COMPANIES (TRANSFER OF DOMICILE) ACT 1998

Application for Consent to be Continued in a Country or Territory outside the Isle of Man

To the Department for Enterprise:

Name of the company for which consent is required

_____

On behalf of the above company, I apply for consent to be continued as a company in a country or territory outside the Isle of Man under Part 2 of the Companies (Transfer of Domicile) Act 1998.

I enclose the documents referred to in Section 8(2) of the Companies (Transfer of Domicile) Act 1998.

I declare that the information given in Appendix 1 hereto is correct to the best of my knowledge and belief.

I declare that in my judgment and to the best of my knowledge and belief the company is, and will be able to meet its liabilities (taking into account contingent and prospective liabilities) as they fall due and be able to continue in operation for the foreseeable future.

I am aware any grant of consent issued by the Department of Economic Development shall expire 3 months after the date of the grant. If the Isle of Man Company is not continued under the laws of the named country or territory outside the Isle of Man within that period, it will remain on the register as an Isle of Man company subject to the Companies Acts 1931 to 2004 as amended.

Signed_____ Date _____

Full Name in Block Letters: _____

Capacity in which the application is made _____

Notes

The completed application and all associated documents or correspondence should be returned to: The Companies Registry, Department of Economic Development, P O Box 345, Finch Hill House, Bucks Road, Douglas, Isle of Man, IM99 2QS.

Official use only

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Appendix I

IS THE COMPANY ENGAGED IN ANY OF THE FOLLOWING:	YES	NO
(a) deposit taking under the Financial Services Act 2008		
(b) investment business or services to collective investment schemes under the Financial Services Act 2008		
(c) provision of corporate and/or trust services under the Financial Services Act 2008		
(d) money transmission services or e-money business under the Financial Services Act 2008		
(e) acting as a collective investment scheme under the Collective Investment Schemes Act 2008		
(f) conducting equity or loan-based crowdfunding under the Financial Services Act 2008		
(g) operating a credit union under the Financial Services Act 2008		
(h) designated business under the Designated Businesses (Registration and Oversight) Act 2015		

If the answer to any of the questions (a) to (h) above is yes, the company may need to be licensed by, or registered with, the Isle of Man Financial Services Authority in order to carry on business in or from the Isle of Man. Please contact the Authorisations Division of the Authority on +44 (0) 1624 646000, or e-mail info@iomfsa.im to discuss this. It will not be possible to progress your application until all matters relating to the licensing or registration of the company have been satisfactorily addressed.

(i) insurance or reinsurance business (including broking) under the Insurance Act 2008		
(j) the business of trustee of retirement benefits scheme or the business of a retirement benefits schemes administrator under the Retirement Benefits Schemes Act 2000		

If the answer to (i) or (j) above is yes, the company may need to be authorised by, or registered with, the Isle of Man Financial Services Authority in order to conduct business in or from the Island. Please contact the Authority on +44 (0) 1624 646000 to discuss the matter. It will not be possible to progress your application until all matters relating to the authorisation of the company have been satisfactorily addressed.

(k) gaming, betting or operating a lottery under the Gaming (Amendment) Act 1984; Casino Act 1986; the Gaming, Betting and Lotteries Act 1988 or the Online Gambling Regulation Act 2001.		

If the answer to question (k) above is "yes" you should contact the Gambling Supervision Commission in the Isle of Man on +44 (0)1624 694331, or email gaming@gov.im to discuss this matter. Progress of the application may not be possible until all appropriate regulatory matters have been satisfactorily addressed.

Part 1

Information about the company applying to be discontinued

1. Name

2. Address of Registered Office

3. Date of incorporation and company number

4. Authorised share capital (if appropriate) distinguishing between different classes of shares

5. Issued share capital

6. Paid up share capital

7. State the amount, if any, of share premium and the amount paid up

8. State the date on which the company's financial year

   a). Ends at present, and

   b). Will end upon discontinuance

9. State whether the company has any subsidiary companies, and if so, give names, activities and percentage of their equity held by the company

a). Is any subsidiary licenced or regulated in any country or jurisdiction? If the answer is yes provide further details.

b). Is any subsidiary listed on a stock exchange? If the answer is yes, please provide further details.

10. State whether the company is listed on a stock exchange and confirm the arrangements made with the listing authority for the company to move.

11. State the name and address of:

    a) The company's auditors

    b) The company's advocates

    c) The company's bankers

12. Are there any orders of any competent Court, whether or not in the Isle of Man, outstanding against the company? If the answer is yes, please provide further details.

13. Are you aware of any potential litigation against the company in the Isle of Man or in any other country or jurisdiction? If the answer is yes, please provide further details.

14. Is the company subject to an application to any competent Court whether or not in the Isle of Man for winding up, or the appointment of a liquidator, receiver or administrative receiver (or any analogous office)? If the answer is yes, please provide further details.

15. Are you aware of any reason why the Department of Economic Development should not grant its consent for the company to be continued as a company in a country or territory outside the Isle of Man under Section 8(1) of the Companies (Transfer of Domicile) Act 1998? If the answer is yes, please provide further details.

16. What arrangements have been made under S.9 (2) to settle the following liabilities?

    a) Income Tax

    b) VAT

    c) Any other taxes, duties, rates and contributions which are payable or may become payable to the Isle of Man Government or any Department, board or agent of the Government?

17. State briefly the reasons for the application and why the company intends to move to the country or territory named in Part 2, paragraph 19.

Part 2

Information about the company and the Country or Territory in which company is to be continued

18. State the name to be used by the discontinued company outside of the Isle of Man (if different to the name given in 1 above)

19. State the name of the country or territory in which the company is to be continued

20. State the date from which it is proposed that the company be continued in the country or territory outside the Isle of Man

21. Address of proposed registered office of the company in the new country or territory

22. Name and address of person to be appointed as agent for the company in the Isle of Man and for the service of process and the date from which their appointment is effective

Date……..

Initials of applicant……

Notes to Appendix 1

Documents specified in the Companies (Transfer of Domicile) Act 1998, to accompany application (Appendix I and II):

1. Application form completed, signed and dated and accompanied by the correct fee (see below) - S.8 (2)

2. Certified copy of the resolution referred to in S.8 (2)(a)

3. Statutory declarations by all the directors of the company that

   a) The company is solvent and can meet all of its liabilities and obligations

   b) That the discontinuance will not adversely affect the interests or rights of, creditors and shareholders - S.8 (2)(b)

4. Evidence of advertising in:

   a) 2 newspapers (Isle of Man) - S.8 (2)(c)(i)

   b) 1 newspaper (continued jurisdiction) - S.8 (2)(c)(ii)

5. Irrevocable and legally binding undertaking executed by the company and its directors - S.8 (2)(d)(i), (ii) and (iii)

6. Copy of notice delivered to all shareholders informing them the Department of Economic Development will consider their written comments prior to application - S.8 (2)(e)

7. Written consent to the making of application by the holders of all charges registered under section 79 of Companies Act 1931 - S.8 (2)(f)

8. Advocates certificate of compliance - S.8 (2)(g)

Supplementary documents (S.8 (2)) not specified in the Companies (Transfer of Domicile) Act 1998, to accompany applications

9. Confirmation that the following have been notified of the company's intention to discontinue in the Isle of Man and transfer its domicile to another territory or country and have no objection, or confirmation that such notification is not required::

   a) Isle of Man Government - Isle of Man Financial Services Authority
   b) Isle of Man Government - Income Tax Division of the Treasury
   c) Isle of Man Government - Customs and Excise Division of the Treasury

10. A statement of the nature of the current business of the Isle of Man Company.

11. Confirmation from the person / company appointed as agent for the service of process for a period of not less than 3 years from the date of discontinuance that they consent to act.

FEES PAYABLE ON TRANSFER OF DOMICILE

SD 0247/13 - Companies (Transfer of Domicile) (Fees and Duties) Order 2013
7th January 2014

Moving to the Isle of Man

£100 payable upon delivery of the application.

Leaving the Isle of Man

£3,000 payable upon delivery of the application

If there are a number of companies, which are member of a group, the first pays £3,000 and the remainder each will pay £1,200

£56 registration fee payable upon delivery of the instrument of continuance for each company

£15 for a duplicate copy of a certificate of registration

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Appendix II

Additional Information

The information contained on this page will not form part of the application and will not be considered as part of the application process

1. If the company is moving to another jurisdiction because of a legislative or procedural weakness or deficiency in the Isle of Man, the Department would like to know so it can look in to the matter. Any additional information you care to provide would be appreciated.

2. Please state the number of staff the company proposes to make redundant in the Isle of Man as a result of the discontinuance (are any staff relocating, being retrained or employed elsewhere in the organisation on the Isle of Man?)

The information provided in this appendix may be used to improve the provision of services within the Isle of Man, for statistical purposes and for future strategic planning.

The Department has prepared the following non-statutory forms which it considers comply with the Act:

1. Declaration of Solvency in terms of Section 8(2)(b) to be signed by each director

2. An Irrevocable Undertaking in terms of Section 8(2)(d) to be signed by the company

3. An Irrevocable Undertaking in terms of Section 8(2)(d) to be signed by each director

4. Confirmation from the person / company appointed as agent for the service of process for a period of not less than 3 years from the date of discontinuance that they consent to act Section 8(2)

You should take your own legal advice as to the completeness of these forms and their compliance with the Act.

COMPANIES (TRANSFER OF DOMICILE) ACT 1998
Section 8(2)(b)

Application for Consent to be Continued in a Country or Territory outside the Isle of Man

Name .....LIMITED/PLC
(the "Company")

Company No:.....

DECLARATION OF SOLVENCY

I, (name).....

of (address).....

DO HEREBY SOLEMNLY AND SINCERELY DECLARE as follows:

(1) I am a Director of the Company

(2) As of this date, from my knowledge of the affairs of the Company, I confirm that the Company is solvent and able to meet all of its liabilities and obligations and that the discontinuance of the Company from the Isle of Man and its continuance in ..... will not adversely affect the interests or rights of creditors and shareholders.

Signed .....

Declared at

This day of

Before me:-

Commissioner for Oaths

COMPANIES (TRANSFER OF DOMICILE) ACT 1998
Section 8(2)(d)

Application for Consent to be Continued in a Country or Territory Outside the Isle of Man

Name .....LIMITED/PLC
(the "Company")

Company No:.....

IRREVOCABLE UNDERTAKING

I,..... (name & office) HEREBY IRREVOCABLY UNDERTAKE for and on behalf of the company that:

(1) The company agrees to accept service of legal process in the Isle of Man in any proceeding arising out of actions or omissions occurring prior to the discontinuance of the Company under the Companies (Transfer of Domicile) Act 1998 (as amended) of the Isle of Man and for such purpose HEREBY APPOINT (name) ..... of (address)..... as its agent for the service of process for a period of not less than 3 years from the date of discontinuance;

(2) The company agrees that all legal process arising out of actions or omissions occurring prior to the discontinuance of the Company under the Companies (Transfer of Domicile) Act 1998 (as amended) of the Isle of Man will be accepted by the company in (name of country moving to) ..... at (address) .....;

(3) The company hereby submit to the non-exclusive jurisdiction of the courts of (name of country moving to).....

Signed.....

Dated .....

COMPANIES (TRANSFER OF DOMICILE) ACT 1998
Section 8(2)(d)

Application for Consent to be Continued in a Country or Territory Outside the Isle of Man

Name .....LIMITED/PLC
(the "Company")

Company No:.....

IRREVOCABLE UNDERTAKING BY DIRECTOR

I, (name)..... of (address) ..... as a director of the company HEREBY IRREVOCABLY UNDERTAKE and agree:

(1) to accept legal process in the Isle of Man in any proceeding arising out of actions or omissions occurring prior to the discontinuance of the Company under the Companies (Transfer of Domicile) Act 1998 (as amended) of the Isle of Man and for such purpose HEREBY APPOINT (name)..... of (address)..... as agent for the company for the service of process for a period of not less than 3 years from the date of discontinuance;

(2) that all legal process arising out of actions or omissions occurring prior to the discontinuance of the Company under the Companies (Transfer of Domicile) Act 1998 (as amended) of the Isle of Man will be accepted by me in (name of country moving to) ..... at (address) .....;

(3) to submit to the non-exclusive jurisdiction of the courts of (name of country moving to).....

Signed.....

Dated .....

COMPANIES (TRANSFER OF DOMICILE) ACT 1998
Section 8(2)(di)

Name .....LIMITED/PLC
(the "Company")

Company No:.....

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ACCEPTANCE OF APPOINTMENT

I / We, (name) ..... of (address) ..... HEREBY ACCEPT my/our appointment as agent of..... and each of its directors for service of process upon the terms stated in the attached copy Irrevocable Undertakings.

Dated this day of

Signed .....

Position.....