



KINSTELLAR

Legal framework



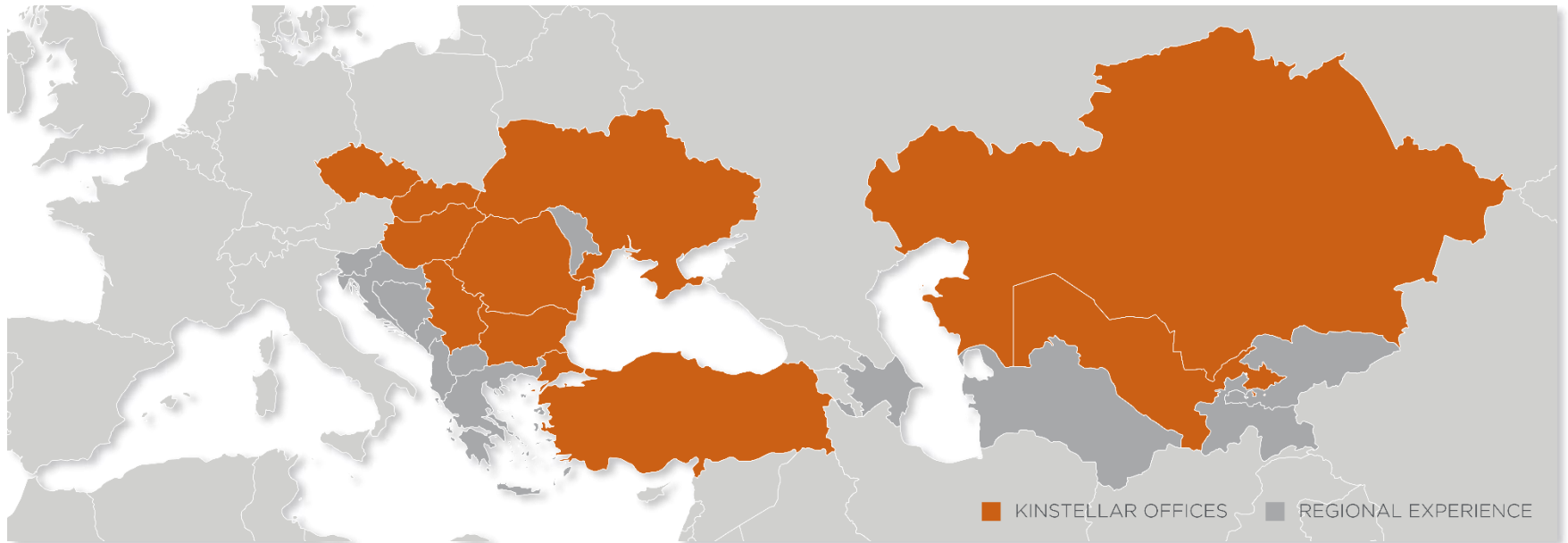
LEADING FIRM



Emerging Europe and Central Asia's Leading Independent Law Firm

With offices in **ten jurisdictions** and 200 local and international lawyers, we deliver consistent, joined-up legal advice and assistance across diverse regional markets – together with the know-how and experience to champion your interests while minimising exposure to risk.

Bulgaria Czech Republic Hungary Kazakhstan Romania Serbia* Slovakia Turkey Ukraine Uzbekistan



KINSTELLAR

* Kinstellar advises international and local clients in Serbia in cooperation with Zajednička advokatska kancelarija Marić & Mujezinović.

Our Expertise

Sectors

- Aviation
- Automotive & Industrials
- Banks & Financial Institutions
- Energy
- Infrastructure
- Life Sciences & Healthcare
- Private Equity
- Real Estate
- Technology, Media & Telecommunications

Practices

- Banking, Finance & Capital Markets
- Competition & State Aid
- Compliance, Risk & Sensitive Investigations
- Dispute Resolution
- Employment & Labour Law
- Energy
- Infrastructure & Projects
- Intellectual Property
- M&A & Corporate
- NPLs & Distressed Assets
- Real Estate, Construction & Planning
- Restructuring & Insolvency
- Tax
- Technology, Media & Telecommunications
- White-Collar Crime

Out of Area

But certainly not out of our depth. Quite the contrary.

We have experience in **coordinating external legal counsel in jurisdictions where we do not have a local presence**. Kinstellar Prague would be your **single point of contact** in order to ensure the unified approach.

In case of any legal **issues under Irish law** we working with one of largest and best Irish law firms **William Fry**.

WILLIAM FRY

William Fry is a leading Irish law firm (this is confirmed by the firm's top tier ranking in the respective fields by all the major ranking companies), specialising in the area of Corporate & M&A, Banking & Finance, Litigation & Dispute Resolution, Asset Management & Investment Funds, Real Estate, Insurance, Tax, Projects & Construction, Employment & Benefits and Technology.

Running a Business in Ireland

- International Treaties Investment
- Enforcement of Decisions / Judicial Cooperation / Arbitration
- Verification of Documents / Apostille
- How to Start a Business in Ireland?
- Companies in Ireland



International Treaties



Business and trade

- The Agreement on the European Economic Area (1994)
- Convention on the OECD
- Marrakesh Agreement establishing the World Trade Organisation (1994)
- Convention establishing Multilateral Investment Guarantee Agency (1985)
- ICSID Convention - Convention on the settlement of investment disputes between States and nationals of other States (1965)

Transport and logistic

- Convention for the Unification of Certain Rules for International Carriage by Air (1999)
- Member state of ICAO (International Civil Aviation Organization) - International Air Services Transit Agreement (1944)
- Customs Convention on the International Transport of Goods under Cover of TIR Carnets - TIR (1975)

International Treaties



Energy

- Energy Charter Treaty (1994)
- International Energy Forum Charter (2011)
- Statute of the International Renewable Energy Agency (2009, IRENA)
- Statute of the International Atomic Energy Agency (1956, IAEA)

IP

- Paris Convention for the Protection of Industrial Property (1883, WIPO)
- Member state of the European Patent Organisation (EPO)

International Treaties

Finance

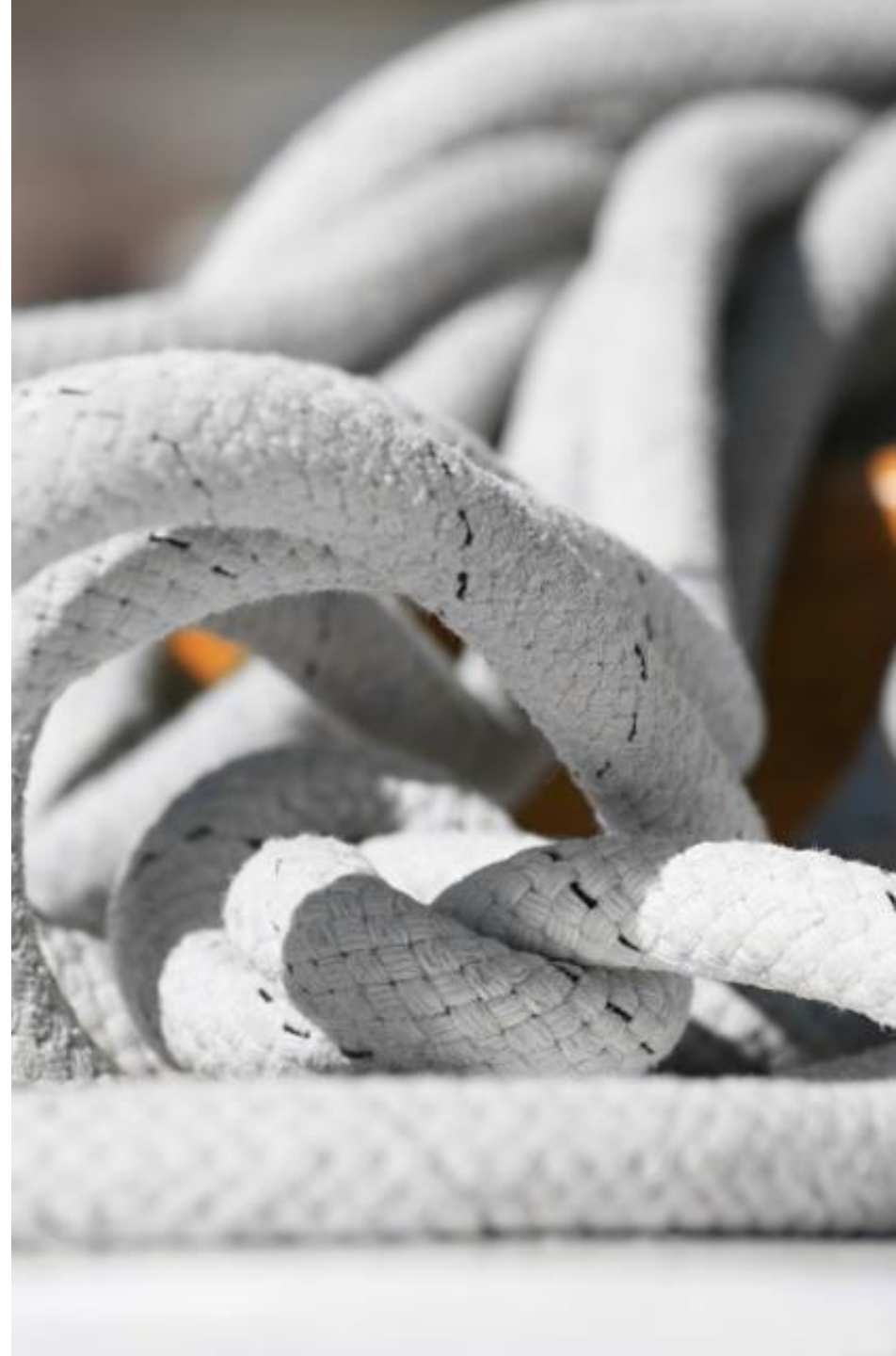
- Convention between the Czech Republic and Ireland for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income and on Capital (1995, **bilateral**)
- Convention concerning the simplification of formalities in trade in goods (1987)
- Convention on a common transit procedure
- Agreement of the International Monetary Fund (IMF) (1945)
- Member states of the IBRD, IFC and EBRD (recipient of funds)

Terrorism and Corruption

- UN International Convention for the Suppression of the Financing of Terrorism (1999)
- UN Convention against Corruption (2003)

BITs

- Intra-EU BITs
- Agreement between the Czech Republic and Ireland for the Promotion and Reciprocal Protection of Investments have been terminated with effect on 1 December 2011
- The issue of foreign direct investment belongs to the EU common trade policy



Investment

- No significant barriers to international trade or foreign investment in Ireland
- Investors from both within and outside the European Union receive the same treatment as domestic investors under Irish law
- Low corporate tax rate at 12.5 %
- There are no exchange controls and approval is not required for foreign investment or capital importation
- Extensive double tax treaty network
- The Irish Government has a range of direct incentives that are designed to encourage foreign investments



Enforcement of Decisions / Judicial Cooperation

- No bilateral agreement in place

Enforcement of Decisions

- **Judgments in civil matters** – ensured (both – recognition and enforcement)
 - Brusel I bis, Lugano Convention
- Schengen Area – opt-out
- **Judgments in criminal matters** – recognition and extradition are ensured
- Convention on the Recognition and Enforcement of Foreign Arbitral Awards (New York, 1958) ✓

Judicial Cooperation

- Convention of 15 November 1965 on the Service Abroad of Judicial and Extrajudicial Documents in Civil or Commercial Matters
- Convention of 18 March 1970 on the Taking of Evidence Abroad in Civil or Commercial Matters
- Convention of 1 March 1954 on civil procedure

Verification of Documents / Apostille

Ireland is a party to the Hague Convention on Apostilles

Verification of **Irish documents** for use in the Czech Republic

- Department of Foreign Affairs & Trade

Verification of **Czech documents** for use in Ireland

- Ministry of Foreign Affairs of the Czech Republic (documents issued by administration)
- Ministry of Justice of the Czech Republic (documents issued by judicial authority or notary)



Most Common Types of Entities

Private Company Limited By Shares

- Liability of members is limited to the amount, if any, remaining unpaid on the shares held by them
- No requirements related to the minimum share capital. (Ex. 100 shares 1EUR each)

Public Limited Company

- Minimum capital EUR 25.000; 25% of this sum should be deposited before the company starts its business activities
- Shares may be issued to the public and may be listed on a stock exchange
- Two directors at minimum



Establishing a Company

Private Limited Company

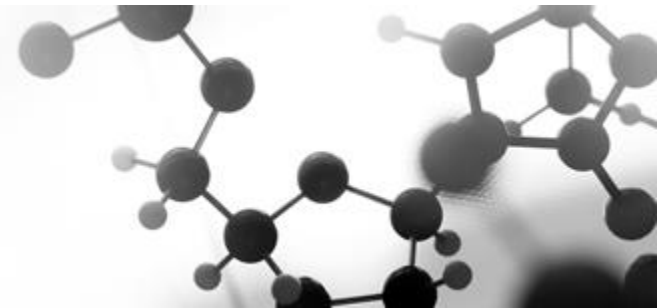
- How to incorporate:
 - Minimum of one director
 - Simple constitution
 - Unlimited capacity
 - May dispense with requirement to hold a physical AGM
 - May not offer its debentures or shares to the „public

Branch

- Any company registered abroad with limited liability are required to register as a branch in Ireland

Designated Activity Company

- How to incorporate:
 - Minimum of two directors
 - Memorandum and Articles of Association (M&A)
 - Capacity limited by objects clause in M&A
 - Must hold a physical AGM (unless a single member company)
 - May list debentures on a debt market
 - Name to end in „designated activity company“ or „cuideachta ghníomhaíochta ainmhithe“



Restrictions on foreigners owning shares / real estate

SHARES

- No restrictions
- Although with Irish counterparties to the transactions, acquisitions etc. may be subject to particular regulatory approvals (Competition, Central Bank etc.)

REAL ESTATE

- There are no legal restrictions on the ownership of real estate by non-residential persons in this jurisdiction. However, anti-money laundering legislation requires that a number of checks be carried out on a potential buyer, and the identity of the buyer, the source of funds and the ability to fund the acquisition of real estate will need to be verified



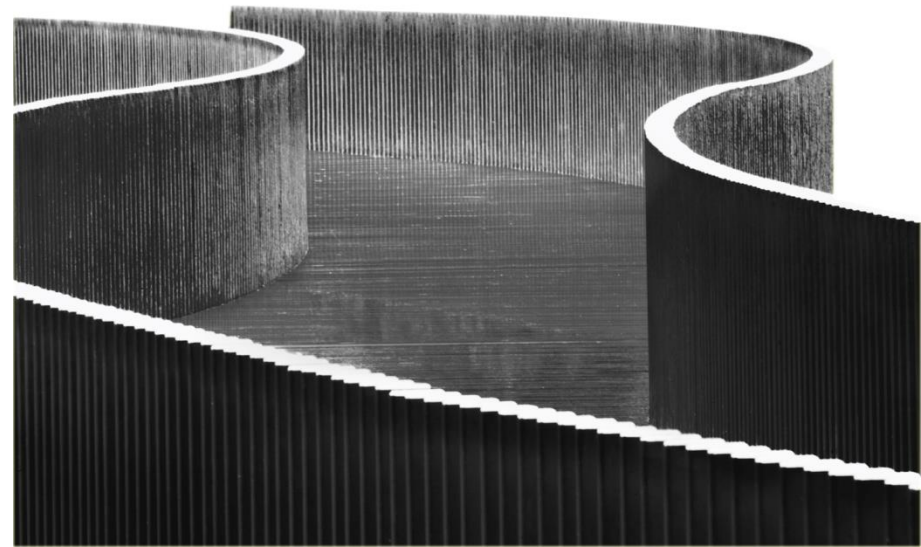
IP protection

Ireland benefits from a regime reflecting state of the art developments in intellectual property policy domestically and at Community level and has committed to international obligations, all of which results in a robust framework for business.

Principal areas are:

- Patents
- Trade marks
- Designs
- Copyright

Protected by modern statutes driven by EU and international provisions.



Questions?



Thank You!



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We would be pleased to provide you with any further information about any of our offices, lawyers, practice areas or expertise (as well as our fees policy) which you might require. Should you have any questions, all contact information is available on: www.kinstellar.com

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