

MINISTRY OF TRADE
MINISTERIAL INSTRUCTION NO. 196 DATED MARCH 15, 2004: ANNEX I
The Registration of Companies

<p>1. Business name: _____</p>	<p>4. Corporate form (check one below):</p> <p style="padding-left: 40px;"><i>Joint-stock</i> _____</p> <p style="padding-left: 40px;"><i>Limited liability</i> _____</p> <p style="padding-left: 40px;"><i>Joint liability</i> _____</p> <p style="padding-left: 40px;"><i>Sole owner enterprise</i> _____</p> <p style="padding-left: 40px;"><i>Simple company</i> _____</p>															
<p>2. Type of business activity: _____</p>	<p>5. Ownership structure</p> <p style="padding-left: 40px;"><i>Wholly Iraqi owned</i> _____</p> <p style="padding-left: 40px;"><i>Wholly foreign owned</i> _____</p> <p style="padding-left: 40px;"><i>Partially foreign owned</i> _____</p> <p style="padding-left: 40px;"><i>Foreign ownership %</i> _____ %</p>															
<p>3. Business address of offices in Iraq (see instructions):</p> <p>Local address line 1 _____</p> <p>City _____</p> <p>Governorate _____</p> <p>Postal code _____</p> <p>Telephone number _____</p> <p>Facsimile number _____</p> <p>E-mail address _____</p>	<p>6. Will business in Iraq be involved in:</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 80%;"></th> <th style="width: 10%; text-align: center;">Yes</th> <th style="width: 10%; text-align: center;">No</th> </tr> </thead> <tbody> <tr> <td>a. land ownership?</td> <td style="text-align: center;">_____</td> <td style="text-align: center;">_____</td> </tr> <tr> <td>b. natural resource extraction or initial processing?</td> <td style="text-align: center;">_____</td> <td style="text-align: center;">_____</td> </tr> <tr> <td>c. retail sales?</td> <td style="text-align: center;">_____</td> <td style="text-align: center;">_____</td> </tr> <tr> <td>d. acting as a commercial agent</td> <td style="text-align: center;">_____</td> <td style="text-align: center;">_____</td> </tr> </tbody> </table>		Yes	No	a. land ownership?	_____	_____	b. natural resource extraction or initial processing?	_____	_____	c. retail sales?	_____	_____	d. acting as a commercial agent	_____	_____
	Yes	No														
a. land ownership?	_____	_____														
b. natural resource extraction or initial processing?	_____	_____														
c. retail sales?	_____	_____														
d. acting as a commercial agent	_____	_____														
<p>7a. Agent for service of legal process in Iraq:</p> <p>Name _____</p> <p>Local address _____</p> <p>City _____</p> <p>Province/ State _____</p> <p>Postal code _____</p> <p>Telephone number _____</p> <p>Facsimile number _____</p> <p>E-mail address _____</p>	<p>7b. Authorized representative for filings with registrar in Iraq:</p> <p>Name _____</p> <p>Local address _____</p> <p>City _____</p> <p>Province/ State _____</p> <p>Postal code _____</p> <p>Telephone number _____</p> <p>Facsimile number _____</p> <p>E-mail address _____</p>															
<p>7c.1. Founder 1 information: (See instructions)</p> <p>Name _____</p> <p>Founder type: <i>Individual person(1)</i> _____ <i>Corporate entity(2)</i> _____</p> <p>Managing director (if Founder type 2) _____</p> <p>Local address _____</p> <p>City _____</p> <p>Province/ State _____</p> <p>Postal code _____</p> <p>Country _____</p> <p>Telephone number _____</p> <p>Facsimile number _____</p> <p>E-mail address _____</p>	<p>7c.2. Founder 2 information: (See instructions)</p> <p>Name _____</p> <p>Founder type: <i>Individual person(1)</i> _____ <i>Corporate entity(2)</i> _____</p> <p>Managing director (if Founder type 2) _____</p> <p>Local address _____</p> <p>City _____</p> <p>Province/ State _____</p> <p>Postal code _____</p> <p>Country _____</p> <p>Telephone number _____</p> <p>Facsimile number _____</p> <p>E-mail address _____</p>															

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<p>7c.3. Founder 3 information: (See instructions)</p> <p>Name _____</p> <p>Founder type: <i>Individual person(1)</i>____ <i>Corporate entity(2)</i> ____</p> <p>Managing director (if Founder type 2) _____</p> <p>Local address _____</p> <p>City _____</p> <p>Province/ State _____</p> <p>Postal code _____</p> <p>Country _____</p> <p>Telephone number _____</p> <p>Facsimile number _____</p> <p>E-mail address _____</p>	<p>7c.4. Founder 4 information: (See instructions)</p> <p>Name _____</p> <p>Founder type: <i>Individual person(1)</i>____ <i>Corporate entity(2)</i> ____</p> <p>Managing director (if Founder type 2) _____</p> <p>Local address _____</p> <p>City _____</p> <p>Province/ State _____</p> <p>Postal code _____</p> <p>Country _____</p> <p>Telephone number _____</p> <p>Facsimile number _____</p> <p>E-mail address _____</p>
<p>7c.5. Founder 5 information: (See instructions)</p> <p>Name _____</p> <p>Founder type: <i>Individual person(1)</i>____ <i>Corporate entity(2)</i> ____</p> <p>Managing director (if Founder type 2) _____</p> <p>Local address _____</p> <p>City _____</p> <p>Province/ State _____</p> <p>Postal code _____</p> <p>Country _____</p> <p>Telephone number _____</p> <p>Facsimile number _____</p> <p>E-mail address _____</p>	<p>7c.6. Founder 6 information: (See instructions)</p> <p>Name _____</p> <p>Founder type: <i>Individual person(1)</i>____ <i>Corporate entity(2)</i> ____</p> <p>Managing director (if Founder type 2) _____</p> <p>Local address _____</p> <p>City _____</p> <p>Province/ State _____</p> <p>Postal code _____</p> <p>Country _____</p> <p>Telephone number _____</p> <p>Facsimile number _____</p> <p>E-mail address _____</p>
<p>7c.7. Founder 7 information: (See instructions)</p> <p>Name _____</p> <p>Founder type: <i>Individual person(1)</i>____ <i>Corporate entity(2)</i> ____</p> <p>Managing director (if Founder type 2) _____</p> <p>Local address _____</p> <p>City _____</p> <p>Province/ State _____</p> <p>Postal code _____</p> <p>Country _____</p> <p>Telephone number _____</p> <p>Facsimile number _____</p> <p>E-mail address _____</p>	<p>7c.8. Founder 8 information: (See instructions)</p> <p>Name _____</p> <p>Founder type: <i>Individual person(1)</i>____ <i>Corporate entity(2)</i> ____</p> <p>Managing director (if Founder type 2) _____</p> <p>Local address _____</p> <p>City _____</p> <p>Province/ State _____</p> <p>Postal code _____</p> <p>Country _____</p> <p>Telephone number _____</p> <p>Facsimile number _____</p> <p>E-mail address _____</p>

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Continuation of any items above (<i>please make note of item number from page 1 or 2</i>)		
Continuation of Item _____	Continuation of Item _____	
Continuation of Item _____	Continuation of Item _____	
Continuation of Item _____	Continuation of Item _____	
8. Under the penalty of law, I hereby declare that all information contained in this form and other submitted materials is correct, complete and authentic.		
Printed name (<i>authorized representative for filings</i>)	Signature (<i>authorized representative for filings</i>)	Date (DD/MM/YYYY)
REGISTRAR USE ONLY BELOW THIS LINE		
Checklist for receipt of other required items		<i>Initials of official</i>
1. Contract of the company pursuant to Articles 13, 14, and 29 of Company Law No. 21 of 1997, as amended.		
2. Bank statement from authorized bank in Iraq showing that founders have deposited the necessary minimum capital.		
3. Subscription document and the technical and economic feasibility study (<i>only required for joint-stock company</i>)		
4. Documentation from bank in Iraq of \$100,000 deposit. (<i>Only necessary if answer to 7c is "yes" and there is a foreign ownership component – see instructions</i>)		
5. If company is to act as a commercial agent, then additional documentation must be filed pursuant to the ministerial instruction on commercial agents. (<i>Only necessary if answer to 7d is "yes."</i>)		
6. Copy and original of passport or civilian identification card of authorized representative for filings with the registrar.		
Verification information – I hereby declare that this application is complete and the necessary fee has been paid.		
Temporary tracking number for application		
<i>Registrar official information:</i> Printed name	Signature	Date (DD/MM/YYYY)

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Instructions for completion of application form

General instructions:

Bring two (2) copies of this completed form to the registrar at the time of application (one will be retained by the registrar and the second will be returned to the applicant as a receipt of application). This form has enhanced features and can be completed using Adobe Acrobat Reader, after which it can be printed. This is the preferable format for submission. It is also acceptable to complete this form using a typewriter or by hand with black or blue ink.

Part I – Items pursuant to Section II, Article 2 of Ministerial Instruction No. 196 Dated March 15, 2004.

1. Name: the proposed name for the business. This must be unique, but does not need to be directly related to the business activities.
2. Type of business activity: Please provide a brief description of the main activities the branch office will perform.
3. Business address of offices in Iraq: On page one of the application form, list the **main office in Iraq**. List all other offices, if any, in the Continuation section on page 3. Specify that the information is "Continuation of Item 3." If still more space is needed, attach additional sheets; be sure to label "Continuation of Item 3." If no offices are yet established, write "not yet established." Upon the establishment of the offices, the information must be provided to the registrar within 7 days. This should also contain the main telephone number, fax number, and e-mail address in Iraq. If these are not established yet, please indicate so. They will need to be updated at the registrar when established.
4. Corporate form: Depending on the corporate form, different documentation is required in terms of the company contract per the Company Law (see below). For definitions of company types, see Company Law No. 21 of 1997, as amended or equivalent provisions in any successor law.
5. If a company has a foreign ownership component, there are additional restrictions on its activity per Coalition Provisional Authority Order No. 39 on Foreign Investment. When answering this question, include indirect ownership. For example, if an Iraqi company that has a foreign ownership component is the founder of another Iraqi company, then that new company also has a foreign ownership component even though it was founded by an Iraqi company.
6. This question refers to activities that companies with foreign ownership components are prohibited in engaging (items a. and b.) or where additional documentation must be filed (item c.) if the company has a foreign ownership component. Please place an X on top of the appropriate line for each of the items. If the answer is "yes" to items a. or b., the company will not be allowed to do business in Iraq. If item c. is answered yes, additional documentation pursuant to the Ministerial Instruction on retail trade may need to be filed. However, this documentation does not need to be filed at the time of this application.
7. **a)** The agent for service of legal process, who must reside in Iraq, is the person to be notified in the event legal charges have been filed against the business. **b)** The authorized representative for filings with the registrar, who must also reside in Iraq and who may be the same as the agent for service of legal process, is the person who will physically deliver the application and future filings to the registrar. **c)** List the eight largest founders on pages 1 and 2 of this application form. If the founder is a corporate entity, the contact information should be for the managing director (or equivalent) of that corporate entity. If the founder is an individual person, leave the managing director slot blank. Founders do not need to be resident in Iraq or be Iraqi citizens. If there are more than eight founders, fill out additional copies of page 2 of this application, crossing out the "Founder Number" and inserting the new one. For example on the first additional page, the number "3" in Founder 3 would be crossed out and replaced with the number 9.

Continuation space: Please use this space for the continuation of any of the above items. Be sure to fill in the item number. If still more space is needed, attach additional sheets; label them with the corresponding item numbers.

8. This application is to be signed by the authorized representative for filings with the registrar, as named in Item 7b. above.

Part II – Additional items required pursuant to Section II, Article 3 of Ministerial Instruction No. 196 Dated March 15, 2004.

1. The contract of the company must be signed by the founders or their legal representatives, and cover (a) the points required in article 13 or 14, whichever is applicable, of Company Law No. 21 of 1997, as amended, or the equivalent provisions of any successor law and (b) the information regarding shares issued for property-in-kind required by article 29, paragraph Third of that Law. For a joint-stock, multi-person limited liability, or joint liability company, the full contract must be prepared per Article 13. For a single person limited liability company or a sole owner enterprise need only prepare a statement and not a full contract per Article 14. For a simple company, the contract should be prepared in accordance with Section 7 of Company Law No. 21 of 1997, as amended, or the equivalent provision of any successor law.
2. The statement must be from a bank authorized to operate in Iraq showing that minimum capital has been deposited as follows: **a)** capital for a joint stock company of not less than two million dinars (ID2,000,000), **b)** capital for a limited liability company of not less than one million dinars (ID1,000,000), and **c)** capital for all other business entities of not less than fifty thousand dinars (ID50,000).
3. If the Application is for foundation of a joint stock company, the subscription document signed by the founders and the technical and economic feasibility study must also be submitted.
4. If the answer to item 7c. above is "yes" and the company has a foreign ownership component, a bank statement showing that \$100,000 has been deposited in a non-interest bearing account must be submitted to the registrar before actual sales activity may begin. This, however, pursuant to the Ministerial Instruction on retail trade, does not need to be submitted at the time of this application, and non-submission will not be grounds for rejection of this application.
5. If the answer to item 7d. above is "yes" then additional documentation may need to be filed. Reference the ministerial instruction on commercial agents for more information.
6. The authorized representative for filings should bring with him at the time of application both the original and a copy for submission of his passport (for a foreign citizen) or a civilian identification card (for an Iraqi citizen).