

Dear Sir/Madam,

We would like to take this opportunity to introduce our company. We are NOA CIRCLE—a Cyprus based Administrative Service Provider.

NOA was established in 2014 in the Republic of Cyprus by an international team of professionals. The business lines now include Accounting, Audit, Tax, Consulting, Compliance, Banking, Structuring and Administration.

NOA CIRCLE LTD is entitled to practise as an audit and accounting firm in Cyprus. We also offer services either through our own offices or through trusted partners in more than 15 jurisdictions, in particular we have wide and deep expertise in Vanuatu, UK, Hong Kong, Cayman Islands, Cyprus, BVI, UAE, Seychelles, Luxembourg, Liechtenstein and Switzerland.

We are looking forward to starting a prosperous and long-lasting cooperation with you and hope to hear from you soon.

Sincerely,
NOA CIRCLE

MEET OUR TEAM



Apollon Athanasiades

Apollon obtained his BA Econ. (Hons) Accounting and Finance from the Victorian University of Manchester (UK), Then he joined PwC International Business Services, specializing in setting up and running private and public interest companies. During the next seven years he was involved in structuring of international businesses and investment (CIS, EU, South East Asia) as a Member of the Board of Amicorp. He held public interest appointments to NYSE and LSE Main Market listed companies and regulated financial services companies in Russia, India, Cyprus and UK, and worked on M&A deals worth over US\$8bln. Apollon was involved in the management team of Andetta Group, a global funds operator, sponsor and promoter. During the past years Apollon held various public officer appointments and BoD positions and performed an executive advisor role for his clients. He handled operational setup of MIFID investment firms, AIFM/UCITS management companies, CIMA and BVI FSC regulated asset managers and funds and the process of obtaining a banking license. Apollon has specialization in Russia and CIS since early 2000's. His clientele included VEON Ltd (NASDAQ: VEON), Wimm Bill Dann Foods (ex NYSE: WBD) and MD Medical Group (LSE: MDMG).



Alexander Nepomnyashchiy

Alexander Nepomnyashchiy graduated from Law Faculty of Higher School of Economics in 2010 and is now one of the leading lawyers in Tax Consulting field in Russia. Alexander's experience and expertise is recognized by international ratings of Best Lawyers, Chambers, Legal 500, Who is Who Legal. For more than ten years Alexander has been working with private clients and financial institutions within consulting companies such as EY, Deloitte and Althaus, and in the Private Banking division of the largest Russian private bank "Otkritie". Alexander's clients include members of the Forbes list, wealthy clients of Russian and international private banks, top managers of the largest Russian and international companies, as well as owners of companies from the Fortune list. Alexander is the Head of NOA CIRCLE Russian office and is responsible for cooperation with Russian clients across the wide range of NOA CIRCLE services provided internationally.



Chris Philippou

Chris obtained his BA (Hons) in Business Administration from Brighton University and an M.Sc. in Management and Finance from Birmingham City University in the UK. He began his professional career as an analyst; holding various positions until he rose to the position of Quality Control Director; and has worked in companies large enough to be listed on the Cyprus Stock Exchange. During that time Chris obtained his professional qualification as a Chartered Business Consultant (CBC) awarded by the Chartered Association of Business Administrators of Canada. Chris joined NOA in the beginning of 2018 and is currently heading the Company's banking and business development team.



Andreas Charalambous

Andreas is a member of the NOA CIRCLE team since 2017 as an Assistant Manager. Andreas obtained his BA in Accounting from the Piraeus University of Applied Sciences. He continued his education and training as a Certified Accountant. He is now a member of the Association of Certified and Chartered Accountants (ACCA) and member of the Institute of Certified Public Accountants of Cyprus (ICPAC) since 2015. Andreas has experience in both accounting and audit sectors, having moved to KPMG Nicosia taking on a supervising position. His work there span a broad spectrum of clients including holding companies, banking institutions, retail companies, service providers, provident funds and providers of financing.



Artem Vorobienko

Artem has more than 18 years of experience in tax consulting and audit of financial statements. He has more than six years of experience in audit as Tax Partner at BakerTilly Ukraine and later as founding partner at Erfolg und Genau audit firm. Artem also led numerous audit projects in the agriculture, retail, engineering, media and real estate including IPO-listed projects.

JURISDICTIONS

Republic of Cyprus

Whilst the Cyprus Private Limited Liability Company ('Cyprus LTD') is subject to a 12.5% Corporation Tax rate, it enjoys a wide applying participation exemption thus reducing the effective tax applying to most investment activities to nil. It's ideal for structuring international investment and financing transactions, intellectual property ownership and licensing undertakings and shipping activities and its assets and shareholders' interests enjoy high levels of legal protection.

- » Dividend income and securities disposal proceeds are tax exempt;
- » 'IP Rights Box' regime with maximum effective tax of 2.5% - the lowest in EU;
- » Ship-owning and ship-management activities under tonnage tax system;
- » 50 Double Taxation Avoidance Agreements in application;
- » Balkan, CEE, CIS, EEA, MENA, Scandinavia regions, Russia, India, China and S. Africa structuring solutions;
- » OECD 'White-listed', EU and Eurozone Member, secure and stable jurisdiction;
- » Legal organization drawing from Common Law principles with full implementation of EU Directives

British Virgin Islands

The BVI International Business Company (IBC) is exempt from tax regulations, is ideal for structuring international business activities, it allows for a flexible organizational structure, enjoys lenient record keeping and reporting requirements and enables the safekeeping of commercial confidentiality.

- » Cost efficient set-up and ongoing maintenance;
- » Simple incorporation and administration requirements;
- » OECD 'White-listed', secure and stable jurisdiction;
- » Internationally recognized and accepted medium for transactions structuring;
- » Business activities outside the territory of the BVI are exempt from BVI taxes;
- » No foreign exchange controls;
- » Ability to open corporate bank account without being present;
- » Bearer shares are allowed.

Vanuatu

Vanuatu is one of the major offshore financial services leaders. It is an island nation located to the East of Australia and North of New Zealand; Vanuatu is determined to preserve the economic growth and stability which makes it an excellent choice for business for clients. Vanuatu is a tax haven, where financial services are an important part of the economy. The Vanuatu Financial Services Commission is responsible for the regulation and supervision of investment business and trust and company service providers. In the frame of the Vanuatu financial services industry development, laws have been updated and international standards and best practices have been adopted. Vanuatu International Company is the most commonly used offshore entity known for

its flexible corporate structure, exemption from all taxes and stamp duty and a high level of confidentiality. Many international ship-management companies choose to flag their ships under the Vanuatu flag, because of the tax benefits and favourable labour laws.

- » There is no income tax, withholding tax, capital gains tax, inheritance tax
- » There is no exchange control
- » Vanuatu International Company as one of the best solutions for offshore entity
- » Developed offshore banking system
- » No information published relating to company officers
- » "Flag of convenience" country

United Arab Emirates and Dubai

The UAE is a federal union of seven emirates composing of Ajman, Umm Al Quwain, Abu Dhabi, Fujairah, Dubai, Ras Al Khaimah and Sharjah. Dubai is one of the world's fastest growing business and financial centres, already ranked on the world's top 50 centres for commerce driving the global economy. A variety of business formations are available depending on the purpose. It's ideal for setting up a foothold in the MENA region, structuring international commerce transactions and is second only to London as the destination of choice for HNWIS.

- » Blanket tax exemption for all types of business formation;
- » Onshore companies used for transactions within UAE;
- » Offshore companies used for international transactions;
- » Free-zone companies used for establishing physical presence in the UAE;
- » Sophisticated banking and financial sector with impeccable reputation;
- » OECD 'White-listed', secure and stable jurisdiction;
- » Attractive living standards and high-yield property market

London, the UK

London's reputation as Europe's premier financial and business centre is well deserved. Drawing from centuries of experience in organised forms of business enterprise, the UK Limited Liability Company and various forms of Partnerships can prove most valuable tools in international structuring. Although a high tax jurisdiction, certain exemptions exist which in combination with the UK's network of more than 100 DTAAs, present numerous possibilities for tax optimisation structuring

- » Numerous tax exemptions and special bases of taxation of specific types of income;
- » The most advanced and secure banking and financial market in Europe;
- » Commercial activity organised under Common Law principles with application of EU Directives delivering high investment and asset protection;
- » Probably the worlds' highest yielding and desirable property market.

Cayman Islands

The Cayman Islands are a major financial centre offering are fast becoming the world's leading offshore digital jurisdiction. They meet the highest anti-money laundering compliance requirements. The regulation of the financial services industry is undertaken by the Cayman Islands Monetary Authority (CIMA) which has a stricter regime than many other offshore jurisdictions.

- » Cayman Islands are a stable British Overseas Territory
- » There is a pro-business regulatory environment.
- » British Law and IP protection laws apply.
- » It's the world's leader hedge fund jurisdiction.
- » OECD white listed.
- » There are no annual reporting, accounting or auditing requirements for an Offshore Cayman Islands Company.
- » Only one shareholder and one director is required. These can be the same person or a corporate body and do not need to include a local.
- » There is a complete lack of direct taxation; no corporation, property, capital gains or withholding taxes. This legislation is backed by a 20-year government guarantee (rising to 30 years on application) enabling long term business planning.
- » No minimum capital requirement for a Cayman Island Company formation.
- » Corporate bank accounts.

Hong Kong

A former British Colony but now part of the Republic of China, Hong Kong is considered a major international centre for business. Hong Kong is classified as a Special Administrative Region (SAR) within the Republic of China and has retained its own legal system which is based on the British system with the official languages being English and Chinese. Hong Kong is one of the worlds most established and reliable financial centres. The economy is considered to be one of the freest in the world (as measured by the Index of Economic Freedom)

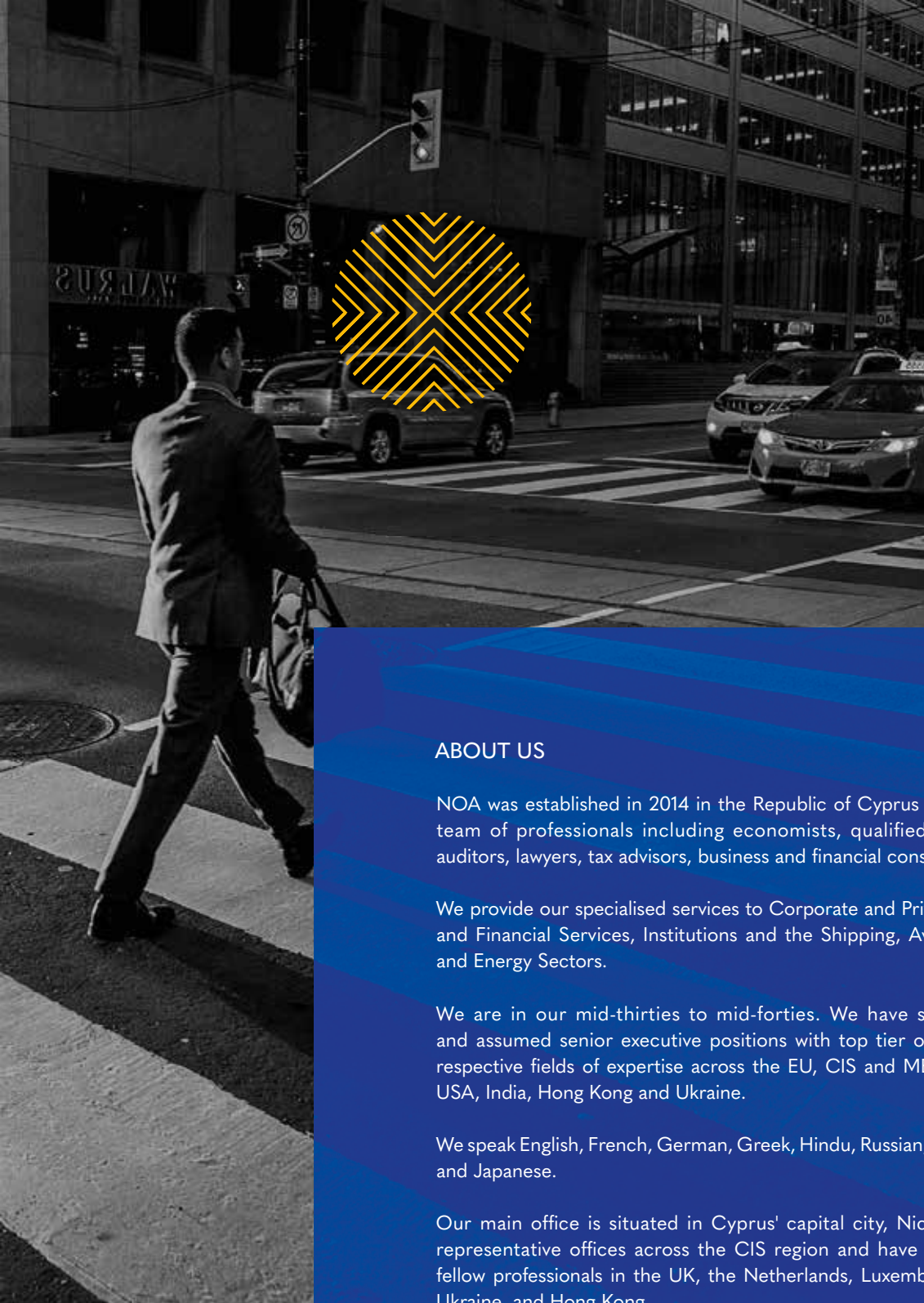
- » Major trading entity offering unparalleled business validity.
- » There are no restrictions on the use of foreigners as Shareholders.
- » Corporate Director and Secretary are allowed.
- » The incorporation of a Hong Kong company is simple and quick.
- » No minimum requirements for share capital.
- » Only one Director and Shareholder is required to form a limited liability company.
- » Profit is not subject to Hong Kong income tax.
- » There is no capital gains tax in Hong Kong.
- » There is no withholding tax on interest, dividends and royalty.
- » Foreign dividends are not subject to Hong Kong income tax.
- » Tax credits for foreign tax paid are available in Hong Kong, however they are subject to some conditions.
- » There is no net worth tax, sales tax or VAT tax in Hong Kong.
- » Excellent banking system and communications infrastructure.

Russian Federation

As the capital of the Russian Federation and its financial center, Moscow has always played a major role in the Russian business world which is closely tied to the biggest financial and business markets around the globe. This leads to Moscow becoming a significant player in today's international business. Having one of the highest numbers of billionaires among its citizens, the city does not have business borders which makes impossible to neglect it.

NOA through its network of associates represented by legal firms and lawyers offers solutions in Moscow to its Russian and foreign clients who want to better structure their business in Russia, primarily in Moscow region.





ABOUT US

NOA was established in 2014 in the Republic of Cyprus by an international team of professionals including economists, qualified accountants and auditors, lawyers, tax advisors, business and financial consultants.

We provide our specialised services to Corporate and Private Clients, Funds and Financial Services, Institutions and the Shipping, Aviation, Agriculture, and Energy Sectors.

We are in our mid-thirties to mid-forties. We have schooled, excelled and assumed senior executive positions with top tier organisations in our respective fields of expertise across the EU, CIS and MENA countries, the USA, India, Hong Kong and Ukraine.

We speak English, French, German, Greek, Hindu, Russian, Spanish, Ukrainian and Japanese.

Our main office is situated in Cyprus' capital city, Nicosia. We maintain representative offices across the CIS region and have partnered up with fellow professionals in the UK, the Netherlands, Luxembourg and the UAE, Ukraine, and Hong Kong.

Drawing on our multilingual-multicultural-multidisciplinary backgrounds and our international reach, we assist clients whose operations transcend national borders and industries and provide them with truly unique solutions.

NOA Circle Ltd is entitled to practise as an accounting firm in Cyprus under the Certificate number E698/G/2015.

CORE VALUES

Core values encourage, inspire and motivate our team in every phase of our business practice. Develop meaningful relationships with clients based on high quality services and mutual trust. Maintain high level of integrity and honesty in our work.

» **Value**

We have the technical experience to compete with the larger national firms and the competitive pricing, staff, and service commitment to compete with the smaller local firms.

» **Consistency**

Our firm has cultivated an environment that is progressive and rewards staff with increasing responsibilities. Accordingly, it is the norm to expect that the staff assigned to your initial engagement will continue to be involved in the delivery of key services to your entity.

» **Communication**

We are available to assist you throughout the year, and encourage our clients to contact us whenever they have questions, or are about to make any major decisions. We consider this part of our regular services, and our clients can take comfort in the knowledge that they will not receive a bill every time they call us for advice.

» **Experience**

Our management team is highly experienced, which allows us to provide services which are both high quality and efficient

OUR STRENGTHS

» **Expertise**

Every engagement with a partner is a possibility to showcase our experience and advanced analytic methods. We provide high quality independent expertise and make personal investment recommendations based on this professional research.

» **Quality of products**

The unsurpassed quality of our delivered products is the result of the diligence in our work. We care for our reputation and of the reputation of our clients, so we strive for excellence in all of our endeavours.

» **High customer satisfaction**

The NOA team prides itself in its quality service. We take care of our clients at every step of our working partnerships, resulting in swift and professional resolutions with each client issue.

» **Loyalty**

We believe that understanding your interests and preferences is the first step to great cooperation. We are open to all partnership suggestions—and allow you freedom of choice in selecting working conditions which are most convenient for you.





OUR PARTNERS

Aelius Circle is our trustworthy and reputable partner providing services of Corporate Income Tax Return, Annual Tax Compliance, Annual Statutory Audit, Annual VAT Compliance, Bookkeeping, Quarterly VAT Returns, Monthly VIES filings. Aelius has experience in serving international and local organizations and individual entrepreneurs. Aelius Circle Ltd is certified under ICPAC (The Institute of Certified Public Accountants of Cyprus) as having complied with the Regulations of the institute; Aelius Circle Ltd is also entitled to practise statutory audit services in Cyprus under the Certificate number E744/A/2015.

Nobile provides the highest level of professional services in the fund sector such as fund formation, licensing, accounting, administration and advisory. Comprising of highly calibre staff, has the ability to support complex investment structures. Nobile, as a leading service provider, in order to accommodate the rapid expansion of the market, has invested in technology, created strategic alliances with associates around the globe and keeps investing in human capital. As a company it remains committed in delivering high quality services and to keep the upward trend as a leading Fund Administrator.

Erfolg und Genau audit has partnered with companies in different sectors of the economy. Their clients are large diversified groups, which bring together a large number of companies in different regions of the country. They offer their clients high quality services based on the deep understanding of the environment and unique experience of their professionals. Their experience covers participation in teams engaged for fund-raising by bond issuance, IPO and placements. For seven years their team members have provided services to businesses which are the leaders in their market segments. Erfolg und Genau cooperates with the foreign offices of the big four, substantiating the confidence of high-level professionals to the quality of their services. The majority of the engagements completed by the team within the projects of the initial public offering of shares are parts of this long-term cooperation. Erfolg und Genau is proud to share their high quality audit skills in the supporting of the IPO projects of their clients.



CORPORATE SERVICES

From **sole-traders** to **global conglomerates**, our offering is designed to serve needs in an efficient and effective manner providing access to local knowledge and know-how, internationally.

Market entry, business organisation and operations are designed and implemented in a planned and controlled manner achieving the optimum balance between speed and quality.

Start-up and Ongoing Administration

We provide turn-key business set-up and maintenance services, ensuring investors' peace-of-mind, enabling them to concentrate on what matters most: their core business revenue generating activities. Organisational set-up/entity incorporation in most jurisdictions of interest around the world.

- » Fiduciary officer appointments
- » Secretarial, administrative and paralegal support
- » Business address and correspondence and communication handling
- » Fulfilment of jurisdictional compliance requirements
- » Company incorporations

Accounting and Audit

We keep up-to-date bookkeeping records and act as your professional external CFO, producing financial information relevant to your business needs and making sure that the numbers 'make sense'.

- » Bookkeeping and financial statement preparation in accordance with local GAAP
- » Cost accounting and management reporting
- » Materials and process accounting
- » Statutory audit
- » Special purpose assurance engagements
- » Internal audit
- » Internal, IT and systems audit
- » IFRS reporting

Legal

We offer representation from in-house corporate lawyers in five countries and through associates in another four. We help clients manage their legal exposures, regularise their positions and safeguard their interests.

- » Contractual arrangements review and drafting
- » Judicial proceedings representation
- » "In-house personal legal advisor" service
- » Dispute resolution and mediation



Compliance, Regulatory Consultancy and Licensing

We provide regulatory consultancy since 2010. We have diverse experience in this sector and we advise all areas without exception. We pride in ourselves to be the best in this area. Our team is simply the number one when it comes to regulation. We have licensed countless funds and written over 70 prospectuses. We guide you A-Z depending on your needs. We also have expertise on cross border managers with funds in second or third member states.

- » Establishment and maintenance of licensed businesses: investment and brokerage firms, funds, asset managing companies
- » Compliance services (legal support of relations with financial institutions)
- » Compliance with the requirements of the CRS law

Tax

We specialise in international tax advisory and compliance, offering global optimisation solutions that minimise the impact of the incidence of tax ensuring your business is compliant with applicable laws and regulations.

- » International tax planning and structure design
- » Local tax return filings and tax agent representation
- » Tax rulings and communication with Authorities
- » EU VAT advisory and compliance
- » Customs and Excise support

Banking

We introduce our clients to banking and financial organisations globally and assist with administrating their affairs, being always available and connected to ensure timely execution of their orders in a secure environment.

- » Access to international banking and financial organisations
- » Relationship introduction and initiation
- » Compliance function facilitation
- » Order execution and signatory services

Advisory

We advise drawing from the experience of seasoned professionals on a whole range of issues relevant to our clients' business, presenting them with success critical solutions that are relevant and appropriate to their circumstances.

- » Forensic Accounting and Internal, IT and Systems audits and MIS design consulting
- » Business, Project and Real-estate financing and valuations
- » IPO and Transactions ancillary services
- » Energy sector mediation and agency support
- » Intellectual Property registrations and management

BLOCKCHAIN AND DIGITAL CURRENCY SERVICES



We have been in this innovative industry since 2014 with a portfolio of more than ten licenses. We have connected over many acquirers with licenses.





PRIVATE CLIENT SERVICES

From **high net worth individuals** to **professionals and workers**, we service our clients with attention to detail, presenting them with tailor-made solutions that fulfil their needs.

Our services include wealth management solutions, asset and privacy protection products and specialised migration and lifestyle packages.

Asset and Privacy Protection

The world of today is changing with unparalleled pace. Privacy and security are notions that have traditionally been considered a given in 20th century developed societies. Not any longer. Technology developments in combination with socio-economic and political developments of the new millennia have brought about greater connectivity and proximity which along with great benefits have unfortunately given rise to increased security risks and deprivation of privacy.

- » Formation and administration of trusts and foundations
- » Family, succession and legacy planning strategies
- » Confidentiality and privacy structuring systems
- » Physical asset and network security packages
- » Commercial anonymity solutions

We deliver solutions that protect your assets and privacy from changes in the environment you operate in, your personal circumstances or preferences, bearing always in mind the unforeseen.

Migration

We organise your migration from A to Z, explaining to you all relevant requirements and making sure all corners are covered.

- » Physical and Tax residency shifts
- » Nationality by investment schemes (EU and offshore passports)
- » Employment outside country of domicile and
- » Personal and family relocation services

Wealth Management

Managing your wealth is an exercise you cannot afford to let go wrong: the consummation of many years of hard work is at stake as well as the fortunes of your successors and your family's future generations.

Our affiliates and associates are licensed professionals providing regulated financial advisory services. They will connect you with the world's top fund and asset managers and investment banks and we will make sure the process is monitored and carried out in accordance with your mandates.

- » Defining your spending needs
- » Budgeting your future
- » Determining your risk appetite and aptitudes
- » Drawing your investment profile and
- » Accounting for the unexpected

Family Office

We support your life's choices in a personalised manner addressing your needs whatever these may be.

- » Personal assistant function
- » Lifestyle and travel packages
- » Personal legal and financial consultant services
- » Property and child coordination facilities including childcare, schooling and private tutoring related services





OTHER SERVICES

Asset and Privacy Protection

The funds and financial services industry is complex, dynamic and unforgiving: local knowledge, global expertise and attention to detail are only few of the traits necessary for success.

Our in-house professionals and external associates include financial services industry practitioners that specialise in:

- » 'Offshore' (including BVI, Cayman, Barbados and Curacao) and EU-AIF fund set-up and administration
- » Financial Services Authorities (UAE, India, Cyprus, UK, Russia) licensing and representation
- » Licensed fund, asset and discretionary portfolio management
- » Structured products, insurance wrappers and securitisation vehicles

We assist with:

- » Time sensitive NAV calculations
- » Registered agent/administrator services
- » Accounting and financial statement preparation
- » Statutory audit and compliance reporting
- » Raising finance and re-financing projects, and
- » Securities listings and IPOs on world markets

Shipping, Aviation and Energy

Each an industry on its own connected through common purpose, servicing Shipping and Aviation and Energy sectors demands the application of highly specialised technical knowledge by certified professionals.

- » Commercial vessel and aircraft registrations
- » Commercial aeroplane maintenance structures
- » Ship management including financial, operational, technical, deck, and crew
- » ISO, ISPS, ISM and Port State Control compliance and audits
- » Yacht and private jet registrations and chartering
- » Bunkering support services including quality and quantity control
- » Dry-dock and on-going maintenance project management
- » Energy sector projects dealing both in fossil and renewable sources, from production to trading and retail

CURRENT DEVELOPMENTS

We have a passion for acquiring knowledge but more importantly for devising innovative ways of applying our knowledge to practically assist our clients in their endeavours.

The economic meltdown witnessed by the West in conjunction with the growth generated by the East and BRICS along with the imminent rise of Africa have nurtured the need of governments to raise tax moneys, increase their collection capabilities, fight terrorism and money-laundering.

National governments starting from the US and Russia and international organisations and forums such the EU, UN, G20 and the OECD, have coordinated their efforts to this end and have come out with plans like the US FATCA, the G20 BEPS and GATCA projects, the Russian De-offshorisation laws, the Indian GAAR provisions, to address the issues.

Although such initiatives are commendable and they are expected to positively impact the quality of peoples' lives, undoubtedly they come with drawbacks. The increased regulation, compliance and reporting requirements come to the expense of flexibility, entrepreneurship, personal data protection and the ability of businesses to develop and maintain a competitive advantage.

Our team of professionals keep abreast of current developments, help you make sense of it all, design mitigation strategies ensuring critical success factors such as speed of entry and reaction to market, safeguarding of personal and business confidential information and processes are maintained and enhanced whilst at the same time being compliant with applicable laws and regulations.



CONTACT US

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