



GRATA
INTERNATIONAL

Scheme of Arrangement Case

Maxim Burak, Partner

Aruzhan Aimak, Senior Associate

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Court Order

1. The Court sanctions under **section 124 of the AIFC Companies Regulations** the proposed arrangement for a reconstruction involving the amalgamation of the Defendant with the Claimant.

2. Pursuant to **section 126 of the AIFC Companies Regulations** the Court orders that the Defendant be amalgamated with the Claimant on the basis set out in the Agreement for Amalgamation between them dated 21 December 2020.

Article 126 of Companies Regulations

'If an application is made to the Court under section 124 (Power of Company to compromise with Creditors and Shareholders) for the sanctioning of a compromise or arrangement proposed between a Company and any Persons mentioned in that section, the Court may make any orders as it considers appropriate to facilitate the compromise or arrangement, including a reconstruction of the Company, or an amalgamation of the Company with any other Company.'

Preparation for amalgamation

Setting up a company in AIFC

Preliminary check and receiving required consents

Checking correspondence of types of activity

Checking possible consequences of amalgamation

Procedure of the Scheme of Arrangement

Resolutions

- to be taken by the LLP and Private Company
- includes: (1) amalgamation, (2) conclusion of the agreement, (3) notification

Notifications to

- tax authority
- creditors
- announcement at newspaper

Agreement

- information on persons involved at amalgamation
- balance details
- amalgamation order

Procedure of the Scheme of Arrangement

Application
to court

- description of the case
- attachment of supporting documents

Issuance of an
order

timeline is not set

Creditors

- claims can be made within 2 months from the notification

Procedure of the Scheme of Arrangement

Transfer act

- transfer of all the rights and obligations

Liquidation tax report

- on all types of tax and other deductions to the budget according to the Tax Code

Resolution

- approval of the transfer act
- approval of the liquidation tax report

Procedure of the Scheme of Arrangement

Submission to
the tax
authority

- transfer act
- liquidation tax report

Resolution of
the Private
Company

- increase of the charter capital
- on amendments of AoA

AoA

- signing amendments to AoA

Procedure of the Scheme of Arrangement

Change of registration data

- filling in forms
- submission of the documents to AFSA

Termination of the LLP activity

- preparation of the application
- collection of the documents
- submission to the registering authority (not earlier than 2 months after notification of creditors)

Obtaining of an order

- obtaining of an order on termination of the LLP related to amalgamation with Private Company

Alternative to redomicile

Redomicile from Kazakhstan into AIFC is not possible

Companies Regulations, Article 151

A Foreign Company may, if authorised by the laws of the jurisdiction in which it is incorporated, apply to the Registrar of Companies for the continuation of the Foreign Company as a Company.

Thank you for attention!

Questions?

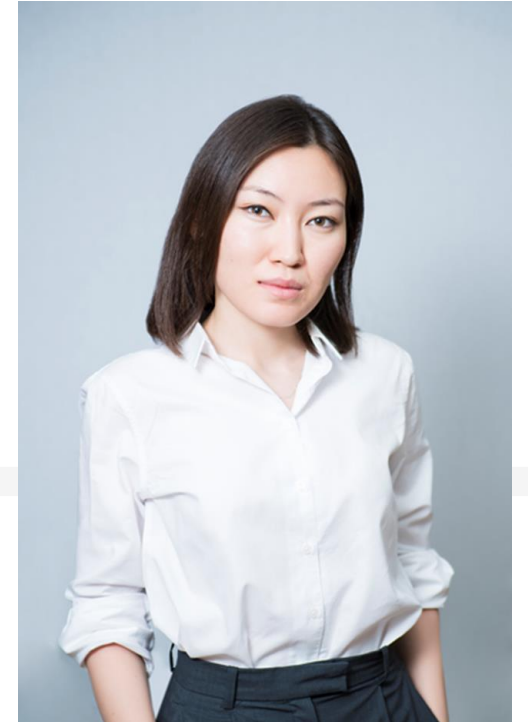


Maxim Burak

M: +7 (701) 786-26-06

mburak@gratanet.com

www.gratanet.com



Aruzhan Aimak

M: +7 (701) 532-94-80

aaimak@gratanet.com

www.gratanet.com