**Astana Financial Services Authority**

**Application to Incorporate a Special Purpose Company in the AIFC**

Name of a Company to be incorporated: *Insert text here*

Date of application: *Insert text here*

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**SECTION 1**

# **Declaration and Consent**

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. **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. **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 date here*

**SECTION 2**

# **Applicant’s Contact Details**

* 1. **Proposed name of the Company to be incorporated in within the AIFC:**

|  |
| --- |
| *Insert text here* |

* 1. **Name and position of main contact for this application:**

|  |
| --- |
| *Insert text here* |

* 1. **Contact number of main contact:**

|  |
| --- |
| *Insert text here* |

* 1. **Email address of main contact:**

|  |
| --- |
| *Insert text here* |

* 1. **Name and position of representative for public register (optional):**

*Please be informed that this detail will be declared publicly and shared with third parties.*

|  |
| --- |
| *Insert text here* |

* 1. **Contact number of representatives for public register (optional):**

*Please be informed that this detail will be declared publicly and shared with third parties.*

|  |
| --- |
| *Insert text here* |

* 1. **Email address of representatives for public register (optional):**

*Please be informed that this detail will be declared publicly and shared with third parties.*

|  |
| --- |
| *Insert text here* |

* 1. **Website for public register (optional):**

*Please be informed that this detail will be declared publicly and shared with third parties.*

|  |
| --- |
| *Insert text here* |

**SECTION 3**

# **Nature of Business**

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

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

|  |
| --- |
| *Insert text here* |

**3.2. The address of the principal place of business of the Non-Profit Incorporated Organisation in the AIFC:**

|  |
| --- |
| *Insert text here* |

**3.3. Please provide with more detailed description of your proposed business activities:**

|  |
| --- |
| *Insert text here* |

**3.4. Please state the rationale of incorporation in the AIFC:**

|  |
| --- |
| *Insert text here* |

**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**

*Information on Share Capital is filing in the table below, if there is only Ordinary\* class of shares. For all other classes of Shares, please fill an Application form “Details on classes of Shareholders/Share Capital”*

*\*Ordinary Share is a Share in the Company, other than a Share that carries a right to participate in dividends or capital (that is, Distributions) only up to a specified amount.*

|  |  |
| --- | --- |
| Shareholder - Individual | |
| Forename(s) | *Insert text here* |
| Surname | *Insert text here* |
| Citizenship | *Insert text here* |
| Address | *Insert text here* |
| Date of Birth  (dd.mm.yyyy) | *Insert text here* |

|  |  |
| --- | --- |
| Shareholder – Body Corporate | |
| Company name |  |
| Registration Number |  |
| Place of incorporation |  |
| Organizational-legal form |  |

* 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 refer to Part 6 of the AIFC Special Purpose Company Rules for filling this form.

|  |  |
| --- | --- |
| Director – Individual |  |
| Full forename(s) | *Insert text here* |
| Surname | *Insert text here* |
| Citizenship | *Insert text here* |
| Address | *Insert text here* |
| Date of birth  (dd.mm.yyyy) | *Insert text here* |
| Place of birth | *Insert text here* |
| Email | *Insert text here* |
| Tel. number | *Insert text here* |

|  |  |
| --- | --- |
| Director – Body Corporate |  |
| Company name | *Insert text here* |
| Registration Number | *Insert text here* |
| Place of registration | *Insert text here* |
| Organizational-legal form | *Insert text here* |
| Address | *Insert text here* |

# **Information on Chief Executive Officer (CEO)**

*Appointment of a CEO of a company is mandatory requirement of the legislation. CEO may be the same Individual as a Director or not. Information on a CEO will be displayed in the state database as a “first manager” (CEO) of the company. Please note that individual identification number (IIN) for CEO is mandatory.*

|  |  |
| --- | --- |
| CEO – Individual |  |
| Full forename(s) | *Insert text here* |
| Surname | *Insert text here* |
| Citizenship | *Insert text here* |
| Kazakhstani Individual Identification Number (IIN) (required) | *Insert text here* |
| Address | *Insert text here* |
| Date of birth  *(dd.mm.yyyy)* | *Insert date here* |
| Place of birth | *Insert text here* |
| Email | *Insert text here* |
| Tel. number | *Insert text here* |

|  |  |
| --- | --- |
| Secretary – Body Corporate | |
| Company name | *Insert text here* |
| Registration Number | *Insert text here* |
| Place of registration | *Insert text here* |
| Organizational-legal form | *Insert text here* |
| Address | *Insert text here* |

**SECTION 7**

# **Information on Authorised Signatory**

|  |  |
| --- | --- |
| Authorised Signatory | |
| Full forename(s) | *Insert text here* |
| Surname | *Insert text here* |
| Citizenship | *Insert text here* |
| Address | *Insert text here* |
| Date of birth  (dd.mm.yyyy) | *Insert text here* |

**SECTION 8**

# **Information on** **Beneficial Ownership**

|  |  |
| --- | --- |
| Ultimate Beneficial Owner (Individual) | |
| Full forename(s) | *Insert text here* |
| Surname | *Insert text here* |
| Citizenship | *Insert text here* |
| Address | *Insert text here* |
| Date of birth  (dd.mm.yyyy) | *Insert date here* |
| Place of birth | *Insert date here* |
| 1. The date on which the Person became an Ultimate Beneficial Owner of the Relevant Person | *Insert text here* |
| 1. The date on which the Person ceased to be an Ultimate Beneficial Owner of the Relevant Person | *Insert text here* |

**SECTION 9**

# **Information on Articles of Association**

* 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 entirely bespoke articles.

**SECTION 10**

# **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.*

* 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:**

|  |
| --- |
|  |

* 1. **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:**

|  |
| --- |
|  |

* 1. **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:**

|  |
| --- |
|  |

* 1. **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:**

|  |
| --- |
|  |

* 1. **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:**

|  |
| --- |
|  |

* 1. **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:**

|  |
| --- |
|  |

* 1. **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 11**

# **Anti-Money Laundering, Counter-Terrorist Financing and Sanctions Section (AML/CFT)**

|  |  |  |
| --- | --- | --- |
| *Please choose from the below list the best option that describes your business activities* | | |
|  |  | A real estate developer or agency which carries out transactions with a customer involving the buying or selling of real property; |
|  |  | A dealer in precious metals or precious stones; |
|  |  | A dealer in any saleable item of a price equal to or greater than USD 15,000; |
|  |  | A company service provider:   * 1. acting as a formation agent of legal persons;   2. acting as, or arranging for another person to act as, a director or secretary of a company, a partner of a partnership, or a similar position in relation to other legal persons;   3. providing a registered office, business address, or accommodation, correspondence or administrative address for a company, a partnership, or any other legal person or arrangement;   4. acting as (or arranging for another person to act as) a trustee of an express trust or performing the equivalent function for another form of legal arrangement; or   5. acting as, or arranging for another person to act as, a nominee shareholder for another person. |
|  |  | Other; please specify *please insert text here (if applicable)* |
| IMPORTANT  If answer to the above question is ‘(e)’ succeeding questions in this section are not applicable to you.  Applicants applying for a Licence to carry on one or more Regulated, Market or Ancillary activities will be asked to complete Section concerned in the relevant Application Form for a Licence. | | |

|  |  |
| --- | --- |
| Money Laundering Reporting Officer (MLRO)  *Provide information on the Money Laundering Reporting Officer (MLRO) of the applicant.* | |
| Full name of MLRO (as stated in passport) | *Insert text here* |
| Passport number | *Insert text here* |
| The country and place of issue of the MLRO’s passport: | *Insert text here* |
| Job title/level within the firm | *Insert text here* |
| Residential address | *Insert text here* |
| Telephone number | *Insert text here* |
| Mobile phone number | *Insert text here* |
| Email address | *Insert text here* |

**AML Questionnaire**

* 1. **What steps has the applicant taken to ensure that MLRO is capable and suitably qualified to undertake the roles and responsibilities as set out in AML Rules of the AFSA? Please provide details.**

|  |
| --- |
| *Insert text here* |

* 1. **The scope and frequency of the AML/CFT reviews or audits:**

|  |
| --- |
| *Insert text here* |

* 1. **An overview of how the applicant will monitor, detect, and report threshold and suspicious transactions:**

|  |
| --- |
| *Insert text here* |

* 1. **Training programs and procedures to ensure employees are made aware of their regulatory obligations with regards to AML/CFT:**

|  |
| --- |
| *Insert text here* |

**Notice**

Please attach the applicant’s Anti-Money Laundering, Counter-Terrorist Financing and Sanctions policies, procedures, systems and controls, which must be specific to its AIFC activities and comply with the AML Rules of the AFSA. These policies, procedures, systems and controls should include, amongst other things, arrangements to:

* Ensure senior management of the applicant is aware of their responsibility for the applicant’s compliance with the AML Rules of the AFSA, and the duty to exercise due skill, care and diligence in carrying out these responsibilities;
* Comply with the Law of the Republic of Kazakhstan No 191-IV dated 28 August 2009 on Counteracting legalisation (laundering) of proceeds obtained through criminal means and financing of terrorism and any other relevant laws of the Republic of Kazakhstan;
* Ensure compliance with relevant sanctions issued by such bodies as Committee on financial monitoring of the Ministry of Finance of the Republic of Kazakhstan and United Nations Security Council.

**MLRO Declaration**

I declare that, I have read and understood the AML Rules of the AFSA and I am aware of the obligations and requirements I must adhere to as a MLRO.

Name of MLRO:

|  |
| --- |
| *Insert text here* |

Signature: Date: *Insert date here*

**SECTION 12**

# **List of Supporting Documents**

In accordance with the AIFC Companies Regulations and Rules of Astana International Financial Centre (hereinafter – the AIFC), I hereby submit for your consideration a package of documents for incorporation of [*insert name of the Special Purpose Company]* as a Special Purpose Company under the applicable regulations and sub-ordinate rules of the AIFC.

All necessary documents required for the incorporation are attached in accordance with the requirements of the Acting Law of AIFC.

|  |  |  |
| --- | --- | --- |
| № | Requirement | Attached |
| General Details | | | |
|  | A copy of articles of association  *This is the new articles of association of the company. A Сompany may choose to adopt standard articles, amended standard articles or bespoke articles of association.* | ‏‏‏‏ |
|  | A copy of resolution of the Board of Directors or Shareholders (or other applicable management or executive board). It shall include:   * + - 1. Approvement to form a company in the AIFC;       2. Adoption of the Articles of Association;       3. Appointment of the person authorized to sign documents on behalf of the incorporator in relation to the incorporation of the new Company;       4. Appointment of Authorised Signatory - person authorized to sign documents in all matters following incorporation of the new Company;       5. Appointment of director(s);       6. Appointment of secretary(ies), if any.   *This document will also serve as the evidence of appointment of Authorised Signatories, directors, secretary.* |  |
|  | Confirmation from each Incorporator that the company will only conduct Exempt Activities |  |
| Director | | | |
|  | Passport copy of each Director of the applicant |  |
|  | Evidence of Appointment  *A document evidencing the appointment of director. This may be in the form of resolution (refer to item 5 above)* |  |
| Incorporator/Shareholder | | | |
|  | If incorporator – Individual: |  |
|  | Passport copy of each incorporator/shareholder of the applicant |  |
|  | If incorporator/shareholder – Corporate: |  |
|  | 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) |  |
|  | Resolution authorising incorporation of an AIFC entity  *A copy of resolution signed by incorporator/shareholder approving the incorporation of AIFC entity (refer to item 5 above)* |  |
| Authorised Signatory | | | |
|  | Copy of passport (including Individual Identification Number for Kazakhstani nationals) |  |
|  | Copy of Kazakhstani Visa or Entry Stamp in Kazakhstan (if applicable) |  |
|  | Copy of Kazakhstani ID (mandatory for Kazakhstani nationals) |  |
|  | Evidence of Appointment  *A document evidencing the appointment of Authorised signatory. This may be in the form of resolution (refer to item 5 above)* |  |
| Secretary | | | |
|  | If Secretary is Individual: |  |
|  | A copy of passport |  |
|  | If Secretary is Corporate: |  |
|  | 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) |  |
|  | Evidence of Appointment (Applicable for both Individual and Corporated\)  *A document evidencing the appointment of secretary. This may be in the form of resolution (refer to item 5 above)* |  |
| Beneficial Owners – this is to identify the Ultimate Beneficial Owners who own or control (directly or indirectly) Shares in the share capital of the company or other Ownership Interests in the Relevant Person of at least 25% | | | |
|  | A chart showing the corporate structure of the entity – up to the individual who ultimately owns the company. |  |
|  | Completed and signed Form – Details of Beneficial Ownership |  |
|  | Copy of passport of individual(s) who ultimately own(s) or effectively control(s) the company. |  |
| Money Laundering Reporting Officer (MLRO) (if applicable) | | |
|  | Copy of passport |  |
|  | Copy of Kazakhstani Visa or Entry Stamp in Kazakhstan (if applicable) |  |
|  | Anti-Money Laundering, Counter-Terrorist Financing and Sanctions policies, procedures, systems and controls.  *For details, please refer to* [*Anti-Money Laundering, Counter-Terrorist Financing and Sanctions Rules*](http://afsa.kz/storage/files/b4f9423ed8c647d6/ANTI-MONEY%20LAUNDERING,%20COUNTER%20%E2%80%93%20TERRORIST%20FINANCING%20AND%20SANCTIONS%20RULES.pdf) |  |
| Fees | | | |
|  | * Registration fee - $300\* |  |
|  | Payment Confirmation |  |

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

**SECTION 13**

|  |
| --- |
| **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 Office of the Registrar of Companies reserves the right to ask for additional documents and information.  We occasionally refer to various Rules, sections, or chapters which make up the AIFC Rules. However, these references are provided only as a guide and are not an exhaustive list of the Rules that may be applicable to your situation. It is your responsibility to research any Rules that might be pertinent to your application.  If it is more appropriate to answer certain questions in an attachment then indicate in the cell that this is the case. If you are confident that you have answered a particular question in another form or attachment then make an unequivocal reference to that response.  As a matter of good practice, and to avoid any confusion, words and terms that are defined in GLO should have their first letter in upper-case.  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. |

|  |  |  |  |
| --- | --- | --- | --- |
| **For further Information regarding the registration, please contact:** | | | |
| **Telephone Number** | **+77172-64-72-68** | **+77172-64-73-92** | |
| **Email Address** | **registration@afsa.kz** | | |
| **For further Information regarding the post-registration, please contact:** | | | |
| **Telephone Number** | **+77172-64-73-75** | | **+77172-64-74-46** |
| **Email Address** | **post-registration@afsa.kz** | | |