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Incorporation of Bermuda Private Trust Companies

Foreword

This memorandum has been prepared for the assistance of those who are considering the formation of a private trust company in Bermuda. It deals in broad terms with the requirements of Bermuda law for the establishment and operation of such entities. It is not intended to be exhaustive but merely to provide brief details and information which we hope will be of use to our clients. We recommend that our clients and prospective clients seek legal advice in Bermuda on their specific proposals before taking steps to implement them.

Before proceeding with the incorporation of a private trust company in Bermuda, persons are advised to consult their tax, legal and other professional advisers in their respective jurisdictions.

This memorandum has been prepared on the basis of the law and practice as at the date referred to below.

Persons considering establishing companies to carry on insurance, investment business or mutual fund business should request separate memoranda prepared by this Firm on these topics.

Conyers Dill & Pearman

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1. INTRODUCTION

Modern company, trust, banking, insurance and other related laws have made Bermuda a leading offshore financial centre. The government's attitude towards and open communication with the private sector encourages the promotion and maintenance of Bermuda's offshore business. The Island enjoys a sophisticated telecommunications system, an abundance of professional service providers, as well as economic and political stability.

The principal statute governing the formation and operation of Bermuda companies is The Companies Act 1981 (the "Companies Act") as from time to time amended. The principal statute governing the regulation and licensing of trust companies is The Trusts (Regulation of Trust Business) Act 2001 (the "Trusts Regulation Act") as from time to time amended.

A Bermuda private trust company is a company incorporated in Bermuda (as an exempt company) which has as its object to act as a trustee of a single trust or a restricted class or group of trusts. The same private trust company may act as trustee of separate trusts provided the trusts are related. Usually the beneficiaries of such related trusts are members of a particular family or corporate group.

A Bermuda private trust company does not by definition offer trustee services to the public generally and is expressly exempt from licensing under The Trusts (Regulation of Trust Business) Exemption Order 2002 (the "Exemption Order"). A private trust company is only required to operate within the framework of general company law and trust law. There are no licensing requirements and no requirements to submit reports or financial statements to any government body regarding the activities of the company or any trusts it acts as trustee of.

Generally speaking, shelf companies are not available in Bermuda. It is, therefore, necessary for prospective subscribers to incorporate a company for their purposes.

2. PRE-INCORPORATION MATTERS

Bermuda Monetary Authority - Approval for Incorporation

The Bermuda Monetary Authority (the “BMA”) must approve the incorporation of all Bermuda exempted companies. The BMA requires that each of the ultimate beneficial owners holding 5% or more of the shares of the proposed company sign a declaration and provide a certified copy of their passport or other official identification. By the declaration, each beneficial owner attests to his or her good standing in any other Bermuda operations and generally. The ultimate beneficial owners’ identity must in all instances be disclosed.

2.2 Company Name

If time permits, the proposed name of the company can be reserved with the Registrar of Companies (the “Registrar”). The name reservation can usually be confirmed within 24 hours.

The Registrar will refuse reservation if there is likely to be an obvious conflict with an existing registered name. Formal clearance cannot be obtained until incorporation but reservation will ensure that no other person can use the name or another similar name. The reservation lasts for three months and may be renewed.

2.3 Contracts

Where a person purports to enter into a contract in the name of a company or on behalf of a company which has not yet been incorporated, he will be personally liable under the contract unless the agreement itself provides otherwise. After incorporation, the company may unilaterally adopt such a contract and will become a party thereto to the same extent as if the contract had been made after the incorporation. Such adoption by the company will discharge the person who purported to act on its behalf.

3. REQUIREMENTS OF BERMUDA LAW

3.1 Memorandum of Association

The memorandum of association and the bye-laws together form the constitution of a Bermuda exempted company. Only the memorandum of association is on file with the Registrar. It is a matter of public record and available for inspection by the public at the offices of the Registrar.

The memorandum of association will generally contain the names of the initial subscribers. It is usual to provide for nominee subscribers to the memorandum of association.

The memorandum of association may provide that the objects of the company are unrestricted, or it may set out the specific objects of the company. To qualify for the licensing exemption under the Exemption Order, the memorandum of association of a private trust company must specify the trusts to which the private trust company is authorised to provide the services of trustee.

As a result of the Companies Amendment Act 2006 (the “2006 Amendments”), a Bermuda company now has the capacity, rights, powers and privileges of a natural person, subject to any specific provisions in its memorandum of association. As a practical matter, companies incorporated prior to the 2006 Amendments will typically have standard statutory powers as set out in the First Schedule to the Act (as it stood on the date of incorporation).

Notwithstanding that a company now has the capacity of a natural person, there are certain circumstances where a statutory power must be reaffirmed in the constitutional documents of a company. Specifically, a Bermuda company does not generally have the power to redeem or re-purchase its issued shares. Where the company requires the ability to issue redeemable preference shares which are redeemable only at the option of the company or on specified terms, the power to do so may be provided for in the bye-laws alone. The bye-laws are not subject to

scrutiny by the BMA, the Registrar or the Ministry of Finance and may provide for the issue of such redeemable preference shares without the necessity of obtaining the consent of the BMA, the Registrar or the Ministry of Finance. However, where the company proposes to issue redeemable preference shares which are redeemable at the option of the holder, a specific power to do so must be included in the memorandum of association. A company may also, if authorised by its memorandum of association or bye-laws, re-purchase its own shares.

A Bermuda exempted company may, if so authorised by its bye-laws, hold its own shares in treasury. Shares redeemed or re-purchased are can also be cancelled and such redemption or re-purchase does not constitute a reduction of authorised share capital. The shares redeemed or re-purchased are available for re-issue.

The memorandum of association must set out the authorised share capital of the company. There is no statutory minimum (save for insurance companies). The authorised share capital may subsequently be increased by resolution of the company in general meeting. Shares of no par value and bearer shares are not permitted.

3.2 Bye-Laws

The bye-laws of a Bermuda company are not filed with the Registrar of Companies in Bermuda and are not generally available for inspection by the public. The bye-laws will set out the rights and duties as between the company, the shareholders and the directors. In particular, if the company is to have various classes of shares with differing rights, the rights attaching to each class of shares may be set out in the bye-laws.

3.3 Registered Office

A Bermuda company must have a registered office in Bermuda, the address of which is registered with the Registrar. A post office box cannot be used as a registered office. In general, the share register and records of the company must be kept at the registered office. Duplicate records may be kept at any other office outside Bermuda.

3.4 Requirements for Officers or Representatives in Bermuda

Every exempted company is required to have:

- (a) at least one director who is ordinarily resident in Bermuda, or
- (b) a secretary that is
 - (i) an individual who is ordinarily resident in Bermuda, or
 - (ii) a company which is ordinarily resident in Bermuda, or
- (c) a resident representative that is
 - (i) an individual who is ordinarily resident in Bermuda, or
 - (ii) a company which is ordinarily resident in Bermuda.

Alternate directors may be appointed with power to act in the place of an absent director. An alternate director has the full authority of a director and is entitled to exercise the full powers of such office at any time when the director for whom he is alternate is not present. It is usual to provide for alternate directors in respect of, at least, any Bermuda directors.

Neither directors nor alternate directors need hold any shares in the company in order to act as such.

A company must maintain a register setting forth the names and addresses of its directors and officers. The register of directors and officers must be kept at the registered office and must be available for inspection by the public.

3.5 Officers

A Bermuda company may have officers who may or may not be directors of the company. A Bermuda company must appoint a secretary of the company. The secretary is required to attend all meetings of the directors and shareholders of the company and to keep the records of the company. Assistant and/or acting secretaries may also be appointed.

3.6 Bankers

A Bermuda company may open and maintain bank accounts in or out of Bermuda.

3.7 Books of Account

A Bermuda company must keep proper records of account with respect to its business activities. These records must be kept at the registered office or at such other place as the directors think fit. The records are required to be available for inspection by the directors at any time. Where the books of account are kept outside Bermuda, the company must maintain sufficient records in Bermuda as will enable the directors to ascertain with reasonable accuracy the financial position of the company at the end of each quarter.

3.8 Seal

Bermuda companies may, but need not, have a common seal and one or more duplicate common seals in or out of Bermuda. If the seal is to be affixed, it shall be attested to by one director or the secretary of the company, or a person expressly authorised to sign, or in such other manner as the bye-laws of the company may provide.

3.9 Financial Year End

A Bermuda company must set a date as its financial year end. The bye-laws will usually authorise the directors to change this date.

3.10 Auditors

The shareholders of a Bermuda company must appoint auditors of the company and must fix the remuneration of the auditor or delegate authority to fix such remuneration to the Board of Directors. However, this requirement may be waived if

all of the shareholders and all of the directors, either in writing or at a general meeting, agree that in respect of a particular interval there shall be no auditor. This waiver must be obtained at each annual general meeting where the appointment of the auditor would otherwise take place.

Auditors may not be directors of companies which they audit.

3.11 Shareholders

A Bermuda company must have at least one shareholder. A shareholder may, however, hold its shares as nominee for another person. The names and addresses of the shareholders must be entered on a register of members kept by the company. In addition, the register must set out the number of shares held by each member, and, in respect of any share that is not fully paid, the amount paid or agreed to be paid on the shares. The register of members must be kept at the registered office (or, upon filing an appropriate notice, at some other address in Bermuda) and must be available for inspection by the public. Bearer shares are not permitted under Bermuda law, but shares may be registered in the name of a nominee.

4. INCORPORATION

4.1 Application

An application for permission to issue shares of a company (together with the supporting information on the ultimate beneficial owners, including their personal declarations) is submitted to the BMA. On receipt of such permission the memorandum of association is registered with the Registrar who issues a certificate of incorporation. Once the company is incorporated, the organisational meetings must be held.

4.2 Provisional Directors' Meeting

The subscribers to the memorandum of association constitute the provisional directors of the company upon incorporation. Their powers are limited by the Companies Act and they hold office until a board of directors is appointed by the shareholders. In general, they will perform the following functions:

- (a) allot the shares to the proposed shareholder(s);
- (b) call the statutory general meeting of the shareholder(s); and
- (c) approve the bye-laws of the company, subject to confirmation by the shareholder(s) at the statutory general meeting.

4.3 Statutory General Meeting

As soon as it is convenient after the share capital has been subscribed, a statutory general meeting of the shareholders must be held. The purpose of the meeting is to elect the first board of directors. At least five days' notice of the meeting must be given unless all of the shareholders agree to waive such notice. This meeting is deemed to be the annual general meeting for the year in which it takes place. Generally, the shareholders:

- (a) adopt the bye-laws of the company;
- (b) appoint the directors; and
- (c) appoint the auditors.

4.4 First Meeting of Directors

This meeting normally occurs immediately after the statutory general meeting. There remain various other matters, some of which are administrative in nature, which must be done before the company commences operation. The directors will, amongst other things, usually deal with the following:

- (a) elect or appoint the officers;
- (b) appoint a secretary and, if relevant, a resident representative of the company;
- (c) establish the registered office of the company;
- (d) make a call upon the issued shares (usually 100%);
- (e) approve the payment of the Bermuda Government fee;
- (f) adopt the seal of the company (if any);
- (g) approve the application for the tax exemption certificate;
- (h) authorise the opening of bank accounts; and
- (i) appoint accountants to maintain the financial records.

The company is thereafter in a position to commence its business activities.

5. OPERATION OF A BERMUDA COMPANY

5.1 General

The management of a Bermuda company is the responsibility of its board of directors. Except as may be expressly provided in the company's bye-laws, the shareholders' only control over the management of the company is through their power to appoint and dismiss the directors.

A company has the capacity to effect any transaction which falls within its objects and powers, subject only to any express limitation in the objects or powers and provided that the transaction is not itself illegal. However, the directors of the company owe a duty to the company to ensure that transactions of the company are for the purposes of the company even where they are clearly within its corporate capacity. Where a third party dealing with the company has notice of any breach of this duty the transaction may be avoided by the company and the third party will be liable to account to the company for assets received or profits made. This general rule of law is of particular significance in cases where companies are providing guarantees and/or security in respect of the obligations of third parties.

5.2 Directors' Meetings

The bye-laws of a Bermuda company generally provide that the directors may meet for the transaction of business and regulate their affairs as they see fit. Notice of a meeting of the directors must be given to all directors. Such notice must be given in accordance with the provisions of the bye-laws and may be given by telephone or otherwise. In order validly to transact business, a quorum must exist throughout the meeting of the directors. Unless bye-laws otherwise provide, meetings of the directors may be held by telephone. Further, the bye-laws may provide for the transaction of business by a written resolution signed by all of the directors in lieu of a meeting. Unless precluded by the bye-laws, a director may appoint another director to represent him and to vote on his behalf at a directors' meeting.

A director must disclose at the first opportunity at a meeting of the directors or in writing to the directors any interest in any material contract or any material interest in any other person with whom the company has dealings. It is usual for the directors to make a general disclosure of such interests at the first directors' meeting.

5.3 Contracts

Any third party dealing with the company in the ordinary course of its business will, generally, be entitled to rely on any written or oral contract or agreement executed or entered into by any two directors acting jointly on behalf of the company. However, it is usual to present most major contracts to the board of directors for approval by resolution prior to execution. In general, the board of directors may authorise the execution by the affixing of the company's seal over the signature of any two officers or any person so authorised to do so if provided in the bye-laws, or by any one officer under hand on behalf of the company. Further, the board may authorise a third party to enter into a contract on behalf of the company.

5.4 Shareholders' Meetings

The minimum notice with respect to the calling of the annual general meeting or any special general meeting is five days. The bye-laws may further extend this notice period.

However, the annual general meeting may be called on shorter notice if such shorter notice is agreed to by all the shareholders entitled to attend and vote at such a meeting. Further, any special general meeting may be called on shorter notice if this is agreed to by a majority of the shareholders holding at least ninety-five per cent in nominal value of the shares giving such holders the right to attend and vote at general meetings.

Notice of all general meetings must specify the place, day and time of the meeting, and, in the case of special general meetings, the general nature of the business to be considered.

A Bermuda company must hold an annual general meeting once in every calendar year. There is no other requirement with respect to the time between two annual general meetings. The statutory general meeting held in the year of incorporation is deemed to be the annual general meeting for that year.

At the general meeting of a company any matter which may properly come before the shareholders may be dealt with. The following matters must be dealt with at the annual general meeting:

- (a) consideration of the auditors' report, unless this has been waived;
- (b) appointment of the directors for the next year (unless another manner of appointment or term is specified in the bye-laws); and
- (c) appointment, or waiver of such, of the auditors for the next year.

Unless the bye-laws provide otherwise, the shareholders will also determine the level of the directors' fees, if any.

Shareholders may vote at general meetings in person or by proxy. The holder of a proxy may, but need not, be a shareholder. A corporate shareholder of a Bermuda company may appoint such person as it thinks fit to be its representative at general meetings.

It is usual to follow the annual general meeting with a meeting of the newly elected or re-elected board of directors for the purposes of appointing the officers.

6. TRANSACTIONS INVOLVING SHARES OF A BERMUDA COMPANY

6.1 Issue of Shares

In general, the issue of shares to any person after the incorporation of the company will require the approval of the BMA. The procedure for the issue of shares and the price at which shares are to be issued is set out in the bye-laws of the company. The power to issue shares of the company rests with the directors unless they delegate that power to some other body.

Shares may not be issued at a price per share less than the par value per share.

Premium arising on the issue of shares must generally be credited to a statutory account known as the share premium account. That account may be used by the company in certain capital transactions, including a bonus issue of shares of any class.

6.2 Transfer of Shares

Unless the bye-laws provide otherwise, shares of a Bermuda company may be transferred by a standard instrument of transfer signed by or on behalf of the transferor and, usually, the transferee. As with issue of shares, the transferee must be approved by the BMA.

The bye-laws may contain provisions restricting the right and/or ability of a shareholder to transfer his shares and generally require that the board of directors approve all share transfers. If the directors refuse to register a transfer, notice must be given to the transferor and the transferee.

6.3 Redemption and Re-Purchase of Shares

Where the company has the power to redeem its shares, the manner of effecting such redemptions must be set out in the bye-laws. No redemption may take place if, as a result of such redemption or re-purchase, the issued share capital of the company would be reduced below the minimum share capital as required by law.

Except in the case of mutual fund companies, the redemption or re-purchase may only be effected if:

- (a) the par value of the shares to be redeemed or re-purchased is paid out of the capital paid up thereon, or out of funds otherwise available for dividend or distribution or out of the proceeds of a fresh issue of shares made for the purpose of redemption or re-purchase; and
- (b) any premium payable on the redemption or re-purchase is paid out of the share premium account, or out of funds otherwise available for dividend or distribution.

Shares redeemed or re-purchased must be cancelled. A Bermuda company cannot hold its own shares in treasury. The authorised share capital in respect of the shares redeemed or re-purchased may be subsequently used in connection with the issue of new shares.

No approval of the BMA is required in connection with the redemption or re-purchase of shares.

6.4 Contributed Surplus

Any person, including a shareholder, may make a contribution to the company. Any such contribution must be in the form of an un-related gift of cash or other property to the company. If an issue of shares is connected with the making of the contribution, the amount of the contribution may be deemed a premium on the issue of shares and thus must be treated as capital.

No approval of the BMA is required for the making of contributions.

6.5 Dividends & Distributions

A Bermuda company may not declare and pay a dividend, or make a distribution out of contributed surplus, if there are reasonable grounds for believing that:

- (a) the company is or would after the payment be unable to pay its liabilities as they become due; and
- (b) the realisable value of its assets would thereby be less than the aggregate of its liabilities, issued share capital and share premium.

7. REGISTER OF CHARGES

The Registrar maintains a register of charges in respect of every Bermuda company. Any charge over the assets of a company may be submitted to the Registrar for registration against that company.

Registration constitutes notice to the public of the interest of the chargee in or over the charged assets. Any registered charge will have priority over any subsequently registered charge and unregistered charge, except a charge created prior to 11th July, 1984. Priority is based upon the date of registration and not the date of creation of the charge. Subject to the foregoing, there is no time period within which a charge must be registered in order to be effective.

8. PUBLIC RECORDS OF A BERMUDA COMPANY

The following records of a Bermuda company are available for public inspection at the office of the Registrar:

- (a) the memorandum of association of the company and any amendments thereto;
- (b) the certificate of incorporation;
- (c) the notice stating the registered address of the company;
- (d) the register of charges of the company; and
- (e) any prospectus filed with the Registrar.

In addition, the register of directors and officers and, upon payment of a nominal fee, the register of members, must be available for inspection by the public at the registered office of the company.

A Bermuda private trust company is not required to file accounts with the Registrar of Companies in Bermuda.

While the memorandum of association will state on its face the name of the initial subscribers, it is usual to provide for nominee subscribers to the memorandum of association. In particular, it should be noted that the supporting information on the beneficial owners, including their personal declarations delivered to the BMA, is not a matter of public record.

Shares of a Bermuda company may be held in the name of a nominee. The nominee's name only will appear on the company's register of members. As mentioned above, the use of any such nominees does not avoid the necessity of providing the BMA with the supporting information on the beneficial owners.

9. CHANGES TO A COMPANY'S MEMORANDUM OF ASSOCIATION AND BYE-LAWS

9.1 Memorandum of Association

The memorandum of association of a Bermuda company may be amended in a manner similar to the initial process for incorporation. If such amendments will allow a company to carry on restricted business activities, consent of the Ministry of Finance is required. It will be necessary for the shareholders to approve the amendment by resolution at a general meeting. Thereafter, the amended memorandum of association must be registered with the Registrar.

The Companies Act contains provisions designed to protect the interests of minorities on a change to the provisions of the memorandum of association.

Changes to the memorandum of association include changes to the objects clauses and powers. A separate procedure is followed to change the name of a company.

9.2 Increase of Authorised Capital

While an increase in the authorised capital constitutes an amendment to the memorandum of association, prior approval of the Ministry of Finance is not required. The share capital can be increased by a resolution of the shareholders in general meeting and will take effect as from that date. Following the increase, a memorandum of increase of share capital must be filed with the Registrar.

9.3 Reduction of Capital

A Bermuda company may formally reduce its capital. A publication of the intent to reduce the capital must be made in a newspaper in Bermuda. Following the reduction, a memorandum of reduction of share capital must be filed with the Registrar.

9.4 Bye-Laws

The bye-laws of a Bermuda company may be amended by the shareholders in general meeting in accordance with the provisions of the bye-laws. No approvals from the Ministry of Finance or otherwise are required.

Generally where there is more than one class of shares and any amendment would affect the rights of any or all of those classes, each class affected, whether or not such class normally carries voting rights, will be entitled to vote separately as a class on such amendments.

10. TAXATION AND EXCHANGE CONTROL

10.1 Taxation

At the date of this memorandum, there is no Bermuda income or profits tax, withholding tax, capital gains tax, capital transfer tax, estate duty or inheritance tax payable by a Bermuda company or its shareholders, other than shareholders ordinarily resident in Bermuda.

An exempted company may apply for and is likely to receive from the Minister of Finance under the Exempted Undertakings Tax Protection Act, 1966 an assurance that, in the event of there being enacted in Bermuda any legislation imposing tax computed on profits or income, or computed on any capital assets, gain or appreciation, or any tax in the nature of estate duty or inheritance tax, such tax shall not until March 2016 be applicable to the company or to any of its operations or to the shares, debentures or other obligations of the company except insofar as such tax applies to persons ordinarily resident in Bermuda and holding such shares, debentures or other obligations of the company or any land leased or let to the company.

No stamp duty is payable in respect of any instrument executed by an exempted company or in respect of an instrument relating to an interest in an exempted company. Stamp duty may, however, be payable in respect of transactions involving Bermuda property.

10.2 Exchange Control

Bermuda is independent for the purposes of exchange control. Exempted companies and permit companies are designated non-resident for exchange control purposes. The non-resident designation allows these entities to operate free of exchange control regulations and enables them to make payments of dividends, to distribute capital, to acquire, hold and sell any currency and foreign securities without reference to the BMA.

This publication is not a substitute for legal advice nor is it a legal opinion. It deals in broad terms only and is intended merely to provide a brief overview and give general information.

About Conyers Dill & Pearman

Conyers Dill & Pearman advises on the laws of the Cayman Islands, British Virgin Islands, Bermuda, Mauritius and Cyprus. Conyers' lawyers specialise in company and commercial law, commercial litigation and private client matters.

The combination of Conyers' structure, culture and expertise enables the highest quality, responsive, timely and thorough legal advice. Conyers' strategic global presence in major international business centres allows a seamless 24 hour service.

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