

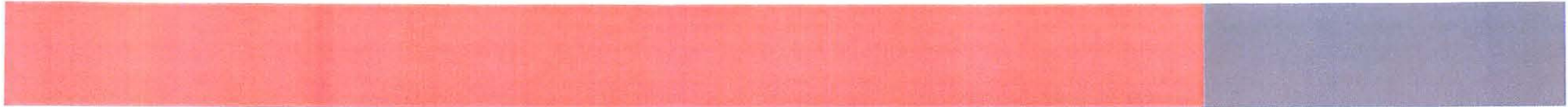


BULGARIAN CORPORATE SERVICES EOOD
Corporate presentation

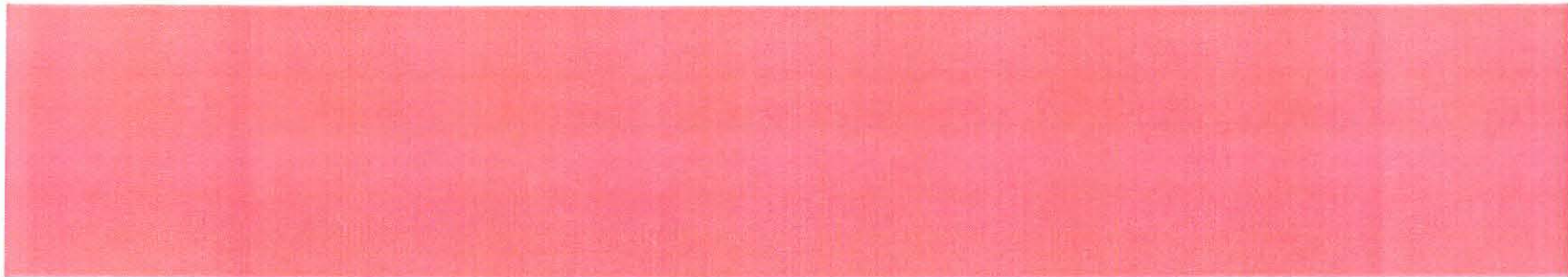
Bulgarian-Swiss Chamber of Commerce
“Meet the New Members & Garden Party”
Park Inn Hotel Sofia, June 25, 2014

OVERVIEW

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1. Our company





1. Our company

Bulgarian Corporate Services EOOD is a corporate administration firm that combines international cross border business knowledge with local market experience.

Bulcorp was created in 2012 and has a head count of four people. It has had an organic growth of 400% over the past two years and doubled its turnover.

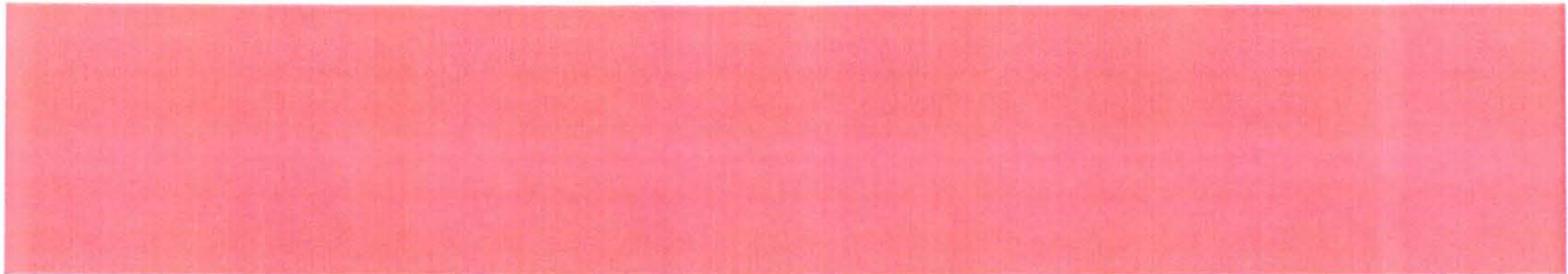
Although our customers have chosen us for our pragmatic mindset and capacity to deliver sensible tailor made solutions ahead of expectations, our team takes nothing for granted.

Thus we strive for excellence by dedicating our utmost capabilities and resources to provide unrivaled one stop shop services and create value for our customers. We provide impartial, confidential and state of the art solutions to worldwide businesses and where Switzerland plays a strategic role.

Bulcorp has developed a strong network of local and international professional support people based on common values and past mutual deal track record.



2. Our team



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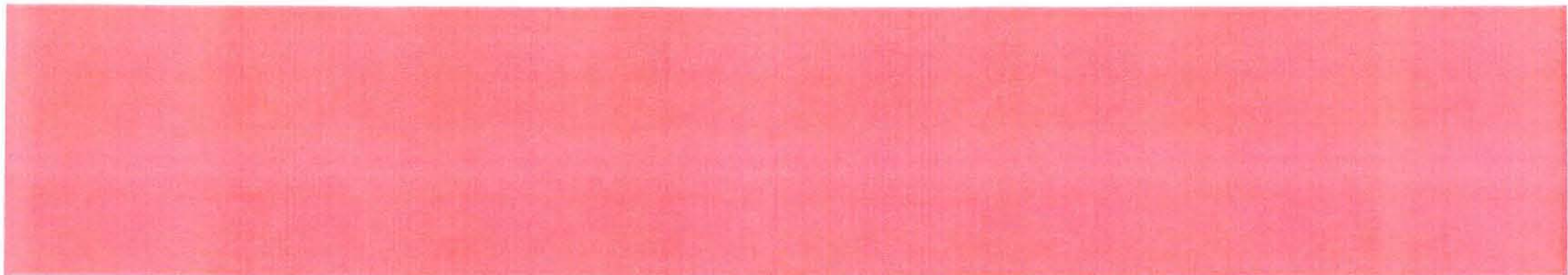
At the heart of our company is a team of people made up of highly qualified, talented and innovative professionals, each with extensive experience in dealing with demanding customers from North America, Western European and the Commonwealth of Independent States.

Our team is comprised of:

- One manager and chief executive officer, in charge of internal control and compliance;
- One senior accountant, in charge of bookkeeping, accounting and annual financial statements;
- One executive assistant, in charge of administrative coordination and customer relations;
- One junior legal, in charge of general day-to-day legal and tax advice under Bulgarian law; and
- External general legal counsel under Bulgarian, Swiss, Luxembourg and French law.



3. Our services



3. Our services

Scope of services

- Corporate management services:

Company formation, provision of registered office, company secretary and management (resident directors/managers), entity compliance, termination of business and company liquidation.

- Accounting & Bookkeeping:

Bookkeeping, accounting, reporting, consolidation, payroll management.

- Tax structuring and compliance:

Corporate and personal income tax, value added tax (VAT) registration and periodic filing, local taxes and fees.

- Managed office facilities:

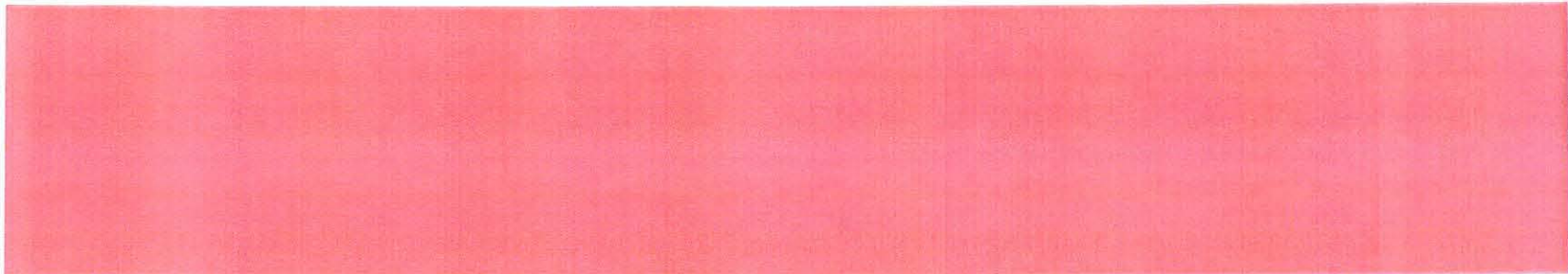
Office space, IT infrastructure, Web design & development.

Geographic scope of services:

Bulgaria and Switzerland, Luxembourg (through affiliates) and other jurisdictions (controlled outsourcing).



4. Corporate policy and internal ethics code



4.1. AML & KYC Compliance

Bulcorp enforces strict know your customer (KYC) and anti-money laundering (AML) rules in compliance with Bulgarian law requirements and Financial Action Task Force (FATF) guidelines and recommendations.

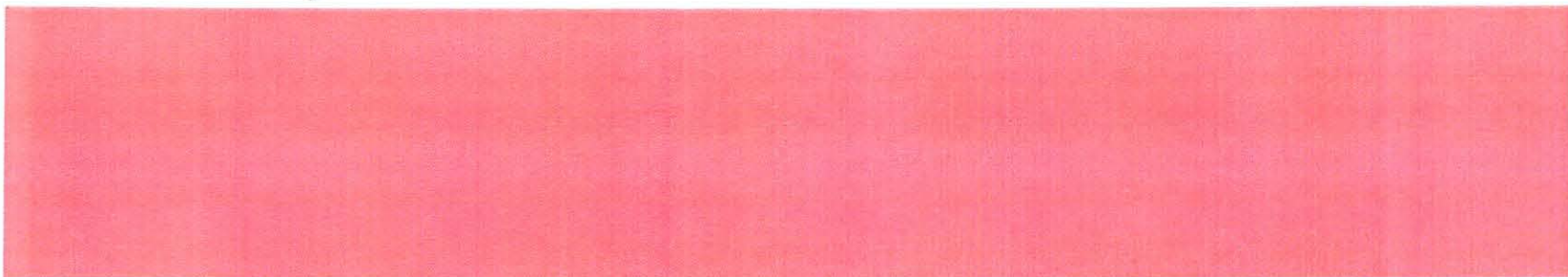
Our engagement rules are codified in a corporate policy manual and an internal ethics code which guarantee to our clients confidentiality and integrity protection.

We commit to the highest professional standards in order to transform legal and regulatory compliance into an asset for our clients.

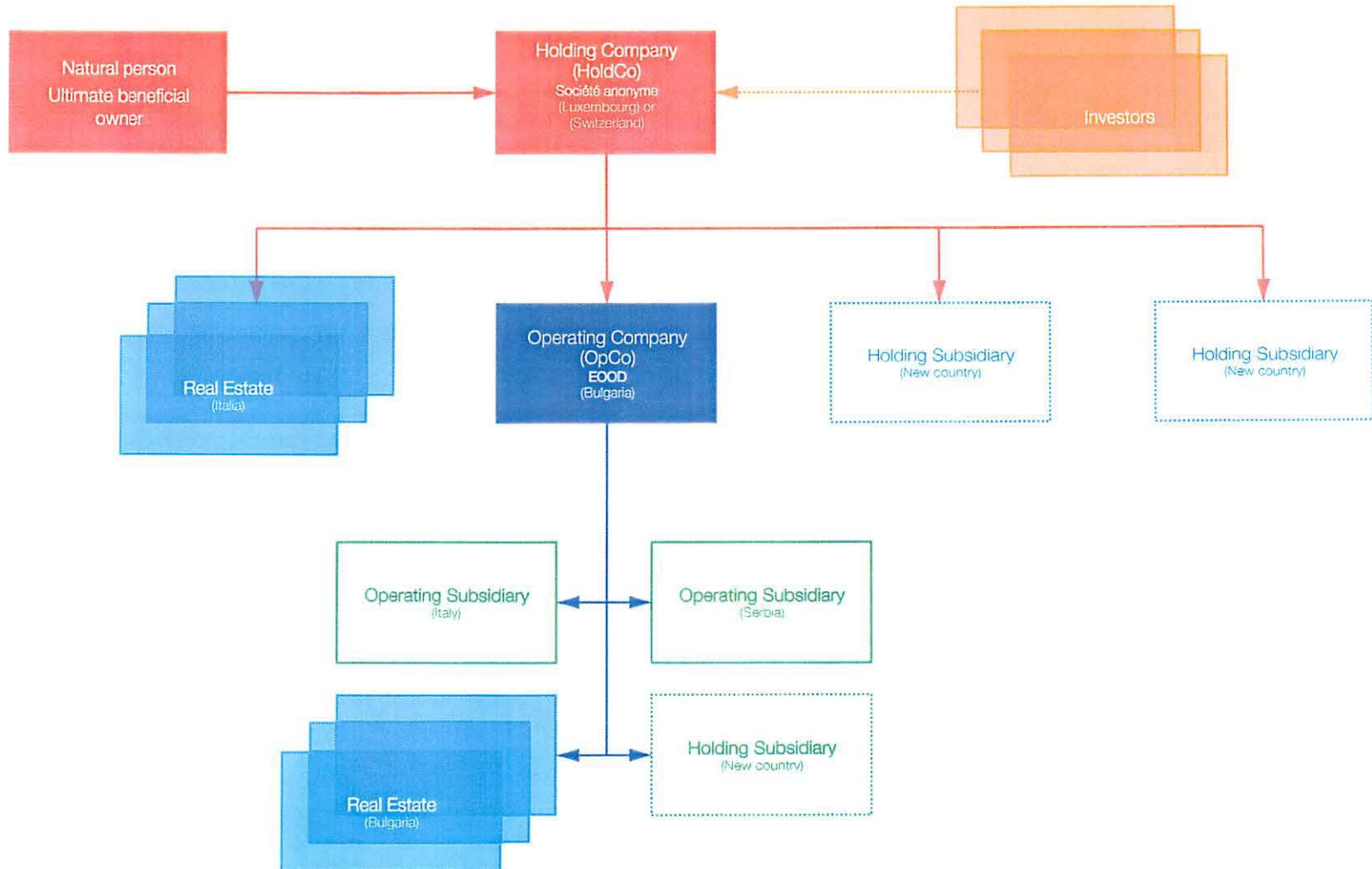
Therefore we identify any ultimate beneficial owner that hold more than 5% equity interest and ensure that funds are not derived from criminal activity and tax evasion or fraud.



5. Case study



5.1. Proposed structure



5.2. Tax advantages

- Tax efficient structure providing scalability and flexibility to welcome new investors and finance new investments projects.
- Compliance with structuring considerations under paragraph 2 above.
- Operating trade and business activities are subject to a flat corporate income tax of 10% in Bulgaria.
- Payment of dividends or liquidation proceeds to HoldCo are not subject to a withholding tax in Bulgaria and/or other European Union countries.
- HoldCo is not subject to corporate income tax on exonerated income from Bulgarian subsidiary and/or other European Union countries' subsidiaries, subject to conditions.
- Subject to a Swiss or Luxembourg tax ruling, profits paid by HoldCo to its shareholders might not be subject to a withholding tax of 15%.
- **The growth of structuring and operational costs is commensurate with the evolution of the corporate holding structure and is financed through creation of value. Therefore, they constitute a deductible expense from the profits realized by each entity and reduce the taxable base.**
- **Possibility to contribute the shares of HoldCo to a Luxembourg private wealth management and inheritance planning entity.**

5.3. Illustration

Example:

Trading in raw materials by a OpCo is subject to a flat corporate income tax of 10%. If the company pays dividends directly to a European Union natural person tax resident shareholder, a withholding tax shall be applied which may vary between 5% and 15%. However, assuming that Holdco is the shareholder of OpCo no withholding tax shall be applied. Furthermore, such income is not subject to corporate income tax in Luxembourg and subject to conditions might be distributed to a shareholder natural person without any withholding tax at Luxembourg level. As a result, operating trade and business activity is only taxed in Bulgaria at 10%.

A net operating profit of EUR 460,000 is subject to corporate income tax of 10% representing EUR 46,000. If the shareholder is a natural person, a withholding tax of up to 15% might be applied representing EUR 62,100. The net dividend distributed by the company represents EUR 351,900.

Assuming the proposed structure is implemented as explained above, the withholding of EUR 62,100 could have been avoided.

This is an illustration of one of the many tax reductions the structure creates for its shareholder.



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