

RE-DOMICILATION OF FOREIGN NON-EU COMPANIES TO CYPRUS

Cyprus has established itself as one of the leading jurisdictions for corporate re-domiciliation, offering a modern and flexible legal framework that enables eligible foreign companies to transfer their registered office to Cyprus while preserving their corporate existence. As a Member State of the European Union, Cyprus provides businesses with direct access to the EU Single Market, a sophisticated common law-based legal system, an attractive and internationally recognised tax regime, and an extensive network of double taxation treaties.

For companies incorporated outside the European Union, re-domiciliation to Cyprus may represent a strategic opportunity to establish an EU presence without the need to liquidate the existing entity or undertake a complex corporate restructuring. Subject to the laws of both the originating jurisdiction and Cyprus, the process allows businesses to maintain contractual relationships, assets, liabilities, and corporate continuity while benefiting from the legal and commercial advantages associated with an EU domicile.

This fact sheet examines the legal framework governing the inward re-domiciliation of non-EU companies to Cyprus.

Cyprus Company Law, Cap 113, provides the following:

- Foreign Non-EU companies can be re-domiciled in Cyprus and transfer its business to Cyprus without being dissolved; and
- Cyprus registered companies can be re-domiciled to Non-EU countries

RE-DOMICILATION OF FOREIGN NON-EU COMPANIES TO CYPRUS

Application

For a foreign NON-EU company to apply to the Registrar of Companies to be re-domiciled in Cyprus it must:

- Be registered in a country which its laws allow re-domiciliation; and
- Its Articles and Memorandum of Association provide for the possibility of re-domiciliation.

Choosing a Company Name

Before proceeding with the redomiciliation of the register office to Cyprus, the proposed name for the company should be decided and application for approval of the proposed name should be filed with the Registrar of Companies. Alternatively, the company can decide to continue in Cyprus with its current name. In any case, the name must be approved by the Registrar of Companies whether it remains the same or not.

Submission of application for the issuance of temporary certificate of continuation

The following documents must be submitted together with the application:

- A resolution or an equivalent document permitting the foreign Non-EU company to be re-domiciled in Cyprus,
- Copy of the revised constitutional documents of the foreign Non-EU company
- Certificate of good standing or an equivalent document issued by the competent authority of the country or jurisdiction in which the overseas company was incorporated
- An affidavit from a Director of the foreign Non-EU company or from any other person that has been duly empowered from the Board of the foreign Non-EU company confirming that:

RE-DOMICILATION OF FOREIGN NON-EU COMPANIES TO CYPRUS

- The current name of the foreign Non-EU company and the name under which it will continue in existence in Cyprus;
 - The jurisdiction where the foreign Non-EU company is incorporated;
 - The date of incorporation of the foreign Non-EU company;
 - The resolution or other legally equivalent document permitting the re-domiciliation of the foreign Non-EU company to Cyprus;
 - That the foreign Non-EU company has officially notified the authorities of its country of incorporation of its decision to be re-domiciled to Cyprus. A copy of this official notification must be attached;
 - That no administrative or criminal proceedings have been initiated against the foreign Non-EU company for infringement of any laws in its country of incorporation;
 - An affidavit from a Director of the foreign Non-EU company confirming the solvency of the foreign Non-EU company and that they are not aware of any facts that may negatively affect the solvency of the company within the period of 12 months from the date of the said application;
 - List of the Directors and Secretary of the foreign Non-EU company or of the people that may have been assigned with the administration and/or representation of the foreign Non-EU company as the case may be;
 - A certified list of the shareholders of the foreign Non-EU company.
- Such other documents as the Cyprus Registrar of Companies may deem necessary in order to be satisfied that:
 - The jurisdiction where the foreign Non-EU company is incorporated permits such an application for re-domiciliation;

RE-DOMICILATION OF FOREIGN NON-EU COMPANIES TO CYPRUS

- The consent for the re-domiciliation has been granted by such number of members, employees and/or creditors as required by the laws of the country of incorporation of the foreign Non-EU company.

If the foreign Non-EU company is a **public company** then the following additional documents need to be produced:

- The prospectus or the most recent public offer or any other equivalent document in case where the the foreign Non-EU company has offered its shares to the public.
- Evidence of the consent of the foreign Non-EU Stock Exchange permitting the re-domiciliation of the foreign Non-EU public company to Cyprus (this applies when the shares of the foreign Non-EU company are listed on the Stock Exchange)
- A duly certified list of the current shareholders of the foreign Non-EU company.

Additional Requirements

Any foreign Non-EU company that will be re-domiciled in Cyprus and will carry on activities in Cyprus for which a license/permit is required under the Cyprus Laws and Regulations, it must obtain such a license/permit (ex. Banks, Insurance Companies etc) from the Cyprus Authorities.

Certificate of registration of the foreign Non-EU company as a continuing company

If the Registrar of Companies is satisfied with the application and the supportive documentation it shall issue a certificate stating that the foreign Non-EU company is **temporarily registered** as a continued legal entity in Cyprus. The foreign Non-EU company must then, within a period of six months, submit to the Company Registrar satisfactory documentation evidencing that the said company is no longer registered in the country where it has been originally incorporated. If the Cyprus Company Registrar is

RE-DOMICILATION OF FOREIGN NON-EU COMPANIES TO CYPRUS

satisfied then it will issue the **Certificate of Continuation** certifying that the company has been registered in Cyprus as a continuing company pursuant to the provisions of the Cyprus Law.

Requirements on the filing of documents

All documents attached to the application must be true authentic copies from the country of incorporation, with an apostille certification under the Hague Convention from the competent overseas authority affixed on the original foreign language document. In the case where, the country of incorporation does not participate in the Hague Convention, the certification must be made by the respective competent authority.

The above is intended to provide a brief guide only. It is essential that appropriate professional advice is obtained.

The above information relates solely to the redomiciliation of NON-EU companies to and from Cyprus. The requirements and procedures applicable related to the redomiciliation of EU companies to and from Cyprus differ significantly. Should you require information in relation to the redomiciliation of an EU company, please let us know and we will be pleased to provide you with the relevant details. (Fact Sheet 44)