



Global Entity Management

Global coverage, local expertise

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KPMG International
kpmg.com



Our world revolves around yours

As part of KPMG's global network of independent member firms spanning more than 140 countries and jurisdictions, KPMG Global Entity Management can provide a wide range of compliance services and strategic corporate governance support to your business, wherever in the world you operate.

KPMG's integrated teams operate using a multidisciplinary approach that leverages subject matter experts in major business centers, across virtually every industry, to deliver tailored advice and services to you.

With the ever increasing role and responsibilities of the General Counsel and corporate secretariat as a whole, it is more vital than ever to consider how your resource and time should be effectively utilized. KPMG professionals will work with you to enhance the oversight and control of your subsidiaries, helping to reduce risk exposure and provide peace of mind. With our range of services, which can be structured to meet your individual needs, KPMG's global network can offer the additional resource and expertise needed to release your in-house team to focus on those strategic business and governance matters that are top of the company agenda.



"KPMG member firms source subject matter experts from across the KPMG network to deliver projects more efficiently, more accurately and with more insight than traditional law firms. That's what clients are looking for today."

Juerg Birri
Global Head of KPMG Legal Services



"Clients tell us they are facing increased scrutiny in how they manage their compliance and governance affairs. They see KPMG as an essential resource, working shoulder-to-shoulder to help them achieve greater control and oversight in this area, as well as providing marketplace insight and opinion."

David Gracie
Head of Global Entity Management Services

Our services

KPMG Global Entity Management can provide a variety of support solutions and tailor our approach in accordance with your needs, providing a flexibility of resource. With experienced teams across the global network, KPMG professionals strive to deliver a high quality and efficient service wherever your business operates.

Here are examples of the services we can provide:



Incorporation services

From a single entity to a regional expansion plan, branch offices to companies, KPMG can assist in the incorporation of new entities for your structure.

With access to specialists across the globe, our member firms can assist with a range of new ventures. Our assistance includes:

- providing a checklist of requirements for incorporation of a new entity, including shareholding structure, director and officer requirements and basic corporate data
- managing a step plan from approval to completion of the incorporation
- working on a fixed fee budget for the incorporation steps
- assistance with post incorporation work, where required for business activities; such as business licenses and registrations.

As part of a multi-disciplinary environment KPMG can call upon experts in a variety of areas to assist your new entity, including tax and legal support.



Core Annual Service

Our Core Annual Service is designed to ensure the routine corporate compliance matters your entities face each year are addressed in a consistent and efficient manner.

By choosing the Core Annual Service you can benefit from a set scope of services, delivered consistently wherever in the world your business operates.

Key aspects of the service include:

- maintenance of statutory registers and records
- initial health check report
- coordinating and completing annual statutory requirements, including annual meetings and filings
- completing two routine corporate actions per year, such as director changes
- regular written updates on key changes to corporate secretarial law and practice to cover your global footprint.

The service is coordinated centrally by a dedicated project manager to provide oversight of all ongoing matters.



Corporate health check

The KPMG corporate health check provides a snapshot of the current status of compliance for your entities, delivered in a uniform report.

The health check is undertaken in the first year of service for our Core Annual Service, and is designed to ensure your entities have a clean slate for ongoing compliance.

In addition, it can be completed as a standalone project, when you need to confirm the current status of your group. This can be particularly useful when looking to complete structure changes, are about to undertake a sale or acquisition, have found gaps in compliance, or are new in the role and keen to understand where things stand.

The report includes:

- comparison of information sources, including hard copy records, local commercial registry information and your understanding of the entities
- confirmations on basic corporate information, directors and officers, shareholding and corporate records
- details of any non-compliance or discrepancies discovered during the completion of the report.



Ad hoc filings and support

KPMG can provide flexible support for one-off filings, or projects to relieve the burden on your internal teams.

Often, changes are required following completion of a sale or acquisition and can involve multiple entities from across different jurisdictions. Implementing the required changes within tight deadlines can be challenging. Our project managers can bring their experience to guide such projects to an efficient and successful outcome.

Example projects include:

- group director and board changes
- change of company name
- change of financial year end
- constitutional document updates
- register updates on ownership and ultimate beneficial ownership changes.



Corporate governance

While assisting with administrative support for corporate secretarial matters, we can provide guidance on wider corporate governance issues.

KPMG member firms provide support to clients through several initiatives, including:

- Company Secretary Association: we schedule regular forums for company secretaries to discuss key issues facing them in their role. We host expert speakers on a range of topics to help provide guidance as well as facilitate peer-to-peer exchange.
- Guide to directors responsibility and risk: with increasing globalization comes the need for directors to be appointed to multiple boards across the globe. Being aware of local expectations and risks is key. Our guides have been designed to give country specific reports on the core duties, liabilities and risks a director will face to assist their understanding and manage their exposure in their new role.
- Focused topic group meetings on issues such as governance frameworks, corporate culture and the evolving use of technology in this field.

KPMG Global Entity Management approach

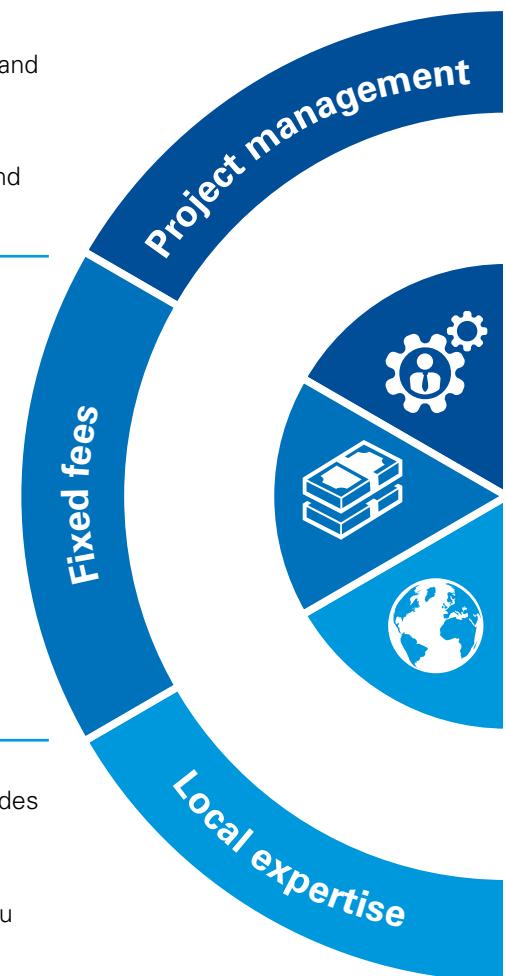
For all of these services KPMG's global network strives to adopt a consistent approach, providing oversight and control across global structures, delivered in an effective way.

From a dedicated project manager, to centralized engagement and invoicing, along with fixed fees and technology support KPMG has designed this service to be centralized and simple.

- We assign an experienced project manager to be your central point of contact on all entity management matters.
- Your project manager will have central oversight and control of all ongoing matters and provides regular updates on progress.
- KPMG member firms can offer experience from across clients, sectors and jurisdictions to provide an efficient and effective service, streamlining processes and acting as an extension of your in-house team.

- KPMG professionals operate instructions on a competitive fixed fee basis, providing certainty of budget from the outset of any project.
- Your dedicated project manager will coordinate agreed fees, monitoring costs and gathering invoices to deliver projects on time and on budget.
- Competitive fees on additional instructions outside our Core Annual Service.

- KPMG's global network of corporate secretarial specialists and legal advisers provides the local expertise to support your central project manager in delivery of in-country requirements and services.
- KPMG professionals seek to provide a consistent quality of service and delivery you would expect from a global organization.
- We provide regular updates on upcoming changes in local corporate law that could impact your business.





"The GEM team is the most responsive, professional and knowledgeable CoSec team that I have worked with thus far in my career. I sought them for our new company and would highly recommend them to any business associate."

Corporate Governance Manager,
US Industrial Manufacturing business.

Global coverage

KPMG's established global network of specialist corporate secretarial and legal service providers have built close relationships across six continents.

Having established standardized services and consistent delivery requirements, KPMG professionals can support you, wherever in the world you are located.

From a single incorporation to compliance services across the globe, KPMG member firms can offer effective and efficient services through our extensive experience of delivering corporate secretarial services to a diverse portfolio of multinational clients.

You can benefit from access to KPMG's global network for your existing entities or when you are venturing into a new jurisdiction for the first time, knowing that our dedicated project managers can connect to the right individuals at the local level.

Access to a global network spanning 140+ jurisdictions

Services delivered to a consistent standard



"As an established global network, KPMG gives a truly global perspective paired with local experience. Our lawyers are able to build trust by leveraging existing relationships, both within and external to the KPMG network, with the aim of providing seamless delivery across borders."

Jordan Owen
KPMG in the UK



Technology

KPMG appreciates the importance of having accurate company information available to rely upon for various internal matters and transactions, and that having instant access is crucial. Our approach includes maintaining and updating your existing systems, or we can provide access to a market leading entity management platform to manage your corporate information and track global compliance.

The KPMG Global Entity Management teams are experienced in utilizing the major entity management software in the market, in order to maintain the corporate information and records of clients while providing the Core Annual Service.

For those clients that have not previously purchased software, KPMG can host your entities within our license for a market leading entity management software. This will provide an online storage of corporate information and records, and centralize data for quick access when working on any internal project.

In addition, the KPMG network uses specialist process management technology to track the compliance of each entity within our Core Annual Service. The software provides the capability to monitor each task leading up to a final deadline, rather than simply tracking the ultimate date for a filing.

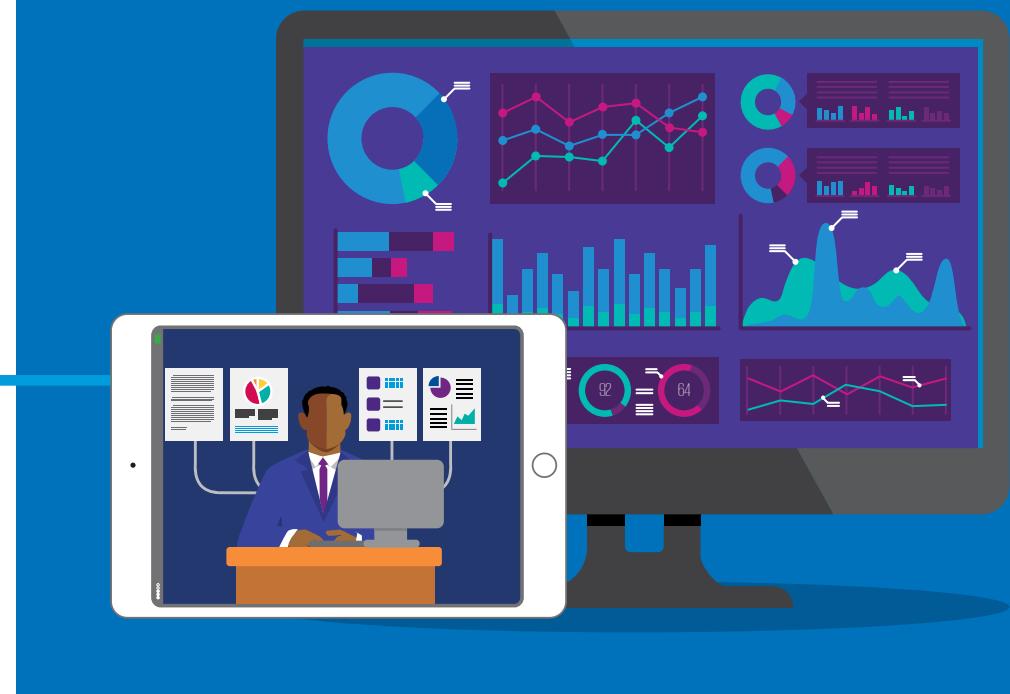
Access company information and key documents instantly

Run company reports and produce group structure charts



"KPMG Legal Services practices are backed by KPMG's leading technology and we are continuously finding ways to use this technology to enhance the client experience — saving clients time and money and increasing the efficiency in how we deliver legal services to them"

Nick Roome
Head of Legal Services, KPMG in the UK



How else can KPMG help?



Legal Services

You achieve better results when your business and legal advisers come together.

Whether you need support drafting contracts, addressing employment issues, completing a corporate restructuring or M&A project, tackling regulatory and compliance enforcement or remediation issues, our commitment is that KPMG member firms will work to bridge the gap between your business and legal advisers. More efficient, more effective legal services, delivered across borders.



Global Compliance Management Services

KPMG's world-wide network of dedicated professionals are experienced in navigating the ever changing and challenging tax and statutory accounting regulatory environment. By providing a centrally coordinated compliance service, member firms can help clients transform and increase the efficiency and effectiveness of their tax, accounting and corporate secretarial functions through developing and executing a strategy for the management of compliance.



Global Mobility Services

For many organizations, the pressure to compete effectively has led to an increase in the size and complexity of their global workforce, placing greater demands on international HR teams. Managing compensation, tax compliance, and global mobility is becoming more costly, complex and time-consuming. KPMG professionals offer a wealth of tax, technology, immigration and mobile administration services to help make managing your global workforce easier, safer and far more efficient.



Transfer Pricing

With increasing challenges from tax authorities partnering with the right advisor is now, more than ever, essential for you in meeting your global transfer pricing compliance obligations as well as realizing opportunities for growth.

KPMG member firms pride themselves on our collective reputation for robust, practical and innovative advice and will work shoulder-to-shoulder with you to proactively address the transfer pricing challenges of the post OECD's Base Erosion and Profit Shifting (BEPS) environment.



Payroll

Striking the right balance between strategic objectives and payroll governance can deliver value-add opportunities such as cost savings, reputational protection, management information, regulatory compliance and employee engagement.

KPMG professionals can help you maintain or reinforce the value from your payroll operations.



Legal Entity Rationalization (LER)

Group structures tend to become more complex over time, and with each acquisition or formation of a new entity, complexity and costs increase. Many organizations are now looking for ways to reduce operating costs, contain cash expenditures and improve their tax positions.

KPMG member firms have developed an operationally aware approach to assist in executing LER project, which can be used to plan, then implement, a new sustainable, and more efficient structure.

Summary

KPMG Legal Services professionals can support clients through a wide range of entity management services, working together to achieve your goals. Services are tailored to you in order to reflect your specific circumstances and requirements.

The key benefits of working with KPMG's global network include:

- trusted advisors for all your governance and compliance requirements
- a carefully selected project manager assigned and dedicated to your business as a central point of contact on all entity management services
- lifting the burden of administrative tasks, to allow focus on more strategic business and governance matters
- integrated, multi-disciplinary practices with a breadth of knowledge and expertise
- innovative technology to provide oversight and control, as well as increased visibility and efficiency
- a global network reach of over 140 jurisdictions, continuously expanding into new territories
- cost effective solution to managing your global entities.



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