**Astana Financial Services Authority**

**AIFC Application by a Private Company for re-registration as a Public Company**

 **Private Company Name: *Insert text here***

 **Registration Number: *Insert text here***

 **Application Date: *Insert text here***

# **DECLARATION AND CONSENT**

A director 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 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:

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

Contact email:

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

Contact number:

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

***Signature: \_\_\_\_\_\_\_\_\_\_ Date*** *Insert text here*

**PURPOSE OF THIS FORM**

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| --- |
| This form can be used to make an application by a Private Company for re-registration as a Public Company  |

**NOTES FOR COMPLETING THIS FORM**

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| 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](http://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.
 |

**Full name of the Private Company to be re-registered as a Public Company**

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

**Company’s proposed name on re-registration**

*Please ensure that the name is immediately followed by the words ‘Public Limited Company’ or the abbreviation ‘PLC’ or ‘plc’.*

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

**Authorised minimum share capital**

The above Company confirms that:

|  |
| --- |
| [ ]  The share capital meets requirement under section 43 (Minimum share capital) of the AIFC Companies Regulations for a Public Company.[ ]  The requirements under section 40 (Re-registration of Private Company as Public Company) of the AIFC Companies Regulations are met. |

# **Information on Share Capital**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | **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).** |   |   |   |  |

# **Information on Directors and Secretary**

*A Public Company must have at least 2 directors and 1 Secretary.*

|  |  |
| --- | --- |
| Director – Individual |  |
| Full forename(s) |  *Insert text here* |
| Surname |  *Insert text here* |
| Former given or family name(s) (if applicable) |  *Insert text here* |
| Nationality |  *Insert text here* |
| Address |  *Insert text here* |
| Business occupation (if any) |  *Insert text here* |
| Date of birth |  *Insert text here* |
| Place of birth |  *Insert text here* |
| Contact number |  *Insert text here* |
| Director – Individual |  |
| Full forename(s) |  *Insert text here* |
| Surname |  *Insert text here* |
| Former given or family name(s) (if applicable) |  *Insert text here* |
| Nationality |  *Insert text here* |
| Address |  *Insert text here* |
| Business occupation (if any) |  *Insert text here* |
| Date of birth |  *Insert text here* |
| Place of birth |  *Insert text here* |
| Contact number |  *Insert text here* |

|  |  |
| --- | --- |
| Secretary – Individual  | *To be completed only where the company that is being re-registered does not have a secretary* |
| Full forename(s) |  *Insert text here* |
| Surname |  *Insert text here* |
| Former name(s) |  *Insert text here* |
| Nationality |  *Insert text here* |
| Address |  *Insert text here* |
| Business occupation (if any) |  *Insert text here* |
| Date of birth |  *Insert text here* |
| Contact number |  *Insert text here* |
| Email |  *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* |
| Governing Law |  *Insert text here* |
| Address |  *Insert text here* |
| Contact number |  *Insert text here* |
| Email |  *Insert text here* |

# **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:**

|  |
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|   |

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 involving dishonesty or moral turpitude and/or insider trading or the equivalent? If “Yes”, provide full details:**

|  |
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|   |

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:**

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|   |

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:**

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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:**

|  |
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|   |

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:**

|  |
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|   |

**DIRECTOR’ SIGNATURE**

|  |  |
| --- | --- |
| [ ]  | **I declare that the information in this application and any attachments is true and complete as at the date of this form.** |

|  |  |
| --- | --- |
| **Name** *Insert text here* | **Signature** |
| **Date** *Insert date*  |

# **NOTICE**

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| 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**

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| **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.** |

**List of Supporting Documents**

|  |  |  |
| --- | --- | --- |
| No. | Requirement | Status |
|  | Special Resolution that the company be re-registered as a Public Company | [ ]  |
|  | Articles of Association as proposed to be amended | [ ]  |
|  | Written legal opinion from the Company’s external legal adviser stating that the proposed amendments of the Articles of Association comply with the requirements of these Regulations and any other applicable AIFC Regulations and AIFC Rules. | [ ]  |
|  | Copy of the relevant valuation report, if applicable  |  |
|  | Balance Sheet prepared as at a date (the balance sheet date) not more than 7 months before the day the application is delivered to the Registrar | [ ]  |
|  | Unqualified report by the Company’s auditors  | [ ]  |
|  | Written statement by the Company’s auditors that, in their opinion, the amount of the Company’s net assets at the balance sheet date was not less than the aggregate of the Company’s share capital and its reserves | [ ]  |
|  | Passport copy for each Director  | [ ]  |
|  | Evidence of Appointment *A document evidencing the appointment of director. This may be in the form of resolution* | [ ]  |
|  | Passport copy//certificate of registation of Secretary | [ ]  |
|  | Evidence of Appointment *A document evidencing the appointment of secretary. This may be in the form of resolution*  | [ ]  |
|  | Payment confirmation  | [ ]  |

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| --- |
| **For further Information, please contact us.** |
| **Telephone Number**  | **+77172-64-72-68** | **+77172-64-74-02** |
| **Email Address** | post-registration@afsa.kz  |

**NOTES FOR LODGING THIS FORM**

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| 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, Astana, KazakhstanT: +7 7172 64 72 68 T: +7 7172 64 74 02E: 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. |