

## Registration of Limited Liability Company

|   | REQUIRED DOCUMENTS  | GUIDANCE  |
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| 1 | UB-03 Application Form and UB-12 Application Form   | Available at <a href="http://www.burtgel.gov.mn/service/">www.burtgel.gov.mn/service/</a> or from the state registrar   |
| 2 | Confirmation of legal entity's name   | <ul style="list-style-type: none"> <li>• Send name online (<a href="http://www.burtgel.gov.mn/service/">www.burtgel.gov.mn/service/</a>) to get checked and get an answer</li> <li>• The founder or an accredited person (with ID) visits in person and receives a name confirmation page.</li> <li>• /500 MNT to be paid at Golomt Bank 1401001101/</li> </ul>   |
| 3 | Receipt of payment of state stamp duties  | <ul style="list-style-type: none"> <li>• Payment of state stamp duties paid at the bank or with Visa card at the service window.</li> <li>• /44000 MNT to be paid at Golomt bank 1401002649/</li> <li>• At the local level, it is transferred to the local budget revenue account.</li> </ul>   |
| 4 | Decision (resolution) of the founder<br><br>(Company shall be registered within 30 days after the founding resolution.) | <p>In the decision (resolution) of the founder:</p> <ul style="list-style-type: none"> <li>• Establishment of the company,</li> <li>• Address, telephone number and type of the activity (should mention the area of activity which does not require a license)</li> <li>• Amount of share capital, nominal price and number of shares,</li> <li>• Appointment of an executive director, and his/her given name, surname and registration number /the founder can be the executive director/</li> <li>• Approval of the charter in the appendix</li> <li>• Decision (resolution) and charter shall be signed by the founder.</li> </ul> <p>If the company has a Board of Directors:</p> <ul style="list-style-type: none"> <li>• The members of the Board of directors should be chosen. The members' given name, surname and registration numbers shall be written.</li> <li>• The board shall issue a resolution</li> </ul> |

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|   |   | <p>to elect the chairman, which shall be signed by the members of the board.</p> <p>If the founder is a company:</p> <ul style="list-style-type: none"> <li>• Decision (resolution) to establish a subsidiary/dependent company shall be issued, signed and certified by the shareholders.</li> <li>• A copy of the head company's certificate and charter.</li> </ul> <p>If the founder is company, shareholders of head company should make decision about the foundation and charter should be approved.</p> |
| 5   | Company charter (2 copies)                      | Article 16.2 of Company law should be reflected in company charter and approved by founders' signature.   |
| 6   | Copy of passport                                | Copy of the ID, if the authorized person is the founder, executive director, board member and a foreign citizen.  |
| 7   | Verification document of legal entity's address | Copy of property certificate or rental agreement. The founder could register by home address.   |
| 8   | Verification document, if there is equity       | Receipt of cash deposit in the company's account /account statement/<br>(There is no maximum or minimum limit for the equity.)  |
| <p><b>Applicant should be:</b></p> <ul style="list-style-type: none"> <li>• Executive body</li> <li>• Founder /one of the founders/</li> <li>• Official entitled to represent without trust</li> <li>• Other persons authorized with trust</li> </ul> |   |   |

### Registration of Subsidiary or Representative Office

|   | REQUIRED DOCUMENTS  | GUIDANCE  |
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| 1 | UB-05 Application Form – Subsidiary or Representative office of legal entity<br><br>UB-12 Application Form – Representative office of a foreign country | Available at <a href="http://www.burtgel.gov.mn/service/">www.burtgel.gov.mn/service/</a> or from the state registrar |

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| 2 | Receipt of payment of state stamp duties | <ul style="list-style-type: none"> <li>• Payment of state stamp duties of Subsidiary or representative office of legal entity of a home country /20000 MNT to be paid at Golomt bank 1401002649/</li> <li>• Certificate of Subsidiary or representative office /5000 MNT to be paid at Golomt bank 1401001101/</li> <li>• Payment of state stamp duties of a representative office of a foreign country /1.100.000 MNT to be paid at Golomt bank 1401002649/</li> </ul> |
| 3 | State registration certificate           | <ul style="list-style-type: none"> <li>• In the State registration certificate of a legal entity, a note on the establishment of a subsidiary or representative office shall be made.</li> <li>• If the founder is a foreign legal entity, a copy of the certificate and charter / 29.4 of the Civil Code /</li> </ul>  |
| 4 | Decision (resolution)                    | <p>In the resolution:</p> <ul style="list-style-type: none"> <li>• Establishment of a subsidiary or representative office,</li> <li>• Appointment of administration,</li> <li>• Address and telephone number of the subsidiary or representative office,</li> <li>• Approval of the work procedure in the appendix</li> </ul>   |
| 5 | Regulations                              | <p>The regulations should include the address, telephone number and activities of the subsidiary or representative office.</p> <p>The Civil code:</p> <p>29.2. Subsidiary shall be a special unit located in place other than the legal entity's business place, which assumes fully or partially its major functions.</p> <p>29.3. A representative office shall be a unit located in a place other than</p>   |

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|   |   | the legal entity's business place, obligated to defend legitimate interests and conclude transactions, or take other actions on behalf of the legal entity.  |
| 6   | Copy of passport                                | Copy of the passport, if the administrative person is a foreigner.   |
| 7   | Verification document of legal entity's address | Copy of property certificate or rental agreement. The founder could register by home address.  |
| 8   | Tax authority's statement                       | Law on State registration of legal entities:<br>10.6. In case that the information on beneficial owner specified in Paragraph 10.1.14 of this Law is changed, state registration authority shall register this change on the basis of tax authority's statement on the relevant tax payment. |
| <p><b>APPLICANT SHOULD BE:</b></p> <ul style="list-style-type: none"> <li>• Executive body</li> <li>• Founder /one of the founders/</li> <li>• Official entitled to represent without trust</li> <li>• Other persons authorized with trust</li> </ul> |   |  |

## Registration of Foreign-invested enterprise

|   | REQUIRED DOCUMENTS                  | GUIDANCE  |
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| 1 | Complete UB-03 application form     | Available at <a href="http://www.burtgel.gov.mn/service/">www.burtgel.gov.mn/service/</a> or from the state registrar   |
| 2 | Confirmation of legal entity's name | <ul style="list-style-type: none"> <li>• Send name online (<a href="http://www.burtgel.gov.mn/service/">www.burtgel.gov.mn/service/</a>) to get checked and get an answer</li> <li>• The founder or an accredited person (with ID) visits in person and receives a name confirmation page.</li> </ul> |

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|   |   | <ul style="list-style-type: none"> <li>• /500 MNT to be paid at Golomt Bank 1401001101/</li> </ul>   |
| 3 | Receipt of payment of state stamp duties  | <ul style="list-style-type: none"> <li>• Payment of state stamp duties paid at the bank or with Visa card at the service window.</li> <li>• /750000 MNT to be paid at Golomt bank 1401002649/</li> <li>• At the local level, it is transferred to the local budget revenue account.</li> </ul>   |
| 4 | <p>Decision (resolution) of the founder</p> <p>(To be registered in the state registration within 30 days of confirmation of legal entity's name)</p> | <p>In the decision of the founder:</p> <ul style="list-style-type: none"> <li>• Establishment of an enterprise,</li> <li>• Address and telephone number of the foreign-invested enterprise,</li> <li>• Amount of share capital, nominal price and number of shares,</li> <li>• Appointment of an executive director, and his/her given name, surname and registration number /the founder can be the executive director/</li> <li>• Approval of the charter in the appendix</li> <li>• Decision (resolution) and charter shall be signed by the founder.</li> </ul> <p>If the founder is a company:</p> <ul style="list-style-type: none"> <li>• The decision (resolution) to establish a subsidiary company shall be made, signed and certified by the shareholders.</li> <li>• Copy of a head company's certificate and charter</li> </ul> |
| 5 | Charter   | Charter in Mongolian language /2 copies/, in foreign language /1 copy/   |
| 6 | Contract  | If there are 2 or more founders, a cooperation contract shall be made and notarized. (in Mongolian language /2 copies/, in foreign language /1 copy/)  |
|   |   | According to Article 3.1.5 of the Investment Law, the amount of investment made by each foreign investor must be more than   |

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| 7   | Verification document, if there is equity       | <p>USD 100,000 or its equivalent.</p> <p>A bank statement confirming the transfer of monetary assets from abroad, an account statement, a customs declaration, and a certificate issued by the competent authority, if a foreign investor is investing in monetary assets, cash, movable property, and intellectual property.</p> |
| 8   | Verification document of legal entity's address | Attach verification document of legal entity's address  |
| 9   | Copy of passport                                | <p>Copy of the passport, if the authorized person is a foreigner.</p> <p>(If the document is in foreign language, it shall be translated into Mongolian language and notarized. If the document is committed in a foreign country, it must be certified by a Consulate or Diplomatic Mission.)</p>                                |
| <p><b>APPLICANT SHOULD BE:</b></p> <ul style="list-style-type: none"> <li>• Executive body</li> <li>• Founder /one of the founders/</li> <li>• Official entitled to represent without trust</li> <li>• Other persons authorized with trust</li> </ul> |   |   |

**Registration of inter-governmental organizations founded under international treaties and their representative offices**

|   | <b>REQUIRED DOCUMENTS</b>           | <b>GUIDANCE</b>   |
|---|-------------------------------------|---|
| 1 | Complete UB-03 application form     | Available at <a href="http://www.burtgel.gov.mn/service/">www.burtgel.gov.mn/service/</a> or from the state registrar   |
| 2 | Confirmation of legal entity's name | <ul style="list-style-type: none"> <li>• Send name online (<a href="http://www.burtgel.gov.mn/service/">www.burtgel.gov.mn/service/</a>) to get checked and get an answer</li> <li>• The founder or an accredited person (with ID) visits in person and receives a name confirmation page.</li> </ul> |

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|   |  | <ul style="list-style-type: none"> <li>• /500 MNT to be paid at Golomt Bank 1401001101/</li> </ul>  |
| 3 | Receipt of payment of state stamp duties   | <ul style="list-style-type: none"> <li>• Payment of state stamp duties paid at the bank or with Visa card at the service window.</li> <li>• /44000 MNT to be paid at Golomt bank 1401002649/</li> <li>• At the local level, it is transferred to the local budget revenue account.</li> </ul>   |
| 4 | Contract   | Copy of legally effective contract  |
| 5 | Decision (resolution)  | <p>In the decision (resolution) of the founding authority:</p> <ul style="list-style-type: none"> <li>• Establishment of the representative office,</li> <li>• Appointment of administration,</li> <li>• Address and telephone number of the representative office,</li> <li>• Approval of representative office charter in the appendix</li> </ul> |
| 6 | Charter (Mongolian language /2 copies/, in foreign language /1 copy/)  | The charter should include the address, telephone number and activities of the representative office.   |
| 7 | Written consent of competent authority   | Official letter from State central administrative organ in charge of foreign affairs on identifying the inter-governmental organization   |
| 8 | Copy of passport   | Copy of the passport, if the administrative person is a foreigner.  |
| 9 | Verification document of legal entity's address  | Copy of the certificate of immovable property and lease agreement.  |
|   | <p><b>APPLICANT SHOULD BE:</b></p> <ul style="list-style-type: none"> <li>• Executive body</li> <li>• Founder /one of the founders/</li> </ul> |   |

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|  | <ul style="list-style-type: none"><li>• Official entitled to represent without trust</li><li>• Other persons authorized with trust</li></ul> |
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