFC Notice of Change of Company's Address

Company Name: XYZ Limited

Registration Number: 1111111111111

Application Date: 20.04.2020

DECLARATION AND CONSENT

A director 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 Section 200 of the AIFC Companies Regulations to make a statement, or give information, to the Registrar (whether orally, in a Document or in any other way) that is false or misleading in a material particular, or give a Document to the Registrar that is false or misleading in a material particular, or conceal information or a Document if the concealment is likely to mislead or deceive the Registrar. Contravention of this section is punishable by a fine.

Name of Director:

Ivan Ivanov

Contact email:

xyzlim@mail.ru

Contact number:

8 XXX XXX XX XX

Signature: _____

Date 30.04.2020

PURPOSE OF THIS FORM

This form can be used to notify the Registrar of Change of Company's Registered Office Address

NOTES FOR COMPLETING THIS FORM

All questions must be answered in full and the use of abbreviations should be avoided. If a field is left blank it may prompt a query.

A nil return should be indicated by N/A.

- Dates must be provided in the following format: DD/MM/YYYY.
- Answers must be typed and additional pages attached if necessary.
- Check the relevant Regulations, Rules, or this form, to determine:
 - the information that must be supplied in this form;
 - any supporting documentation that must accompany this form;
 - who should sign this form;
 - when the notification must be made; and
- Ensure that any supporting documentation is clearly labelled and securely attached.
- Defined terms are identified throughout this form by the capitalisation of the initial letter of the word or phrase and are defined in the Glossary published on the www.afsa.kz or the relevant regulations.
- All supporting Documents must be in the English language or accompanied by an appropriate translation certified to the satisfaction of the Registrar of Companies.
- Please ensure that where indicated any supporting Documents are attached to the notification and where required certified as a "True Copy" by a director/secretary/Member/Designated Member of the AIFC/Non-AIFC company or partnership.
- This form, as well as any supporting Documents, may be signed using DocuSign electronic signature. In such case a DocuSign Certification of Completion must be provided.

CURRENT ADDRESS OF REGISTERED OFFICE

Provide the current address of Registered Office.	
Office Number	145
Floor	1
Building Name	55/17
Street Name	Mangilik Yel
Contact number	8 XXX XXX XX XX
Email	xyzlim@mail.ru

NEW ADDRESS OF REGISTERED OFFICE

Effective Date	20.04.2020
	Date of the resolution.

Provide the new address of Registered Office. The registered office address must be located in in the AIFC territory.	
Office Number	251-252
Floor	2
Building Name	55/20
Street Name	Mangilik Yel
Contact number	8 XXX XXX XX XX
Email	xyzlim@mail.ru

DIRECTOR' SIGNATURE

<input checked="" type="checkbox"/> I declare that the information in this application and any attachments is true and complete as at the date of this form.
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Name Ivan Ivanov	Signature
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Date 20.04.2020

You must deliver this form within
14 days of this date.

NOTICE

To promote transparency, safety of all parties and mitigate risks in the AIFC, 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.

The AFSA Office of the Registrar of Companies reserves the right to ask for additional documents and information.

We occasionally refer to various Regulations and Rules which make up the AIFC Legislation. However, these references are provided only as a guide and are not an exhaustive list of the Regulations and Rules that may be applicable to your situation. It is your responsibility to research any Regulations and Rules that might be pertinent to your application.

Ensure that that you are using the *latest version* of this application form. AFSA will only accept out-of-date forms if they are submitted within one month of the latest version available on our website.

You are advised to retain a copy of the form and all relevant attachments for the records. This form, as well as any supporting Documents, may be signed using DocuSign electronic signature. In such case a DocuSign Certification of Completion must be provided.

CHECKLIST

Please make sure to complete all the required fields in the form and the following supporting document(s) are attached. Incorrect or incomplete application may be returned for re-submission.

If any documents are not in the English Language, they must be accompanied by a translation, certified to the satisfaction of the Registrar.

Tick all the boxes. All supporting documents must accompany the application.

LIST OF SUPPORTING DOCUMENTS

No.	Requirement	Status
1.	A copy of resolution approving the change of company's registered office address.	<input checked="" type="checkbox"/>
2.	A copy of the lease agreement for the office space in the AIFC	<input checked="" type="checkbox"/>

3.	Payment confirmation	<input checked="" type="checkbox"/>
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For further information, please contact us.

Telephone Number	+77172-64-73-75	+77172-64-73-92
Email Address	post-registration@afsa.kz	

NOTES FOR LODGING THIS FORM

The method of lodgment of this form is:

- For the AFSA this form and any supporting Documents must be filed in original only, to the relevant address shown:
Astana Financial Services Authority,
3rd floor, office 335
Block C 3.2,
Mangilik El 55/17,
Nur-Sultan, Kazakhstan
T: +7 7172 64 73 75
T: +7 7172 64 73 92
E: post-registration@afsa.kz

The Firm must file this form and any applicable supporting Documents with the correct recipient within the prescribed time limit. Any failure to do so may result in a breach of the applicable Regulations and Rules. You must ensure that any other requirement(s) to make a notification(s) to the AFSA is made on the correct form(s) and within the prescribed time limit.

This form, as well as any supporting Documents, may be signed using DocuSign electronic signature. In such case a DocuSign Certification of Completion must be provided.

Application form 2: Notification of actualization of information

**Извещение об актуализации сведений об
органах Центра, его организации и
участнике Центра**

**Notification of actualization of information
about the Centre bodies, its organizations
and the Centre participants**

№	Наименование атрибута Section Name	
	Сведения о регистрирующем органе	
1.	Наименование регистрирующего органа The name of the registering authority	Astana Financial Services Authority Комитет МФЦА по регулированию финансовых услуг
	Регистрационные сведения Registration information	
2.	Регистрационное действие (перерегистрация, внесение изменений) Registering action (re-registration, modification)	Внесение изменений/ Modification
3.	Фамилия и инициалы заявителя Surname and initials of the applicant	Иванов И. И. / Ivanov I. I.
4.	Дата подачи заявления Date of submission of an application form	20/04/2020
5.	БИН BIN	111111111111
6.	Вид реорганизации (присоединение, выделение) Type of reorganization (merger, allocation)	Please leave blank / пожалуйста не заполняйте
7.	Основание перерегистрации, изменения сведений	Change of legal address/ Смена юридического адреса

	The basis for re-registration, change of information	
8.	Наименование полное на русском языке Full name in Russian	Частная компания XYZ Limited
9.	Наименование полное на государственном и английском языках (при изменении наименования) Full name in Kazakh and English languages (if the name is changed)	Please leave blank / пожалуйста не заполняйте
10.	Наименование, сокращенное на государственном, русском и английском языках (при изменении наименования) Abbreviated name in Kazakh, Russian and English languages (if the name is changed)	Please leave blank / пожалуйста не заполняйте
11.	Дата приказа Управляющего Центром, Комитета, дата изменения сведений Date of the order of the Governor, the Committee, the date of the information change	Please leave blank / пожалуйста не заполняйте
12.	Номер приказа Управляющего Центром, Комитета о (пере)регистрации, регистрации внесения изменений сведений Number of the order of the Governor of the Centre, the Committee on re-registration, registration of changes	Please leave blank / пожалуйста не заполняйте
13.	Форма собственности (государственная или частная) Form of ownership (public or private)	Частная / Private* Completed as per your application for obtaining BIN submitted during registration process.
14.	Осуществляет деятельность по типовому уставу? Is the applicant using standard articles of association?	Да / Yes* Completed as per your application for obtaining BIN submitted during registration process.

15.	<p>Вид юридического лица (филиала, представительства) (коммерческая или некоммерческая)</p> <p>Type of legal entity (branch, representative office) (commercial or non-commercial)</p>	<p>Коммерческая / Commercial</p> <p>Completed as per your application for obtaining BIN submitted during registration process.</p>
16.	<p>Тип частного предпринимательства (малый, средний или крупный)</p> <p>Type of private enterprise (small, medium or large)</p>	<p>Малый / Small*</p> <p>Completed as per your application for obtaining BIN submitted during registration process.</p>
17.	<p>Является дочерней организацией?</p> <p>Is it a subsidiary?</p>	<p>Нет /No*</p> <p>Completed as per your application for obtaining BIN submitted during registration process.</p>
18.	<p>Является международной организацией?</p> <p>Is it an international organization?</p>	<p>Нет / No*</p> <p>Completed as per your application for obtaining BIN submitted during registration process.</p>
19.	<p>В составе субъекта участвуют иностранные инвесторы?</p> <p>Are foreign investors participating in the entity?</p>	<p>Нет / No*</p> <p>Completed as per your application for obtaining BIN submitted during registration process.</p>
	<p><i>Ниже указанные сведения заполняются при наличии в них изменений согласно Приложения</i></p> <p><i>The following information is to be filled in if there are changes according to Supplement</i></p>	
<p>Юридический адрес органа Центра, его организации, участника МФЦА</p> <p>The legal address of the Centre body, its organization, Centre participant</p>		
20.	<p>Регистрационный код адреса (РКА) (при наличии)</p> <p>Registration Code of the Address (RCA) (if available). The registration code of the address is a unique address code of the registered real estate object. The RCA</p>	0201800073913428

	consists of 16 digits and could be obtained from www.egov.kz)	
21.	Почтовый индекс Postal code	Z05T3D0
22.	Наименование улицы/проспекта Street/avenue	Мангилик Ел / Mangilik Yel
23.	Номер строения Building number	55/20
24.	Номер офиса Office number	251-252
Сведения о руководителе Information about the CEO		
Вид экономической деятельности Type of economic activity		
Сведения об уставном капитале Information on the share capital		
Сведения об участниках/акционерах Information on the incorporators		
Участники реорганизации (если юридическое лицо выделило из своего состава или присоединило к себе другое юридическое лицо) Participants of the reorganization (if a legal entity has separated from another legal entity or included another legal entity to itself)		

Supporting document 3: Resolution of the Shareholders

**RESOLUTION OF THE SHAREHOLDERS
OF THE
XYZ Limited
DATED
20/04/2020**

We are, Ernar Ernaryly, Ivan Ivanov and Robin Hood, being all the shareholders of XYZ Limited, a Private company organised and existing under the laws of Astana International Financial Centre, having its registered address at Mangilik Yel 55/17, office 145, Nur-Sultan, Kazakhstan (the “Company”), hereby consent to the adoption of the following resolutions:

RESOLVED, that the company registered address at Mangilik Yel 55/17, office 145, Nur-Sultan, Kazakhstan has changed to the following registered address – Mangilik Yel 55/20, office 251-252, Nur-Sultan, Kazakhstan

Shareholders:

Mr. Ernar Ernaryly

Mr. Robin Hood

Mr. Ivan Ivanov
