

P. N. KOURTELLOS & ASSOCIATES LLC
Advocates – Legal Consultants

*The Legal Way
Of Doing Business*





Firm's Profile

The Law Firm

P. N. Kourtellos & Associates LLC is a multi service commercial law firm based in Limassol, Cyprus, focusing on specific practice areas of the law dedicated to providing its clients with outstanding, highly personalized, legal representation. With a team encompassing former partners of other law firms and associates in various business areas we consider our law firm as an independent and dynamic law firm, one of the new generation of Cyprus law firms who are breaking ground and rethinking the practice and the substance of law.



A better alternative to the large law firm we maintain a relatively low overhead, eschewing bureaucracy, committing to achieving efficiency at all levels of the firm without compromising on our ability to provide high quality legal service. Our firm members have a sophisticated understanding of business and corporate law and the implications of commercial and business litigation and we provide legal advice, counsel and aggressive litigation services and legal advice to individuals and corporations.

We pride ourselves on our dedicated work, professional integrity, experience and responsive service to each client, large or small, and we are available to discuss whatever legal question or issue you are facing. We look forward to helping you find a satisfactory solution, with a minimum expenditure of expense, time and effort.

Practice Areas

- Complex Commercial Litigation
- International Arbitration & Alternative Dispute Resolution
- Business Crime & Commercial Fraud
- Financial Services Advisory and Counseling
- Representation before Regulatory Authorities
- Constitutional Law & Administrative Law
- Real Estate & Property Law
- Trusts & Asset Protection
- Intellectual Property Law
- Banking & Finance Law



- General Corporate & Commercial Law
- Mergers & Acquisitions
- Corporate Fiduciary Services

Complex Commercial Litigation

Litigation and dispute resolution is one of the firm's core practices. Our law firm practice focuses on complex commercial litigation, and constitutional and appellate litigation. Representing clients in District Court and the Supreme Court of Cyprus our law firm has recently secured precedent-setting victories in the area of disclosure of information and confidentiality and the tracing of assets.

Our lawyers have worked on multinational projects simultaneously involving court litigations and international commercial arbitrations that covered issues of anti hostile takeover defense, insolvency, asset tracing, and serious civil fraud and conspiracy disputes. We have provided efficient legal advice in working out cross-border strategies for tracing and recovery of assets stripped out from clients or for wrongs caused to clients by acts of commercial fraud or deceit.



From the most basic litigation matter to the most complex, our law firm provides effective representation in the following practice areas:

- Shareholders' Disputes
- Corporate Governance Disputes
- Complex Corporate & Partnership Disputes
- Directors' and Officers' Liability Claims
- Minority Shareholders' protection
- Fraud & Conspiracy claims
- Wills, Trusts & Estates Litigation
- Pre-Emption Remedies
- Breach of fiduciary duties



International Arbitration & Alternative Dispute Resolution

We regularly participate and offer assistance, representation and advice, in domestic and international arbitration and mediation for individual and corporate clients at all stages of the arbitration process, negotiations, the conduct of arbitral proceedings, advocacy at trial, and the challenge and enforcement of arbitral awards. Our lawyers have the expertise in handling the following matters in Arbitration and Mediation:

- Full Advocacy and Counseling Services
- Drafting Arbitration and Mediation Clauses
- Arbitration Disputes
- Contract Disputes
- Contract Negotiation
- Contract Review
- Corporate & Partnership Disputes
- Construction Disputes
- Dispute Resolution Clause Drafting
- Employment Disputes
- Franchise & Distribution Disputes
- Mediation Disputes
- Real Estate Disputes

Business Crime and Commercial Fraud

The firm's legal team specializes in specific practice areas and has the necessary expertise and experience to handle complex legal issues with particular focus on business crime and commercial fraud.

We can also provide legal advice if you have your assets frozen or seized as part of an ongoing fraud investigation and we have been repeatedly engaged in disputes involving complex commercial agreements, detailed workings of company law and procedures and accounting standards. Our practice in this area focuses in particular to the following:

- Fraud and Money Laundering
- Conspiracy to defraud
- Cyprus Securities and Exchange Commission disputes
- Restraint proceedings



Financial Services Advisory and Counseling

Since Cyprus became a member of the European Union in 2004, CySEC has become part of European MiFID regulation, giving firms registered in Cyprus access to all European markets. This has led to a number of overseas firms registering in Cyprus to take advantage of this regulatory regime. Our firm advises clients in the licensing and authorisation of banking Units, Investment Firms, Collective Investment Schemes and Mutual Funds and Captive Insurance Companies.



We offer the full range of legal support including:

- Set up of the appropriate legal entity
- Preparation, filing and monitoring of the respective application
- Design and implementation of an appropriate corporate and organisational structure
- Preparation of the internal operations manuals
- Ongoing support with fiscal and statutory requirements

Representation before Regulatory Authorities

Cyprus Securities and Exchange Commission (CySEC) was established in accordance with section 5 of the Cyprus Securities and Exchange Commission (Establishment and Responsibilities) Law of 2001 as a public corporate body. CySEC is the primary regulating body in Cyprus, playing a significant role in the supervision, authorization and monitoring of Cyprus Investment Firms. In order for a company to qualify as an Investment Firm it must mandatorily be granted authorization by the competent authority.



The Cyprus Securities and Exchange Commission has the following responsibilities:

- To supervise and control the operation of the Stock Exchange and the transactions carried out in the Stock Exchange.



- To supervise and control the issuers of securities listed on the Stock Exchange, the Licensed Investment Services Companies as well as the Collective Investment Schemes.
- To carry out inspections over companies, the securities of which are listed on the Stock Exchange, over brokers and brokerage firms, investment consultants, mutual fund management companies.
- To request and collect information necessary for the exercise of its responsibilities, to demand in writing the provision of information from all natural or legal persons or organisations that are considered to be in a position to provide such information.
- To grant operation licenses to investment firms, including investment consultants, brokerage firms and brokers.
- To recall these operation licenses for special reasons, as it is more specifically determined in Regulations that are published in accordance with the Law of Establishment of the Cyprus Securities and Exchange Commission.
- To impose administrative sanctions and disciplinary penalties to brokers, brokerage firms, investment consultants as well as to any other legal or natural person who fall under the provisions of the Stock Market legislation.

The sanctions sought by the Cyprus regulatory authority, namely the Cyprus Securities and Exchange Commission (CySEC) as a result of fraud and misconduct can be severe, including expulsion, job loss, suspension, significant fines, and possible criminal charges. Our firm provides an aggressive defense against allegations of misconduct acting as representatives in disciplinary negotiations before CySEC or if needed taking legal measures against administrative decisions of the Commission to safeguard clients' interests.

If you are concerned about a potential prosecution involving the CySEC and are searching for a lawyer who can provide clear, reliable legal advice on a range of related issues, as well as a prompt and detailed assessment of your case, contact P. N. Kourtellos & Associates Fraud and Business Crime department.

Stock Broker Investment Fraud - Securities Lawyers Handling Investment Lawsuits

We regularly represent investors involved in securities arbitration, litigation, and mediation who have been treated improperly by their brokers and/or brokerage firm. The firm's securities arbitration, litigation and mediation practice includes cases involving:

- securities fraud
- suitability / unsuitability
- failure to supervise
- unauthorized trading



- insider trading compliance
- omissions
- failure to execute
- breach of contract
- negligence
- breach of fiduciary duty
- misrepresentation

Constitutional & Administrative Law

Cyprus was a British colony until 1960, when the island became an independent republic. Until independence the legal system was based on the English legal system. The laws enacted for the colony applied to Cyprus the principles of common law and equity. Many of those laws are still in force today.

After independence in 1960 the English legal system was largely preserved. The laws applicable are the following:

- The Constitution of the Republic of Cyprus
- The laws retained in force by virtue of Article 188 of the Constitution
- The principles of Common Law and Equity
- The Laws enacted by the House of Representatives.

Following the accession of the Republic of Cyprus to the European Union in 2004, the Constitution was amended so that European law has supremacy over the Constitution and national legislation. As with all other member states, the provisions of European Law have either direct applicability to the Republic or are incorporated in the national law following the enactment of legislation. As the supreme law in Cyprus was always the Constitution, the issue arose as to whether in the case of a conflict or incompatibility between a binding provision of European Law and a provision in the Constitution, the latter prevailed. In order to discard any doubts as to the supremacy of the European Law over the national law and the Constitution following Cyprus' accession to the European Union in 2004, a law was enacted amending the Constitution, vis the Law relating to the Fifth Amendment of the Constitution, no. 127(I) of 2006.





By virtue of this law, a new Article 1(A) was added to the Cyprus Constitution which provides that no provision in the Constitution can be deemed as overriding any legislation, acts or measures enacted or taken by the Republic which are obligatory as a member state of the European Union, nor does it hinder Regulations, Directives or other binding provisions or measures of a legislative nature enacted by the European Union from having legal force in the Republic.

The Supreme Court of Cyprus has exclusive jurisdiction to hear any recourse filed against a decision, act or omission of any person, organ or authority exercising executive or administrative authority. A decision, act or omission may be annulled on the ground that it is in excess or abuse of any power vested in the administrative organ, or contrary to the provisions of the Constitution.

Our lawyers have a wide range of experience in challenging decisions of public bodies and authorities representing clients in administrative recourses before the Supreme Court of the Republic of Cyprus, under Article 146 of the Constitution. We advise on international human rights laws, civil actions and administrative recourses involving governmental bodies and institutions, public inquiries and judicial review cases.

Real Estate

P. N. Kourtellos & Associates LLC offers a full array of transactional and consulting services. Our lawyers have extensive knowledge in various matters including retail, industrial and residential developments, home building and other types of residential, industrial and commercial ventures.

Our lawyers have participated in extensive litigation in connection with zoning and land use matters, complex title issues and related matters, including interpretation of construction contracts, mortgage provisions, foreclosures and other title matters.

Our Firm offers personalized real estate representation from the most basic transaction such as buying or selling a home to the most complex restructuring a development.

Real Estate Practice Areas:

- Land investment, development, and use, including joint ventures and build-to-suit projects
- Real estate transfers, including negotiating and documenting acquisitions
- Leasing—from office, retail to industrial properties
- Formation, workout, and enforcement of real property and mixed-collateral financings



- Environmental compliance
- Land Use & Zoning
- Tax-increment financing and developments
- Construction and Real Estate litigation

Trusts & Assets Protection

We advise on the creation and administration of trusts in Cyprus. In this area, our clients include individuals wishing to set up trusts, beneficiaries and trustees. Our services include advising on the choice of trustees/protectors, the tax position of trusts and the exercise of trust powers and indemnities. Review, analysis and development of estate plans for high-net-worth individuals, and the preparation of documents necessary to implement such plans. We advise wealthy individuals and their families how to structure their global wealth in order to protect it from antagonistic third parties, personal or family issues and preserve confidentiality for present and future generations. The team advises on the use of a variety of entities including onshore trusts, companies, foundations and private trust companies throughout the world.



Cyprus trust law is essentially based on the English system. Trusts are mainly regulated by the Trustee Law, Chapter 193, enacted in 1955 and based on the English 1925 Trustees Act. This is supplemented by the English doctrine of equity and English case law prior to 1960. In 1992, Cyprus enacted the International Trusts Law. On 23 March 2012, the International Trust (Amending) Law of 2012 came into effect reforming the International Trusts Law of 1992. The new Law builds on the existing very attractive Cyprus International Trusts Law and has introduced many new competitive features.

The following benefits relate to Cyprus International Trusts:

- Income, gains and profits are exempted from income tax, capital gains tax, special contribution or any other taxes in Cyprus.
 - No estate duty or inheritance tax in Cyprus.
 - No exchange control regulations.
 - An International Trust may carry in business in Cyprus subject of course to the laws of the country which are imposed on the beneficiaries and not on the trust itself
- There are no reporting requirements in Cyprus for the International Trusts.



-Dividends, interest or royalties received by an International Trust from abroad are not taxable.

-Trust capital received in Cyprus by a foreigner resident or retired in Cyprus from trusts not resident in Cyprus is not taxable on the trustee.

Our services in respect to Trusts include:

- Formation and administration of Cyprus International trusts or other off-shore trusts.
- Provision of corporate trustees and other officers
 - Review, analysis, development and implementation of succession plans for owners of closely held businesses
 - Preparation and implementation of complex asset protection plans to minimize risks and transfer wealth and minimize taxes
 - Providing advice on family asset protection and inheritance issues
 - Making distributions to the beneficiaries
 - Formation of charitable-contribution vehicles, including family foundations, donor-advised funds and direct gifts

Additionally, our litigators have litigated claims involving:

- Breach of fiduciary duty for or against fiduciaries and their agents
- Removal of fiduciaries
- Will and trust interpretation, construction and reformation
- Lack of mental capacity
- Fraud, duress and undue influence
- Spousal rights and elective share proceedings
- Determination of, and challenges to, heirship
- Actions to recover assets

Intellectual Property

We provide advice on both contentious and non-contentious intellectual property matters, copyright, patents, licensing and registration of trademarks. Our expertise covers:

- Advice on the acquisition, registration and protection of all intellectual property
- Franchising and licensing
- Patent, trademark, copyright infringement, and ‘passing-off’ actions
- Application of intellectual property laws in relation to employee inventions
- Competition and agency law
- Advice on all related tax aspects



Banking & Finance

Our firm has handled a significant volume of high-value and profile international transactions related to acquisition and project finance, refinancing, real estate financing, syndicated and bilateral lending, acting as Cyprus law counsels for both lenders and borrowers. Our services include:

- Reviewing or drafting of project finance and security documentation
- Advice on the priority, perfection and enforcement of different types of securities
- Advice on corporate and tax matters
- Advice on stamp duty and proper execution of documents
- Advice on conflict of law issues
- Issuance of the relevant legal opinions covering both corporate power authority and the legality, validity and enforceability of the Cyprus law governed documents.

Insolvency Law

Our firm is frequently called upon for practical and sophisticated consultation, legal support and representation in complex bankruptcy proceedings and is adept at handling the challenges facing companies and their key constituents in distressed financial situations.

We represent secured, unsecured, and subordinated creditors, equity security holders of financially troubled entities and develop innovative solutions to protect and enforce creditors' rights, remedies, and security interests—within and outside of bankruptcy proceedings.

Our team is able to seamlessly combine all the elements involved in complex restructurings, both contentious and non-contentious.

We work closely with our associate top-ranking restructuring and insolvency group with particular emphasis on the following areas:

- Compulsory Liquidations
- Solvent Restructuring and Liquidations Members' Voluntary Liquidation
- Creditors' Voluntary Liquidations
- Corporate Voluntary Arrangements
- Receiverships



General Corporate & Commercial Law

We advise our clients on investment projects, particularly in setting up investment vehicles and structures in various jurisdictions. We assist clients with any private law and regulatory issues they might face in the course of an investment project such as taxation, compliance, bank relationship and finance, company law, contracts and real estate regulations. The extensive expertise of our team in various spheres of legal practice is put together to ensure that the clients' intentions are diligently implemented and their interests are protected to the fullest extent. The firm advises businesses and commercial enterprises on all general corporate matters and companies' administration.

Our general corporate practice includes advising businesses in all phases of development, from startups to well-established companies. The firm provides advice to new enterprises regarding the advantages and disadvantages of different business forms on all legal aspects of their operation, including:

- Company formation
- Corporate management, with full domiciliation services
- Corporate reorganization, reconstruction, and optimization of business structure
- Shareholder agreements and corporate governance
- Legal due diligence
- Management buy-outs and earn-outs
- Corporate finance, with a particular focus on takeovers, mergers and acquisitions
- Inter-company agreements
- Investment and shareholder issues
- Mergers and acquisitions
- Distribution arrangements
- Joint ventures
- Executive compensation
- Employment agreements
- General business contracts



Mergers & Acquisitions

Our law firm's corporate practice covers contractual matters, issue of securities by joint stock companies and limited liability companies, forming of legal entities and corporate restructuring, insolvency and liquidation matters, liability of corporations and corporate agents; anti-takeover defense strategies and corporate dispute resolution; structuring of family business and wealth.



Our corporate practice group closely works together with the tax advisors to deliver our clients cost-balanced and tax-efficient corporate solutions. We are engaged in the full range of counseling buy-side and sell-side clients in public and private M&A transactions, including:

- Asset acquisitions
- Equity purchases and sales
- Mergers and consolidations
- Recapitalizations and reorganizations
- Tender offers
- Cross-border transactions
- Joint ventures

Corporate & Fiduciary Services

P. N. Kourtellos & Associates LLC through its corporate services arm, KOUPECON FIDUCIARIES LTD provides clients with a broad spectrum of corporate services. KOUPECON FIDUCIARIES LTD is a provider of corporate services for organizations and entrepreneurs wishing to establish their business in a low tax, confidential and lightly regulated environment. We have been providing a full range of tax effective structures and comprehensive solution for business assisting clients to minimize their tax liabilities by the proper and effective use of international corporate structures. We offer clients complete, reliable and professional services in the following areas:

- Companies formation
- Corporate management, with full domiciliation services
- Provision of shelf-companies
- Provision of registered office address
- Provision of nominee corporate or individual directors and shareholders
- Company secretarial services
- Book-keeping, VAT registration and administration



- Company management and administration services through appointed directors and company administrators
- Opening and administration of bank accounts
- Trust and custodial services
- Receiving, handling and forwarding of correspondence and representation services

Know Your Client Policy

Since the enactment of the Prevention and Suppression of Money Laundering Activities Law 2007 No. 188 (I) /2007 which is in conformity with the European Union's Directives in the anti-money laundering field, all law offices in Cyprus have to comply with certain formalities and/or obligations and have to implement certain strict procedures intended to prevent the use of our services for money laundering.

The national obligations as set out in the Law are related to:

- Requiring identification of customers when entering into business relations
- Collecting information related to complex and unusual operations or operations without economical justification or linked to illicit operations
- Keeping for use as evidence all copies of all documents collected for identification purpose or for transactions justification
- Abstention from entering into a business relationship or refusal to execute any operation for which it was not possible to obtain relevant or acceptable information
- Suspicious transaction reporting or mandatory reporting to Cyprus Financial Intelligence Unit for the Combating of Money laundering

Flexible & Transparent Fees

P. N. Kourtellos & Associates LLC offers a clear alternative to the fee arrangements used by traditional law firms. Our clients benefit from fee arrangements that are flexible, transparent, and competitive and aligned to our clients' success.

We are able to tailor our fees taking into account the characteristics of each case or transaction and are able to offer our clients a number of different fee structures for them to choose from. Our fee arrangements are transparent and provide our clients with the certainty they need. Other fee proposals can be subject to a myriad of assumptions





and qualifications which make it difficult for clients to understand in advance what their total fees are likely to be.

These include:

- Fixed Fee; Undertake work on a fixed fee basis removing uncertainty for our clients
- Basis Point; Structuring our fees as a percentage of the size of a deal/transaction
- Hourly; Charging lower rates owing to our lower fixed overheads

Recent Cases

- Handling before Cyprus Courts and obtaining on behalf of foreign entity a world-wide Mareva injunction and Norwich Pharmacal type order and Gagging orders against Cyprus Bank
- Successfully representing the Defendant-Respondent in respect to fraud and conspiracy claims raised by entities affiliated to Rusal a leading, global aluminium producer and one of the world's major producers of alumina, and obtaining judgment against the use and/or an order preventing the use inside jurisdiction and abroad of confidential documents illegally obtained and/or disclosed on behalf of a Cyprus Bank. The judgment sets a case precedent in respect to the issues resolved.
- Acting on behalf of a Greek based company for the obtaining of Norwich Pharmacal type orders and Gagging orders against Cyprus entities and/or agents providing assistance for assets misappropriation. The disclosure order obtained is one of the few judgments reaching the level of the Supreme Court of Cyprus and sets case precedent in respect to the stay of Norwich Pharmacal orders.
- Representing the Plaintiff-Respondent company on liquidation and handling successfully an application for Security for Costs filed on behalf of the Defendants. The judgment obtained constitutes one of the case precedents on the subject matter within jurisdiction.
- Advising and offering continuous support a Cyprus Investment Firm in relation to LCIA Arbitration proceedings initiated against the company by Alliance Bank of Kazakhstan concerning the alleged misappropriation and/or breach of fiduciary duties seeking damages of Euro 500m.
- Representing a co-defendant within the frame of contempt proceedings in respect to Norwich Pharmacal order.



- Handling successfully the Defense on behalf of a Cyprus Company against the registration in Cyprus of an Arbitral Award for the sum of USD 2 millions issued by the International Commercial Arbitration Court of the Chamber of Commerce and Industry (Russian Federation). The District Court's judgment sets out a case precedent on the subject matter.
- Filing on behalf of a major creditor a winding up application and handling the motion for the appointment of a Provisional Liquidator in respect of a high profile Cyprus public company
- Advising and representing interests of a group of creditors in a Cyprus company undergoing liquidation and advising on potential commencement court proceedings for the removal of the appointed liquidator
- Handling an action for fraud and conspiracy and pursuing tracing and freezing orders along with disclosure orders against Cyprus entities
- Continuing Legal support and advising a foreign Bank on various projects pertaining to financing and re-financing of companies (drafting pledges, opinions, corporate approvals and resolutions
- Drafting amendments and offering extensive advice on the shareholders agreement and specialized legal opinions on fraudulent trading, potential exposure of shareholders etc.
- Acting on behalf of a foreign Bank in relation to various Loan Facilities, advising on recovery tactics and handling winding up petitions lodged against the debtor companies.
- Advising on and coordinating the process of establishment of a joint venture in Cyprus between foreign entities; issuing legal advice on tax treatment of the joint venture and management of intellectual property within the group.