



How to incorporate a Dutch entity or holding; a Dutch B.V. or N.V.

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The main advantages are:

- tax and financial benefits
- centrally located in Europe, Schiphol Airport is 15 minutes from Amsterdam
- stable, multi-lingual and liberal society
- GDP per capita is above EU averages
- fourth most competitive nation in the 2020 IMD-rankings
- fifth in the 2020 Global InnovationsIndex
- 95% of Europe's most lucrative markets, just 24 hours' drive away
- The port of Rotterdam is Europe's largest seaport

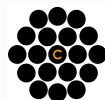
- Schiphol Amsterdam Airport [AMS] is the nr. 3 busiest airport in Europe – 71 million passengers per year
- The Netherlands fosters an unrivaled entrepreneurial spirit

What are the Dutch BV requirements; with the aim of complying fully to the Netherlands tax system and policies:

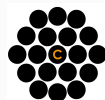
- economic presence and EU operation activities are becoming more important over the years to come
- at least half of the statutory directors in the board are Dutch residents
- the director(s) have the requisite professional credentials to perform their tasks
- the management decisions must be taken in the Netherlands
- regular physical board meetings, as well
- if there are employees on the payroll, this staff must be properly qualified to perform their tasks
- the bookkeeping of the company takes place in the Netherlands
- the bank account can be accessed by the directors out of the Netherlands, preferable the company has also a Dutch bank account
- the equity of the company is in line with the activities that are undertaken
- the company has an office address and office premises in the Netherlands, that are available to it
- the company fully engages in Know your Customer [KYC] procedures by serviceproviders and financial institutions and supports regular Customer DueDiligence [CDD] reporting

What are the Dutch BV; legal & notary incorporation requirements:

1. a deed of incorporation, to be executed before a civil law notary in the Netherlands (which will also contain the Articles of Association and will also deal with the appointment of the first members of the Management Board)
2. (a) power(s) of attorney on behalf of the incorporator(s) to execute the deed of incorporation
3. after its incorporation, the BV and its Management Board members must by law be registered with the Dutch Business Register, which is usually effected the same day or the next
4. at its incorporation, the Ultimate Beneficial owners [UBO], owning 25% or more of the shares or having substantial voting rights, must by law be registered with the Dutch UBO Register
5. the incorporation can be effected within a day. For foreign incorporators, a week is a more realistic time frame, also in view of the power of attorney that must be provided and KYC requirements that need to be complied with



The Management Board shall be entrusted with the management of the B.V.



Once incorporated, what are the Dutch BV management requirements:

- the Management Board shall be entrusted with the management of the B.V. In the performance of their duties the members of the Management Board shall be guided by the interests of the B.V. and the enterprise connected therewith

The primary responsibilities of the Management Board members are:

- to represent the B.V. as Management Board member (solely or jointly)
 - to manage the B.V.'s daily activities and correspondence
 - to prepare and file the B.V.'s annual accounts and VAT reports
 - to maintain the B.V.'s corporate records (bookkeeping and cash management)
 - to approve any distributions by the BV on the basis of a liquidity test
 - to administrate the B.V.'s assets and liabilities
 - to ensure that local registration requirements are met
 - to organize General Meetings and/or Management Board meetings
 - to file the B.V.'s corporate income tax returns [CIT]
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