GP GLOBAL LTD

Business and Finance Consulting Services

COMPANY PROFILE

Alkaios str., 7
Alkaios Court, Flat 103
3090 Limassol - CYPRUS
P.O. Box 59565, 4010 Limassol
CYPRUS

Tel.: +357-25755911
Fax: +357-25755660
gpinfo@cytanet.com.cy
www.gpglobalcy.com

Mission statement

Our aim is to become a flexible ambitious and growth oriented business service organization. We aim at achieving the highest possible returns for our clients through added value services. We also aim at introducing new, innovative business services for the Cyprus and international market. We believe the new, liberalized environment in Cyprus will present additional substantial opportunities, as well as risks. We are determined to help our clients take advantage of the increased opportunities this new environment will present. Through honestly in dealing with clients, and customer focus culture we aim to build a long lasting relation with clients for the mutual benefit.

Our mission is to provide our clients with a fully integrated, personalized business and financing solutions. **Precision** is the cornerstone of our business. Precision in the way we communicate, precision in the contracts we make and precision in the way we meet our commitments. **Integrity**: We contact our affairs in a manner consistent with the highest ethical standards and strictly guard the confidentiality of our clients' personal and business information; **Excellence**: We are dedicated to the quest for excellence in the quality of the services we offer and the quality of relationships we maintain.

HISTORY

GP Global Ltd is a limited company established in 2002. The main activities of the company are to provide business consulting services aiming to help companies at their Compliance, organisational, business development, marketing and sales efforts.

GP Global Ltd is **specialised** in offering consulting services in financial services Companies such as licensing, Compliance, Anti Money Laundering, Internal Audit, Corporate support and accounting.

The firm's activities (some of them are offered by our preferred service provider GP GLOBAL MANAGEMENT LTD) are focused in the following core areas:

- Establishment and licensed of Cypriot Investment firms (Brokerage, Forex (FX) and Marker Making Firms)
- Internal Audit Services
- Compliance and Anti-Money Laundering support
- Creation of Companies
- Business Management
- Accounting & Auditing
- Tax Planning
- Strategic Consulting Services
- Company Restructuring
- Feasibility studies
- Business Plans

FOUNDER

Founder and Director of GP Global Ltd is Mr. George Papanicolaou.

Mr. George Papanicolaou has more than 20-years experience in the Financial industry. He worked for several years in managerial positions as area Manager, Head of Brokerage, Compliance Officer, Anti Money Laundering Officer, General Manager and Executive Director in Cypriot Investment Firms as well as Managing Director of GP GLOBAL LTD offering consulting services and training courses to Investment Firms, focuses in Internal Audit, compliance & AML issues. He offered numerous courses/seminars both in Cyprus and abroad in Investment Firms Law as well as in Compliance & Anti Money Laundering. George Papanicolaou is also a Chairman of a Nomination Committee in a company listed in the Oslo Stock Exchange.

George Papanicolaou holds a BSc in Electronic Engineering from the University of Texas at Austin (USA), an MBA with specialization in Finance from Leicester University (UK) and a Postgraduate Certificate in the Mechanics of Risk Management from Middlesex University (UK).

He also holds an ICA International Diploma in Anti Money Laundering from the International Compliance Association and the University of Manchester, as well as an Advance and Money Laundering certificate from the Cyprus Securities and Exchange Commission for the provision of investment services/activities.

He is a Member of the AML and Compliance Committee of the Institute of Certified Public Accountants of Cyprus (ICPAC), Fellow of the International Compliance Association (FICA), Mentor of ICA new students, member of the Cyprus Institute of Internal Auditors and the first Network chair for Cyprus of the International Compliance association.

KEY TO SUCCESS

The emphasis on customer satisfaction is our key to success:

What is a customer?

- A customer is the most important person ever in this office … in person or by mail.
- A customer is not depending on us … we are dependent on him.
- A customer is not an interruption of our work … he is the purpose of it. We are not doing a favor by serving him … he is doing us a favor by giving us the opportunity to do so.
- A customer is not someone to argue or match wits with. Nobody ever won an argument with a customer.
- A customer is a person who brings us his wants. It is our job to handle them profitably to him and to ourselves.

SERVICES

GP Global Ltd is specialised in offering consulting services in financial services Companies such as licensing, Compliance, Anti Money Laundering, Internal Audit, Corporate support and accounting.

1. CREATION OF COMPANIES

In cooperation with partner established Cyprus law firms as well as our preferred service provider **GP GLOBAL MANAGEMENT LTD** we provide a full range of company registration services in Cyprus. Our services include the following:

- Name approval
- Company registration
- Use of Nominees
- Bank accounts opening private or corporate
- Obtaining Tax Certificate
- VAT registration
- Apostile and official translation of the company documents
- Use of registered office
- Services of mail, tel., and fax
- Selecting the appropriate legal structure
- Securing necessary permits
- Expending registration formalities
- Selecting personal and business accommodation
- Recruiting local staff
- Establishing the appropriate accounting system
- Providing accounting and company secretarial services
- Assisting with personal and corporate tax planning and compliance
- Complying with statutory and filing requirements
- Trust formation

2. BUSINESS MANAGEMENT

We serve as Chief Financial Officer, controller, and bookkeeping department for high net worth individuals, families, and their companies. We handle any and all ongoing business management needs, from structuring the accounting and record-keeping functions to generating financial statements, as needed. Among a myriad of other services, we will:

- pay bills, prepare payroll, collect monies owed, and maintain all books and records
- help establish key banking and financial relationships
- interface with clients' staff and personnel, and clients' other professionals
- structure business acquisitions and assist in business negotiations;

3. ACCOUNTING AND AUDITING

We provide complete accounting and management support services for the closely-held company and its principals. Depending on each client's needs, we will provide timely, competent and relevant services, including:

- compiling, reviewing, and/or auditing of financial statements
- preparing forecasts, projections and budgets
- consulting relating to operational and management issues
- assisting in formulating and structuring employee benefits programs
- reviewing the entity's system of internal accounting controls
- providing acquisition and divestiture recommendations, including due diligence investigations and special reports
- consulting relating to the computer system, including needs analysis installation, training and system monitoring
- Invoicing services
- Preparation of monthly /quarterly management accounts

4. TAXATION

Our tax experts serve a wide range of clients with professional tax-related assistance, including:

- preparation of tax returns
- tax planning
- tax planning strategies and relevant tax research
- year-end and interim tax projections
- Audit representation, including controversies involving income tax, sales tax, payroll tax, business license tax, etc.
- estate and gift tax planning and return preparation

5. CYPRIOT INVESTMENT FIRMS (CIF)

We offer a complete range of consulting services related to the establishment and operation of Cypriot Investment Firms (CIFs).

Our services include:

- Advising on selecting the proper form of presence in Cyprus
  - Cypriot Investment Firm (CIF)
  - Branch of the Investment Firm (I.F.) of the home company

- Authorisation and establishment of a Cypriot Investment Firms. We prepare a complete application file which includes:
  - Internal regulation Manual
  - Money Laundering Manual
  - Business Plan

  - Completion of relevant Cyprus Securities and Exchange Commission (CySec) forms
  - A variety of documentation

- CIF registration after the authorisation

- Selection of qualified staff/directors in accordance with the provisions of the CySec's Directives

- After granting of the license we offer:
  - Compliance Services and support
  - Anti-Money Laundering Services and support
  - Internal Audit services
  - Data Protection Officer (DPO)
  - Legal support
  - Accounting support
  - Training courses

Investment Services and Activities and Regulated Markets Law of 2017 (L. 87(I)/2017) as amended

A brief description of the provisions of the above Law which in no way is exhaustive and further professional advice should be sought.

Opportunities ahead

The new legal framework offers the comfort for potential investors and business to consider seriously Cyprus as a potential place for their permanent establishment. The low tax rates and the service industry infrastructure provided in addition to the low administration costs add further to Cyprus's competitiveness.

The Law

The L. 87(I)/2017 is the Law which provides for the provision of Investment Services, the exercise of Investment Activities, the operation of Regulated Markets and other related matters.

The L. 87(I)/2017 applies to Cypriot Investment Firms (CIFs) and regulates, among others, the authorisation conditions for CIFs and operating conditions for IFs.

The Cyprus Securities and Exchange Commission (The Commission) having the jurisdiction, according to the law, issued several directives and circulars regarding the requirements for granting permission for operation as Investment Firm in Cyprus.

According to the Law "Cypriot Investment Firm" or "CIF" means the company that is established in the Republic of Cyprus and authorised by the Commission pursuant to the Law (L. 87(I)/2017) to provide one or more investment services to third parties or/and perform one or more investment activities.

"investment services" or "investment activities" or "investment services and activities"

means any of the services and activities, respectively, listed in below Table 1 (Investment services and activities & Ancillary services) and which relate to any of the financial instruments listed in in below Table 2 (Financial instruments)

Table 1: Investment services and activities & Ancillary services

Investment services and activities	
1	Reception and transmission of orders in relation to one or more financial instruments
2	Execution of orders on behalf of clients
3	Dealing on own account
4	Portfolio management
5	Provision of investment advice
6	Underwriting of financial instruments and/or placing of financial instruments on a firm commitment basis
7	Placing of financial instruments without a firm commitment basis
8	Operation of a Multilateral Trading Facility (MTF)
9	Operation of an Organised Trading Facility (OTF)
Ancillary services	
1	Safekeeping and administration of financial instruments for the account of clients, including custodianship and related services such as cash/collateral management and excluding maintaining securities accounts at the top tier level ("central maintenance service"), as referred to in point 2 of Section A of the Annex to Regulation (EU) No 909/2014
2	Granting credits or loans to an investor to allow him to carry out a transaction in one or more financial instruments, where the firm granting the credit or loan is involved in the transaction
3	Provision of advice to undertakings on capital structure, industrial strategy and related matters and advice and services relating to mergers and the purchase of undertakings
4	Foreign exchange services where these are connected to the provision of investment services
5	Investment research and financial analysis or other forms of general recommendation relating to transactions in financial instruments
6	Services related to underwriting
7	Investment services and activities as well as ancillary services related to the underlying of the derivatives included under points 5), 6), 7) and 10) of below table (Financial instruments) where these are connected to the provision of investment or ancillary services

Table 2: Financial instruments

Financial instruments	
1	Transferable securities
2	Money-market instruments
3	Units in collective investment undertakings
4	Options, futures, swaps, forward rate agreements and any other derivative contracts relating to securities, currencies, interest rates or yields, emission allowances or other derivatives instruments, financial indices or financial measures which may be settled physically or in cash
5	Options, futures, swaps, forwards and any other derivative contracts relating to commodities that must be settled in cash or may be settled in cash at the option of one of the parties other than by reason of default or other termination event
6	Options, futures, swaps, and any other derivative contract relating to commodities that can be physically settled provided that they are traded on a regulated market, a MTF, or an OTF, except for wholesale energy products traded on an OTF that must be physically settled
7	Options, futures, swaps, forwards and any other derivative contracts relating to commodities, that can be physically settled not otherwise mentioned in point 6) of this Part and not being for commercial purposes, which have the characteristics of other derivative financial instruments
8	Derivative instruments for the transfer of credit risk
9	Financial contracts for differences
10	Options, futures, swaps, forward-rate agreements and any other derivative contracts relating to climatic variables, freight rates or inflation rates or other official economic statistics that must be settled in cash or may be settled in cash at the option of one of the parties other than by reason of default or other termination event, as well as any other derivative contracts relating to assets, rights, obligations, indices and measures not otherwise mentioned in this Part, which have the characteristics of other derivative financial instruments, having regard to whether, inter alia, they are traded on a regulated market, OTF, or an MTF
11	Emission allowances consisting of any units recognised for compliance with the requirements of Directive 2003/87/EC

Scope of CIF authorisation

The CIF authorisation specifies the investment services or investment activities which the CIF is authorised to provide or perform. The CIF authorisation may cover one or more of the ancillary services described above. CIF authorisation shall in no case be granted solely for the provision of ancillary services.

The CIF authorisation is valid for the entire European Union and allows a CIF to provide the services or perform the activities for which it has been authorised, throughout the European Union, either through the right of establishment, including through a branch, or through the freedom to provide services.

Obtaining a CIF authorisation

The Commission shall not grant a CIF authorisation unless and until such time as it is fully satisfied that the company that has been established in the Republic of Cyprus and is applying for a CIF authorisation, complies with all the requirements provided for in the Law, the directives issued pursuant to the Law and the acts issued pursuant to Directive 2014/65/EU.

The main information requested by the Commission to enable the Commission to satisfy itself that the applicant has established, at the time of granting of CIF authorisation, all the necessary arrangements to meet its obligations under the Law are the following:

- General information on the applicant firm
- Services, activities and financial instruments for which authorisation is requested
- Information on the capital
- Information on the shareholders
- Information on the management body and persons who direct the business
- Financial information
- Information on the organisation of the firm
- Program of initial operations for the following three years
- Organisational structure and internal control systems of the firm
- Measures to identify and to prevent or manage conflicts of interest
- Description of product governance arrangements
- Description of systems for monitoring the activities of the firm
- Information on the compliance, internal control, and, risk management systems
- Details on the systems for assessing and managing the risks of money laundering and terrorist financing
- Money laundering and terrorist financing risk management and procedures manual
- Business continuity plans
- Internal operations Manual
- Business Plan

Licensing Timeframe

The Commission should inform the applicant, within **six months** of the submission of a **complete application**, whether or not authorisation has been granted.

Fast Track: About 2 months – Fees EUR 25.000

Regulatory Capital Requirements

The minimum regulatory capital requirements depend on the investment and ancillary services offered as well as whether or not the Firm holds client funds and is indicated in the below table.

Investment Services	Capital requirements
• Reception and transmission of orders in relation to one or more financial instruments • Execution of orders on behalf of clients • Portfolio management • Provision of investment advice • Placing of financial instruments without a firm commitment basis **Note:** Without holding client funds	€75,000
• Reception and transmission of orders in relation to one or more financial instruments • Execution of orders on behalf of clients • Portfolio management • Provision of investment advice • Placing of financial instruments without a firm commitment basis **Note:** With holding client funds	€150,000
• Dealing on own account • Underwriting of financial instruments and/or placing of financial instruments on a firm commitment basis • Reception and transmission of orders in relation to one or more financial instruments • Execution of orders on behalf of clients • Portfolio management • Provision of investment advice • Placing of financial instruments without a firm commitment basis **Note:** With holding client funds	€750,000

Board of Directors

The Board of Directors (BOD) is appointed in accordance with Cyprus law, and is empowered to set the firm's strategy, objectives and overall direction, and oversees and monitors management decision-making and include persons who effectively direct the business of the firm.

The board of directors defines, oversees and is responsible for the implementation of the governance arrangements that ensure effective and prudent management of a CIF, including the segregation of duties in the CIF and the prevention of conflicts of interest, and in a manner that promotes the integrity of the market and the interest of clients.

Members of the board of directors of a CIF shall at all times be of good repute and possess sufficient knowledge, skills and experience to perform their duties. The overall composition of the board of directors must reflect an adequately broad range of experiences.

All members of the board of directors shall commit sufficient time to perform their duties in the CIF.

The Board of Directors of a CIF shall consist of at least:

- two executive Directors and
- two independent non- executive Directors.

The majority of the Directors of the CIF shall be residents of Cyprus.

The management of a CIF must be undertaken by at least two persons meeting the following requirements:

- Shall be of sufficiently good repute and sufficiently experienced as to ensure the sound and prudent management of the CIF.

Organisational requirements

The most important organizational requirements that a CIF has to fulfill in order to obtain the license from the Commission are the following:

a) establish, implement and maintain decision-making procedures and an organisational structure which clearly and in documented manner specifies reporting lines and allocates functions and responsibilities.

b) ensure that the relevant persons are aware of the procedures which must be followed for the proper discharge of their responsibilities.

c) establish, implement and maintain adequate internal control mechanisms designed to secure compliance with decisions and procedures at all levels of the investment firm.

d) ensure that personnel with the skills, knowledge and expertise necessary for the discharge of the responsibilities allocated to them are employed.

e) establish, implement and maintain effective internal reporting and communication of information at all relevant levels of the Company.

f) ensure the maintenance of adequate and orderly records of the Company business and internal organisation.

g) ensure that the performance of multiple functions by the Company relevant persons does not and is not likely to prevent those persons from discharging any particular function soundly, honestly, and professionally.

h) establish, implement and maintain systems and procedures that are adequate to safeguard the security, integrity and confidentiality of information, taking into account the nature of the information in question.

i) take all reasonable steps to ensure continuity and regularity in the performance of investment services and activities. To that end, the Company

must employ appropriate and proportionate systems, resources and procedures.

j) establish, implement and maintain an adequate business continuity policy aimed at ensuring, in the case of an interruption to Company's systems and procedures, the preservation of essential data and functions, and the maintenance of investment services and activities, or, where that is not possible, the timely recovery of such data and functions and the timely resumption of its investment services and activities.

k) establish, implement and maintain accounting policies and procedures that enable it, at the request of the competent authority, to deliver in a timely manner to the competent authority financial reports which reflect a true and fair view of its financial position and which comply with all applicable accounting standards and rules.

- have sound administrative and accounting procedures, internal control mechanisms, effective procedures for risk assessment, and effective control and safeguard arrangements for information processing systems.
- have sound security mechanisms in place to guarantee the security and authentication of the means of transfer of information, minimise the risk of data corruption and unauthorised access and to prevent information leakage, in order to maintain the confidentiality of the data at all times.
- establish implement and maintain additional controls in the organizational structure, with a specific focus on whether this is adequate to carry out and monitor the cross border activities of the investment firm. Specifically set out the functional and legal reporting lines relating to the cross border activities of the investment firm.
- in case the investment firm will be outsourcing any activities in host Member States, shall establish implement and maintain controls to mitigate the additional risks to which the firm may be exposed due to its cross border activity.
- establish adequate policies and procedures sufficient to ensure its compliance, including the compliance of its managers, employees and tied agents with its obligations under the Law (L87(I)/2017) as well as appropriate rules governing personal transactions by such persons.
- maintain and operate effective organisational and administrative arrangements with a view to taking all reasonable steps designed to prevent conflicts of interest from adversely affecting the interests of its clients.
- arrange for records to be kept of all services and activities provided, and transactions undertaken by it, which shall be sufficient to enable the Commission to exercise its supervisory functions and to take steps to ensure the investment firm's compliance with its obligations under the Law, the relevant Regulations and Directives and in particular to ensure that the investment firm has complied with all obligations, including those with respect to clients or potential clients and to the integrity of the market.
- when holding financial instruments belonging to clients, make adequate arrangements so as to safeguard the ownership rights of clients, especially

in the event of the investment firm's insolvency, and to prevent the use of a client's financial instruments on own account except with the client's express consent.

- when holding funds belonging to clients, make adequate arrangements to safeguard the rights of clients and, except in the case of credit institutions, to prevent the use of client funds for its own account.

When complying with the above requirements, investment firms shall take into account the nature, scale and complexity of the business of the firm, and the nature and range of investment services and activities undertaken in the course of that business.

How can we help in establishing and licensing a CIF?

We offer a complete range of professional consulting services related to the establishment and operation of Cypriot Investment Firms (CIFs).

Our services include among others the following:

- **Advising on selecting the proper form of presence in Cyprus**
  - Cypriot Investment Firm (CIF)
  - Branch of the Investment Firm (I.F.) of the home company

- **Authorisation and establishment of a Cypriot Investment Firms**. We prepare a complete application file which includes:
  - Internal procedure Manual
  - Money Laundering Manual
  - Business Plan
  - Completion of relevant Cyprus Securities and Exchange Commission (CySEC) forms
  - Collection of all required documents
  - Follow up and response to CySEC questions up to obtaining the license

- **CIF registration after the authorisation**

- **Selection of qualified staff/directors** in accordance with the provisions of the CySEC's Directives

- After granting of the license we offer:
  - Compliance Services and support
  - Anti-Money Laundering Services and support
  - Internal Audit services
  - Data Protection Officer (DPO)
  - Legal support
  - Accounting support
  - Training courses