



Company Formation in Malta

General characteristics of Maltese companies

The Companies Act, Chapter 386 of the Laws of Malta (hereinafter, the '**Act**'), is largely based on English Law and EU directives, and defines the type of Maltese corporate entities or commercial partnerships that may be incorporated in Malta. These are as follows:

- A limited liability company;
- A partnership *en nom collectif*; and
- A partnership *en commandite*.

The incorporation of a Maltese private limited liability company will typically require between two and four working days from the time the appropriate documentation is filed with the Maltese Registrar of Companies. It is pertinent to note that:

- The minimum authorised share capital is €1,164.69 of which 20% must be paid up or the equivalent in any foreign currency.
- A Maltese company may have different types or classes of shares;
- The personal details of a Maltese company's shareholders are public information;
- A Maltese company must have at least one director. The director need not be a Maltese national and may be a body corporate;
- A Maltese company must have a company secretary. The company secretary must be an individual, but need not be a Maltese national; and
- Private companies are not permitted to issue bearer shares.

Registration of a Maltese company

Due to legal and professional requirements, the following information and documentation is typically required:

1. A description of the object and purpose of the company to be incorporated.
2. For each ultimate beneficial owner who shall hold an interest, whether direct or indirect, of 25% or more in the proposed company's shareholding or in its control, the following documentation and information is required:
 - i. Detailed curriculum vitae;
 - ii. A certified, clear photocopy of that part of the passport (or alternative valid identification document) which indicates the personal details, specimen signature and photograph;
 - iii. A personal declaration attesting the good standing of the beneficial owner and confirming that such beneficial owner was never adjudged bankrupt or subject to an investigation by a regulatory or statutory body;
 - iv. A reference from a reputable bank; and
 - v. A certified photocopy of a recent (i.e. not older than six months) utility bill or suitable alternative document confirming residential address (unless the address appears in either item (ii) or (iv) above).
3. For each individual shareholder who shall hold an interest of less than 25%, in the proposed company and for each director of the company, the following documentation and information is required:
 - i. A certified, clear photocopy of that part of the passport (or alternative valid identification document) which indicates the personal details, specimen signature and photograph;
 - ii. A personal declaration attesting the good standing of the individual shareholder or director and confirming that such individual shareholder or director was never adjudged bankrupt or subject to an investigation by a regulatory or statutory body;
 - iii. A reference from a reputable bank; and
 - iv. A certified photocopy of a recent (i.e. not older than six months) utility bill or suitable alternative document confirming residential address (unless the address appears in either item (i) or (iii) above).
4. For each secretary of the company the following documentation and information is required:
 - i. A certified, clear photocopy of that part of the passport (or alternative valid identification document) which indicates the personal details, specimen signature and photograph; and
 - ii. A declaration of residential address.
5. If the beneficial owners of the Maltese company intend to take up their interest in the Maltese company through one or more intermediate corporations then, as a minimum, the following documentation in respect of these corporations¹ would be required:
 - i. A group structure certified as correct by a reliable source (e.g. independent legal advisor) which traces the ownership back to the ultimate beneficial owners of the "Applicant for business";²
 - ii. A certified copy of the Memorandum and Articles of Association or similar document;
 - iii. A certificate of good standing/incumbency (i.e. including details of shareholders and officers) and a certified copy of the certificate of incorporation; and
 - iv. If the corporation is not registered in the EU a reference from a reputable bank.
6. Completed instructions for the incorporation of a Maltese company.

¹ If the corporation is listed on a recognised stock exchange alternative procedures would apply.

² If a group structure is unavailable then the documentation listed in 6 (ii), (iii) and (iv) would be required for all the intermediate entities to determine the link between the Maltese company and the ultimate beneficial owners.

Note:

- For the provision of further services to the newly incorporated company, the company will be required to sign a letter of engagement with Deloitte.
- Following a review of the due diligence documents provided, Deloitte may require additional documentation on any of the above persons.
- If the Maltese company will hold a local bank account, additional documentation will be required by the bank.

Statutory costs payable to the Maltese authorities

- Registration fees upon incorporation of a company are dependent on the amount of authorised share capital. The minimum charge is €245 on an authorised share capital of €1,500 increasing up to a maximum of €2,250.
- The annual company registration fee payable is also dependent on the amount of authorised share capital. The minimum fee is €100 increasing up to a maximum of €1,400.

Costs of incorporating and maintaining a Maltese company

The costs of incorporating and maintaining a Maltese company are, amongst other things, dependent on the amount of authorised share capital, the level of activities of the company and on the level of professional assistance required. Please contact us for a specific estimate.

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