

**Form 14 | Annual return**

*Section 119, Companies Act 2012*

**Notes**

If there is insufficient space on the form to supply the required information, attach a separate sheet containing the information set out in the prescribed format.

The information on this form must be either typewritten or printed legibly.

**Company name  
number**

**Company**

**1. Date of annual return**

This must be a date within the month allocated by the Registrar for filing your annual return.

Date (dd/mm/yyyy):

**2. Addresses**

☐

There are no changes in addresses (tick this box if applicable and skip to item 4).

If there are changes to any addresses, update the information below.

**a. Address of registered office**

Note: Must be a physical address in Vanuatu. Must not be either a PO Box or Private Bag address.

Province or Municipality:

**b. Postal Address**

☐

The postal address is the same as the registered office address

OR

☐

The postal address to which communications from the Registrar may be sent is set out below.

Province:

Email:
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### 3. Records

Complete if any of the records described in section 113(4) of the Companies Act 2012 are not kept at the company's registered office. Otherwise, go to **4. Directors**.

Description of records	Address of place where records kept

### 4. Directors

#### Instructions for completing director information

1. If there are more than four existing directors, attach a separate sheet containing the information set out in the prescribed format. All names should be printed in BLOCK letters.
2. If there has been a change in directors (appointment or cessation) or a change in the details of an existing director, form 12 must be submitted together with this annual return.
3. The following persons are confirmed as the directors of the company as at the date of the annual return:

*Note: If there are more than four directors, please attach a separate sheet containing the information set out in the prescribed format.*

Full legal name*:
Full legal name*:
Full legal name*:
Full legal name*:

\* Print first name(s) followed by surname in BLOCK letters.

### 5. Shareholders

#### Instructions for completing shareholder information

1. If there are more than four existing shareholders, attach a separate sheet containing the information set out in the prescribed format. All names should be printed in BLOCK letters.
2. If there has been a change in shareholders or a change in the details of an existing shareholder, a form 8, 9, 10, 11 or 11A, as relevant, must be submitted together with this annual return.
3. The following persons are confirmed as the shareholders of the company as at the date of the annual return:

*Note: If there are more than four shareholders, please attach a separate sheet containing the information set out in the prescribed format.*

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Full name*:	Class of shares (if relevant):  Number of shares held in each class:
Full name*:	Class of shares (if relevant):  Number of shares held in each class:
Full name*:	Class of shares (if relevant):  Number of shares held in each class:
Full name*:	Class of shares (if relevant):  Number of shares held in each class:

\* In the case of a natural person, print first name(s) followed by surname in BLOCK letters.

## 6. Community Company requirements

If your company is a community company, you must attach a copy of the Community Company report required under section 169 of the Companies Act 2012.

## 7. Business Sector

Please indicate (circle or underline) the primary sector your company operates in:

- Agriculture, forestry, and fishing
- Mining and quarrying
- Manufacturing
- Electricity, gas, steam, and air conditioning supply
- Water supply; sewerage, waste management, and remediation activities
- Construction
- Wholesale and retail trade; repair of motor vehicles and motorcycles
- Transportation and storage
- Accommodation and food service activities
- Information and communication
- Financial and insurance activities
- Real estate activities
- Professional, scientific, and technical activities
- Administrative and support service activities
- Public administration and defence; compulsory social security
- Education
- Human health and social work activities
- Arts, entertainment, and recreation
- Other service activities
- Activities of households as employers; undifferentiated goods- and services-producing activities of households for own use
- Activities of extraterritorial organizations and bodies

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**8. Lodged by**

Name:

Address:

**Other contact details:**

Telephone:

Email (optional):

**9. Checklist**

The following must accompany this form:

☐

The prescribed fee

☐

If your company is a community company, a copy of the required report.

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Please deliver documents to Vanuatu Financial Services Commission, Companies House, Rue Bougainville, PMB 9023,  
Port Vila, Efate, Vanuatu



**Form 15 | Application for registration of amalgamation proposal**

*Section 136 Companies Act 2012*

**Note**

If there is insufficient space on the form to supply the required information, attach a separate sheet containing the information set out in the prescribed format.

The information on this form must be either typewritten or printed legibly.

For office use only

Document number

*Place barcode here*

**1. Names and registration numbers of companies participating in amalgamation**

**Name of company  
number**

**Registration**

**Name of company  
number**

**Registration**

**Name of company  
number**

**Registration**

**Name of company  
number**

**Registration**

*Note: If more than four companies are participating in the amalgamation, attach a separate sheet containing the information set out in the prescribed format for all such companies. All names should be in BLOCK letter format.*

**2. Name of amalgamated company**

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**3. Date of amalgamation (if applicable)**

Date (dd/mm/yyyy): 

/	/	
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*Note: when applicable, insert the effective date upon which the amalgamation is to become effective under the amalgamation proposal. The date must be the date this form is submitted to the Registrar or a later date. Where no date is specified or if the date specified is earlier than the date of submission of this Form to the Registrar, the date the amalgamation is effective will be the date the application for amalgamation was received by the Registrar.*

**4. Addresses for the amalgamated company**

**Address of registered office**

Must be a physical address in Vanuatu. Must not be a PO Box or Private Bag address.

Province or Municipality:

**Postal address**

Postal address to which communications from the Registrar may be sent (*eg PO Box*).

Postal address:
Province or Municipality:
Email address:

**5. Directors**

The following persons are the directors of the amalgamated company. The Applicant attests that all of the following named directors have consented to act in that capacity.

*Note: If there are more than four directors, attach a separate sheet containing the information set out in the prescribed format. All names should be in **BLOCK** letter format.*

Full legal name: Physical address: Postal address: Mobile Phone:		Registration number (if a registered entity): Email: Gender (if a natural person): Nationalities/jurisdictions:
Full legal name: Physical address: Postal address: Mobile Phone:		Registration number (if a registered entity): Email: Gender (if a natural person): Nationalities/jurisdictions:
Full legal name: Physical address: Postal address: Mobile Phone:		Registration number (if a registered entity): Email: Gender (if a natural person): Nationalities/jurisdictions:

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Full legal name: Physical address: Postal address: Mobile Phone:	Registration number (if a registered entity): Email: Gender (if a natural person): Nationalities/jurisdictions:
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**6. Shareholders**

The following persons are the shareholders of the amalgamated company. The Applicant attests that the person(s) shown as shareholder(s) has consented to act in this capacity.

**Instructions for completing shareholder information**

1. If there are more than three shareholders, attach a separate sheet containing the information set out in the prescribed format. All names should be set out in BLOCK letter format.
2. If the shareholder is a natural person, provide their first name followed by their surname. If the shareholder is a registered entity (such as another company), provide the entity name and registration number.
3. If shares are jointly held, provide the particulars of each shareholder within a single box below.

Number of shares:  Name(s) of shareholder(s):	Registration number (if a registered entity):  Gender (if a natural person):  Nationality/jurisdiction of shareholder:
Number of shares:  Name(s) of shareholder(s):	Registration number (if a registered entity):  Gender (if a natural person):  Nationality/jurisdiction of shareholder:

**Total number of shares:**

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Is there more than one class of shares for this company?

☐

Yes

☐

No

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If yes, attach a separate sheet that sets out the particulars of the different classes of shares.

Number of shares:	Registration number (if a registered entity):
Name(s) of shareholder(s):	Gender (if a natural person):
	Nationality/jurisdiction of shareholder:

### 7. Signature and declaration

I certify that the above companies seek amalgamation and the information in this form is true and correct, and the copy of every document submitted with this form is a true and correct copy of the original document.

Signed by proposed director or authorised person of the amalgamated company

Name:  Signature:

*Print first name(s) followed by surname in BLOCK letters.*

Designation: ☐ Director ☐ Authorised person Date (dd/mm/yyyy):  /  /

### 8. Lodged by

Name:	Other contact details:
Address:	
	Telephone: <input type="text"/>
	Email: <input type="text"/>

### 9. Checklist

Schedule 6 Clause 3 of the Companies Act provides that the following must accompany this form:

☐ (a) the approved amalgamation proposal;

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- ☐ (b) a certificate signed by the directors of each amalgamating company stating that the amalgamation has been approved in accordance with this Act and the relevant company's rules; and
- ☐ (c) a document (Form 15A) signed by each person named in this form as a director of the amalgamated company containing his or her consent to be a director.
- ☐ The prescribed form

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Please deliver documents to Vanuatu Financial Services Commission, Companies House, Rue Bougainville, PMB 9023,  
Port Vila, Efate, Vanuatu



## Form 15A | Consent and certificate of director of amalgamated company

Section 136 and Schedule 3, Companies Act 2012

### Notes

This form is required to be sent to the Registrar of Companies, and must also be held in the company's records and be produced if requested by the Registrar.

The information on this form must be either typewritten or printed legibly.

If there is more than one director, each new director must complete a separate consent and certificate using Form 15A.

**Company name**

**Company  
number**

*Note: If the name of the amalgamated company is the same as that of an existing company, provide the existing company's name and number. If the amalgamated company will have a new company name, provide the proposed name and name reservation number.*

### Director's details

First name(s):
Surname:

Registration number (if a registered entity):
Email:
Gender (if a natural person):
Nationalities/jurisdictions:

I consent to act as a director of the above amalgamated company and certify that I am not disqualified from being appointed, or holding office as, a director of a company.

Signature: .....

Date (dd/mm/yyyy):

	/		/	
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Please deliver documents to the Registrar of Companies, Companies House, Rue Bougainville, PMB 9023, Port Vila,  
Efate, Vanuatu

## Form 15B | Court ordered amalgamation

Section 136 and Schedule 6 Clause 3, Companies Act 2012

### Note

If there is insufficient space on the form to supply the required information, attach a separate sheet containing the information set out in the prescribed format.

The information on this form must be either typewritten or printed legibly.

For office use only

Document number

Place barcode here

### 1. Names and registration numbers of companies participating in amalgamation

Name of company  
number

Registration

Name of company  
number

Registration

Name of company  
number

Registration

Name of company  
number

Registration

*Note | If there are more than four companies participating in the amalgamation please attach a separate sheet containing the information set out in the prescribed format for all such companies. All names should be in BLOCK letter format.*

### 2. Name of amalgamated company

Name of company

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**3. Date of amalgamation (if applicable)**

Date (dd/mm/yyyy):

*Note: when applicable, insert the effective date upon which the amalgamation is to become effective under the amalgamation proposal. The date must be the date this form is submitted to the Registrar or a later date. Where no date is specified or if the date specified is earlier than the date of submission of this Form to the Registrar, the date the amalgamation is effective will be the date the application for amalgamation was received by the Registrar.*

**4. Addresses for the amalgamated company**

**Address of registered office**

Must be a physical address in Vanuatu. Must not be a PO Box or Private Bag address.

Province or Municipality:

**Postal address**

Postal address to which communications from the Registrar may be sent (eg PO Box)

Postal address:     
Province or Municipality:
Email address:

**5. Directors**

The following persons are the directors of the amalgamated company. The Applicant attests that all of the following named directors have consented to act in that capacity.

*Note: If there are more than four directors, attach a separate sheet containing the information set out in the prescribed format. All names should be in BLOCK letter format.*

Full legal name: Physical address: Postal address: Mobile Phone:	Registration number (if a registered entity): Email: Gender (if a natural person): Nationalities/jurisdictions:
Full legal name: Physical address: Postal address: Mobile Phone:	Registration number (if a registered entity): Email: Gender (if a natural person): Nationalities/jurisdictions:
Full legal name: Physical address: Postal address: Mobile Phone:	Registration number (if a registered entity): Email: Gender (if a natural person): Nationalities/jurisdictions:

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Full legal name: Physical address: Postal address: Mobile Phone:	Registration number (if a registered entity): Email: Gender (if a natural person): Nationalities/jurisdictions:
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## 6. Shareholders

The following person(s) are the shareholder(s) of the amalgamated company. The Applicant attests that the person(s) shown as shareholder(s) has consented to act in this capacity.

### Instructions for completing shareholder information

1. If there are more than three shareholders please attach a separate sheet containing the information set out in the prescribed format. All names should be set out in BLOCK letter format.
2. If the shareholder is a natural person, provide their first name followed by their surname. If the shareholder is a registered entity (such as another company), provide the entity name and registration number.
3. If shares are jointly held, provide the particulars of each shareholder within a single box below.

Number of shares:  Name(s) of shareholder(s):	Registration number (if a registered entity):  Gender (if a natural person):  Nationality/jurisdiction of shareholder:
Number of shares:  Name(s) of shareholder(s):	Registration number (if a registered entity):  Gender (if a natural person):  Nationality/jurisdiction of shareholder:
Number of shares:  Name(s) of shareholder(s):	Registration number (if a registered entity):  Gender (if a natural person):  Nationality/jurisdiction of shareholder:



Total number of shares:

Is there more than one class of shares for this company?

☐

Yes

☐

No

If yes, attach a separate sheet that sets out the particulars of the different classes of shares.

### 7. Signature and declaration

I certify that the above companies seek amalgamation and the information in this form is true and correct, and the copy of every document submitted with this form is a true and correct copy of the original document.

**Signed by proposed director or authorised person of the amalgamated company**

Name:

Signature:

*Print first name(s) followed by surname in BLOCK letters*

Designation: ☐ Director

☐ Authorised person

Date (dd/mm/yyyy):

### 8. Lodged by

Name:

Address:

**Other contact details:**

Telephone:

Email:

The following must accompany this form.

☐ A certified copy of the court order

☐ The prescribed fee

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Please deliver documents to Vanuatu Financial Services Commission, Companies House, Rue Bougainville, PMB 9023,  
Port Vila, Efate, Vanuatu

## Form 16 | Request to remove company from the register

Section 140(c) Companies Act 2012

### Note

The information on this form must be either typewritten or printed legibly.

There is no fee to submit this form.

Company name  
number

Company

### 1. Details of request

I, ..... being:

- ☐ a shareholder authorised by special resolution of the above company to make this application; or  
☐ a director authorised by the board of the above-named company to make this application; or  
☐ a person required or permitted by the rules to make this application—

request that the above company be removed from the register.

The grounds on which this request is made are:

- ☐ The company has ceased to carry on business, has discharged in full its liabilities to all its known creditors, and has distributed its surplus assets in accordance with its rules and the Companies Act 2012; or  
☐ The company has no surplus assets after paying its debts in full or in part, and no creditor has applied to the Court for an order putting the company into liquidation.

### 2. Signed by director or authorised person

Name:

Signature:

*Print first name(s) followed by surname in BLOCK letters*

Designation: ☐ Director

☐ Authorised person

Date (dd/mm/yyyy):

### 3. Lodged by

Name:

Address:

Other contact details:

Telephone:

Email:

**4. Checklist**

The following documents must accompany this request:

- ☐ A copy of the special resolution of shareholders under section 140(c)(i) of the Companies Act 2012.\*  
*\* Delete if not applicable.*
- ☐ A copy of the public notice required under section 143(2) Companies Act 2012 that reflects the date of its publication.
- ☐ The prescribed fee

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Please deliver documents to Vanuatu Financial Services Commission, Companies House, Rue Bougainville, PMB 9023,  
Port Vila, Efate, Vanuatu

## Form 17 | Application for restoration for failure to File Annual Return

Section 150 Companies Act 2012

### Note

If there is insufficient space on the form to supply the required information, attach a separate sheet containing the information set out in the prescribed format.

The information on this form must be either typewritten or printed legibly.

**Company name  
number**

**Company**

### 1. Confirmation of removal

The company has either (i) been removed from the register for the failure to file past due annual returns (pursuant to section 140(a) of the Companies Act 2012);

Yes ☐ No ☐

OR, (ii) been removed pursuant to section 140(c) following a request by a shareholder, director or other person.

Yes ☐ No ☐

### 2. Request for Restoration

The applicant hereby applies to be restored to the Vanuatu company register.

Yes ☐ No ☐

### 3. Payment of outstanding balances owing

The company acknowledges that all past annual returns, along with all past due filing fees, late fees and penalties must accompany this Form in order for the company to be restored.

Yes ☐ No ☐

### 4. Signed by director or authorised person

Name:

Signature:

*Print first name(s) followed by surname in BLOCK letters*



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Designation: ☐ Director ☐ Authorised person Date (dd/mm/yyyy):  /  /

**5. Lodged by**

Name:
Address:

**Other contact details:**

Telephone:
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Email:
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Please deliver documents to Vanuatu Financial Services Commission, Companies House, Rue Bougainville, PMB 9023,  
Port Vila, Efate, Vanuatu

## Form 18 | Application for registration of overseas company on the Vanuatu register

Section 157 Companies Act 2012

### Notes

If there is insufficient space on the form to supply the required information, attach a separate sheet containing the information set out in the prescribed format.

The information on this form must be either typewritten or printed legibly.

### Overseas company name

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### 1. Country in which company is incorporated

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### 2. Addresses

#### Address of place of business or principal place of business of overseas company

This must be a physical address in Vanuatu and must not be a PO Box or Private Bag address. If the overseas company has more than one place of business in Vanuatu, provide the address for the principal place of business.

Province or Municipality (e.g., Port Vila):

#### Postal address

Postal address in Vanuatu to which communications from the Registrar may be sent (eg PO Box).

Postal address:
Province or Municipality (e.g., Port Vila):
Email address:

### 3. Person(s) authorised to accept service in Vanuatu of documents on behalf of the company

The following person resident (or entity incorporated) in Vanuatu is authorised to accept service in Vanuatu of documents on behalf of the company.

*Note: If more than one person is authorised to accept service in Vanuatu, provide information about each such person on a separate sheet attached to this application.*

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Full legal name: *	Entity type (if not individual):
Physical Address ( <i>This must be an address in Vanuatu</i> ):	
Postal Address:	
Province or Municipality (eg Port Vila):	

#### 4. Directors

The following persons are the directors of the proposed company.

*Note: If there are more than three directors, attach a separate sheet containing the information set out in the prescribed format. Print first name(s) followed by surname in BLOCK letters.*

Full legal name:	Registration number (if a registered entity):
Physical address:	Email:
	Gender (if a natural person):
Full legal name:	Registration number (if a registered entity):
Physical address:	Email:
	Gender (if a natural person):
Full legal name:	Registration number (if a registered entity):
Physical address:	Email:
Postal address:	Gender (if a natural person):
	Nationalities/jurisdictions:

#### 5. Signed by director or authorised person

Name:  Signature:

*Print first name(s) followed by surname in BLOCK letters*

Designation: ☐ Director ☐ Authorised person Date (dd/mm/yyyy):  /  /

#### 6. Business Sector

Please indicate (circle or underline) the primary sector your company operates in:

- Agriculture, forestry and fishing
- Mining and quarrying
- Manufacturing
- Electricity, gas, steam and air conditioning supply
- Water supply; sewerage, waste management, and remediation activities
- Construction
- Wholesale and retail trade; repair of motor vehicles and motorcycles
- Transportation and storage
- Accommodation and food service activities
- Information and communication
- Financial and insurance activities
- Real estate activities
- Professional, scientific and technical activities

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- Administrative and support service activities
- Public administration and defence; compulsory social security
- Education
- Human health and social work activities
- Arts, entertainment and recreation
- Other service activities
- Activities of households as employers; undifferentiated goods- and services-producing activities of households for own use
- Activities of extraterritorial organizations and bodies

**7. Lodged by**

Name:
Address:

**Other contact details:**

Telephone:
Email:

- ☐ A certified copy of the certificate of incorporation of the company or any other document that evidences its incorporation, including a certified translation into English or French if the certificate is a language other than English or French.
- ☐ Certificate of good standing of the company or equivalent evidence from the home jurisdiction of such evidence, including a certified translation into English or French if the certificate/document is a language other than English or French.
- ☐ Any other documents which may be required under the laws of Vanuatu including any certificates required under any foreign investment regulation.
- ☐ Identification for each natural person director
- ☐ The prescribed fee

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Please deliver documents to Vanuatu Financial Services Commission, Companies House, Rue Bougainville, PMB 9023, Port Vila, Efate, Vanuatu

## Form 19 | Notice of change of name of overseas company

Section 155(3), 158(2) Companies Act 2012

### Notes

The information on this form must be either typewritten or printed legibly.

The application must be made by a person authorised under the rules of the company, or by a director of a company with the approval of the board.

**Present overseas company name**  
Vanuatu

**Company number in**

### 1. Proposed overseas company name

### 2. Signed by director or authorised person

Name:

Signature:

*Print first name(s) followed by surname in BLOCK letters*

Designation: ☐ Director

☐ Authorised person

Date (dd/mm/yyyy):

### 3. Lodged by

Name:

Address:

### Other contact details:

Telephone:

Email (optional):

### 4. Checklist

The following must accompany this form:

☐ The prescribed fee

Please deliver documents to Vanuatu Financial Services Commission, Companies House, Rue Bougainville, PMB 9023,  
Port Vila, Efate, Vanuatu



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**Form 20 | Notice of change in directors or particulars of directors of overseas company**

*Section 160(1)(a) Companies Act 2012*

**Notes**

For sections 1, 2, 3, and 4 below, complete only the sections that apply.

In all cases, complete Section 5 (Particulars of current directors).

If there is insufficient space on the form to supply the required information, attach a separate sheet containing the information set out in the prescribed format.

The information on this form must be either typewritten or printed legibly.

**For office use only**

Document number

*Place barcode here*

**Company name**

**Company number in Vanuatu**

**1. Director(s) ceasing to hold office**

If more than two directors have ceased to hold office, attach a sheet with the required information.  
*Provide information in BLOCK letter format, with first name(s) followed by surname.*

Full legal name:

Full legal name:

Full legal name:

Full legal name:

**2. Appointment of new director(s)**

If more than three directors have been appointed please attach a sheet with the required information  
*Provide information in BLOCK letter format, with first name(s) followed by surname.*

Full legal name: Physical address: Postal address: Mobile Phone:	Registration number (if a registered entity): Email: Gender (if a natural person): Nationalities/jurisdictions:
Full legal name: Physical address: Postal address: Mobile Phone:	Registration number (if a registered entity): Email: Gender (if a natural person): Nationalities/jurisdictions:
Full legal name: Physical address: Postal address: Mobile Phone:	Registration number (if a registered entity): Email: Gender (if a natural person): Nationalities/jurisdictions:

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Full legal name: Physical address: Postal address: Mobile Phone:	Registration number (if a registered entity): Email: Gender (if a natural person): Nationalities/jurisdictions:
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**3. Change of current director's name**

Provide following information if an existing director has changed their name.

Director's former surname

New surname

Former first name(s)

New first name(s)

**4. Change of current director's physical or postal address**

Provide following information if an existing director has changed their physical or postal address.

Name of director

Former physical address

New physical address

Former postal address (eg PO Box)

New postal address (eg PO Box)

**5. Particulars of the current directors**

Set out below are the names and residential addresses of the directors of the above-named company at the date on which this notice is signed.

*Note: If there are more than five directors, attach a separate sheet containing the information set out in the prescribed format. Provide information in BLOCK letter format, with first name(s) followed by surname.*

Full legal name: Physical address: Postal address: Mobile Phone:	Registration number (if a registered entity): Email: Gender (if a natural person): Nationalities/jurisdictions:
Full legal name: Physical address: Postal address: Mobile Phone:	Registration number (if a registered entity): Email: Gender (if a natural person): Nationalities/jurisdictions:

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Full legal name: Physical address: Postal address: Mobile Phone:	Registration number (if a registered entity): Email: Gender (if a natural person): Nationalities/jurisdictions:
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**6. Signed by director or authorised person**

Name:  Signature:

*Print first name(s) followed by surname in BLOCK letters*

Designation: ☐ Director ☐ Authorised person Date (dd/mm/yyyy):

**7. Lodged by**

Name:
Address:

**Other contact details:**

Telephone:

Email:

☐ The prescribed fee

Please deliver documents to Vanuatu Financial Services Commission, Companies House, Rue Bougainville, PMB 9023, Port Vila, Efate, Vanuatu

**Form 21 | Notice of change of principal place of business of overseas company**

*Section 160(1)(b) Companies Act 2012*

**Notes**

If there is insufficient space on the form to supply the required information, attach a separate sheet containing the information set out in the prescribed format.

The information on this form must be either typewritten or printed legibly.

For office use only

Document number

Place barcode here

**Company name**

**Company number in Vanuatu**

**1. Address of place of business or principal place of business in Vanuatu**

*Note: If the overseas company has more than one place of business in Vanuatu, provide the address for the principal place of business.*

Must be a physical address in Vanuatu. Must not be a PO Box or Private Bag address.

Province or Municipality:

**2. Signed by director or authorised person**

Name:

Signature:

*Print first name(s) followed by surname in BLOCK letters*

Designation: ☐ Director

☐ Authorised person

Date (dd/mm/yyyy):

**3. Lodged by**

Name:

Address:

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**Other contact details:**

Telephone:

Email:

☐

The prescribed fee

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Please deliver documents to Vanuatu Financial Services Commission, Companies House, Rue Bougainville, PMB 9023,  
Port Vila, Efate, Vanuatu

## Form 22 | Notice of change of postal address of overseas company

### Notes

The information on this form must be either typewritten or printed legibly.

There is **no fee** for filing this form.

**Company name  
in Vanuatu**

**Company number**

### 1. Address for postal communication

Postal address to which  
communications from  
the Registrar may be sent (*eg PO Box*)

Postal address:

Province or Municipality (*eg Port Vila*):

Email address:

### 2. Signed by director or authorised person

Name:

Signature:

*Print first name(s) followed by surname in BLOCK letters*

Designation: ☐ Director

☐ Authorised person

Date (dd/mm/yyyy):

### 3. Lodged by

Name:

Address:

**Other contact details:**

Telephone:

Email:

Please deliver documents to Vanuatu Financial Services Commission, Companies House, Rue Bougainville, PMB 9023,  
Port Vila, Efate, Vanuatu



**Form 23 | Notice of change in persons authorised to accept service for overseas company**  
*Section 160(1)(d) Companies Act 2012*

**Notes**

For sections 1 and 2 below, complete only the sections that apply.

In all cases, complete Section 4 (Particulars of persons authorised to accept service).

If there is insufficient space on the form to supply the required information, attach a separate sheet containing the information set out in the prescribed format.

The information on this form must be either typewritten or printed legibly.

**Company name**

**Company number in Vanuatu**

**1. Person ceasing to have authority to accept service**

The following person resident (or entity incorporated) in Vanuatu is no longer authorised to accept service in Vanuatu of documents on behalf of the company.

*Provide information in BLOCK letter format, with first name(s) followed by surname.*

Full name if an individual:
Name and registration number if an incorporated entity:
Physical address:
Postal address:
Province:

**2. Appointment of person having authority to accept service**

**NOTE:** *This person must be licensed under the Companies and Trust Services Provider Act 2010.*

The following person resident (or entity incorporated) in Vanuatu is authorised to accept service in Vanuatu of documents on behalf of the company from the date of registration of this Notice.

*Provide information in BLOCK letter format, with first name(s) followed by surname.*

Full name if an individual:
Name and registration number if an incorporated entity:

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Physical address:

Postal address:  
(addresses must be in Vanuatu)

Province:

**3. Date of change of person authorised to accept service**

Date (dd/mm/yyyy):      /      /

**4. Particulars of persons authorised to accept service**

Set out below are the names and addresses of the person(s) resident (or entities incorporated) in Vanuatu who are authorised to accept service in Vanuatu of documents on behalf of the company at the date on which this notice is given.

*Note: If there are more than three authorised persons please attach a separate sheet containing the information set out in the prescribed format. Provide information in BLOCK letter format, with first name(s) followed by surname.*

Full legal name if an individual:

Name and registration number if an incorporated entity in Vanuatu:

Postal address:

Physical address:

Province or Municipality:

Province or Municipality:

Name:

Signature:

Full legal name if an individual:

Name and registration number if an incorporated entity in Vanuatu:

Postal address:

Physical address:

Province or Municipality:

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*Print first name(s) followed by surname in BLOCK letters*

Designation: ☐ Director ☐ Authorised person Date (dd/mm/yyyy):  /  /

**5. Lodged by**

Name:

Address:

**Other contact details:**

Telephone:

Email:

☐ The prescribed fee

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Please deliver documents to Vanuatu Financial Services Commission, Companies House, Rue Bougainville, PMB 9023,  
Port Vila, Efate, Vanuatu

**Form 24| Annual return of overseas company**

*Section 161 Companies Act 2012*

**Notes**

If there is insufficient space on the form to supply the required information, attach a separate sheet containing the information set out in the prescribed format.

The information on this form must be either typewritten or printed legibly.

**Overseas company name  
in Vanuatu**

**Company number**

**1. Date of annual return**

The information on the Vanuatu register in respect of the abovenamed company is correct at the date of this return.

Date (dd/mm/yyyy):

*Note: If information on the Vanuatu company registry is not accurate, the company must submit a change filing that contains the updated information.*

**2. Business Sector**

Please indicate (circle or underline) the primary sectors your company operates in:

- Agriculture, forestry, and fishing
- Mining and quarrying
- Manufacturing
- Electricity, gas, steam, and air conditioning supply
- Water supply; sewerage, waste management, and remediation activities
- Construction
- Wholesale and retail trade; repair of motor vehicles and motorcycles
- Transportation and storage
- Accommodation and food service activities
- Information and communication
- Financial and insurance activities
- Real estate activities
- Professional, scientific, and technical activities
- Administrative and support service activities
- Public administration and defence; compulsory social security
- Education
- Human health and social work activities
- Arts, entertainment, and recreation
- Other service activities
- Activities of households as employers; undifferentiated goods- and services-producing activities of households for own use
- Activities of extraterritorial organizations and bodies

**3. Signed by director or authorised person**

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Name:

Signature:

.....  
*Print first name(s) followed by surname in BLOCK letters*

Designation: ☐ Director

☐ Authorised person

Date (dd/mm/yyyy):

/

/

**4. Lodged by**

Name:

Address:

**Other contact details:**

Telephone:

Email:

**5. Checklist**

The following must accompany this form:

☐ The prescribed fee

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Please deliver documents to Vanuatu Financial Services Commission, Companies House, Rue Bougainville, PMB 9023,  
Port Vila, Efate, Vanuatu



**Form 25| Notice by overseas company of intention  
to cease to carry on business**

*Section 162(1)(b) Companies Act 2012*

**Notes**

The information on this form must be either typewritten or printed legibly.

**Overseas company name**

**Company number**

**1. Date to cease to carry on business**

The above named company will cease to carry on business in Vanuatu on:

Date (dd/mm/yyyy):

Public notice under section 162(1)(a) of the Companies Act 2012 of the intention of the abovenamed company to cease to carry on business in Vanuatu was given on:

Date (dd/mm/yyyy):

**2. Signed by director or authorised person**

Name:

Signature:

*Print first name(s) followed by surname in BLOCK letters*

Designation: ☐ Director or ☐ Authorised person

Date (dd/mm/yyyy):

**3. Lodged by**

Name:

Address:

**Other contact details:**

Telephone:

Email:

**4. Checklist**

The following must accompany this form:

- ☐ A copy of the public notice required under section 162(1)(a) of the Companies Act 2012 of the intention to cease to carry on business in Vanuatu.



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☐ The prescribed fee

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Please deliver documents to Vanuatu Financial Services Commission, Companies House, Rue Bougainville, PMB 9023,  
Port Vila, Efate, Vanuatu

## Form 26 | Application for re-registration of a company

Section 209, Companies Act 2012

### Note

If there is insufficient space on the form to supply the required information, attach a separate sheet containing the information set out in the prescribed format.

The information on this form must be either typewritten or printed legibly.

Name of existing company

Company Number

### 1. Original Date of Incorporation

Date (dd/mm/yyyy):

### 2. Company Type

Private Company

☐

Public Company

☐

### 3. Has the company adopted the new Model Rules?

Yes

☐

No

☐

*If no, attach a copy of the company's rules (which may still be named articles of association).*

*A company must confirm if it wishes to apply the model rules under the new Companies Act 2012. If it does so, it must have obtained the relevant shareholder approvals to adopt the new rules. Model rules for private companies, single shareholder private companies, and public companies are contained in the Schedules of the Companies Act 2012.*

### 4. Addresses

#### Address of registered office

*Must be a physical address in Vanuatu. Must not be a PO Box or Private Bag address.*

Province or Municipality:

#### Postal address

*to which communications from the Registrar may be sent (eg PO Box) (this may be the same as the registered office only if the postal service delivers to that address).*

Postal address:          
Province or Municipality:
Email address:

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### 5. Directors

The following persons are the directors of the company. All of the following named directors have consented to act in that capacity.

*Note: If there are more than three directors, attach a separate sheet containing the information set out in the prescribed format. Provide information in BLOCK letter format, with first name(s) followed by surname.*

Full legal name: Physical address: Postal address: Mobile Phone:	Registration number (if a registered entity): Email: Gender (if a natural person): Nationalities/jurisdictions:
---------------------------------------------------------------------------	--------------------------------------------------------------------------------------------------------------------------

Full legal name: Physical address: Postal address: Mobile Phone:	Registration number (if a registered entity): Email: Gender (if a natural person): Nationalities/jurisdictions:
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### 6. Shareholders

The following person(s) are the shareholder(s) of the company. The Applicant attests that the person(s) shown as shareholder(s) has consented to act in this capacity.

#### Instructions for completing shareholder information

1. If there are more than three shareholders, attach a separate sheet containing the information set out in the prescribed format. All names should be set out in BLOCK letter format.
2. If the shareholder is a natural person, provide their first name followed by their surname. If the shareholder is a registered entity (such as another company), provide the entity name and registration number.
3. If shares are jointly held, provide the particulars of each shareholder within a single box below.

Number of shares: Name(s) of shareholder(s):	Registration number (if a registered entity): Gender (if a natural person): Nationality/jurisdiction of shareholder:
-------------------------------------------------	----------------------------------------------------------------------------------------------------------------------------

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Number of shares:  Name(s) of shareholder(s):	Registration number (if a registered entity): Gender (if a natural person): Nationality/jurisdiction of shareholder:
Number of shares:  Name(s) of shareholder(s):	Registration number (if a registered entity): Gender (if a natural person): Nationality/jurisdiction of shareholder:

Total number of shares:

Is there more than one class of shares for this company?

☐

Yes

☐

No

If yes, attach a separate sheet that sets out the particulars of the different classes of shares.

### 7. Business Sector

Please indicate (circle or underline) the primary sector your company operates in:

- Agriculture, forestry and fishing
- Mining and quarrying
- Manufacturing
- Electricity, gas, steam and air conditioning supply
- Water supply; sewerage, waste management, and remediation activities
- Construction
- Wholesale and retail trade; repair of motor vehicles and motorcycles
- Transportation and storage
- Accommodation and food service activities
- Information and communication
- Financial and insurance activities
- Real estate activities
- Professional, scientific and technical activities
- Administrative and support service activities
- Public administration and defence; compulsory social security
- Education
- Human health and social work activities
- Arts, entertainment and recreation
- Other service activities
- Activities of households as employers; undifferentiated goods- and services-producing activities of households for own use
- Activities of extraterritorial organizations and bodies

### 8. Applicant(s)

## SCHEDULE 1 SCHEDULE 1 FORMS

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**DECLARATION:** By signing this application, we declare that all information in this re-registration for is true, correct and up-to-date. The applicants will not hold VFSC responsible for any information to be included in the company registry and provided to the VFSC that is incorrect or misleading.

*Where there is more than one applicant, each must provide their full legal name and postal address. As email will be the main form of communication, please provide a regularly used email address. In the case of a natural person, please give first name(s) following by surname in BLOCK letters.*

Full legal name of applicant*:	
Postal address of applicant: .....	Signature:
Email address of applicant:	Date (dd/mm/yyyy):
Full legal name of applicant*:	
Postal address of applicant: .....	Signature:
Email address of applicant:	Date (dd/mm/yyyy):

### 9. Lodged by

Name:
Address:

### Other contact details:

Telephone:
Email:

### 10. Checklist

The following must accompany this form:

- ☐ A copy of the company rules, if they differ from the model rules in the Schedules to the Companies Act 2012.  
**Note:** You do not need to submit a copy if the company's rules are the model rules. The company rules may still contain the title 'Articles of Association'.
- ☐ The prescribed fee

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Please deliver documents to Vanuatu Financial Services Commission, Companies House, Rue Bougainville, PMB 9023,  
Port Vila, Efate, Vanuatu



## Form 27 | Application for re-registration of an overseas company

Section 209, Companies Act 2012

### Note

If there is insufficient space on the form to supply the required information, attach a separate sheet containing the information set out in the prescribed format.

The information on this form must be either typewritten or printed legibly.

Name of existing company

Company Number

### 1. Date of Registration

Date (dd/mm/yyyy):

### 2. Addresses

Address of place of business  
or principal place of business  
of overseas company

*Must be a physical address in  
Vanuatu. Must not be a PO Box or  
Private Bag address.*

Province or Municipality:

*Postal address to which  
communications from  
the Registrar may be sent (eg PO Box)  
(this may be the same as the  
registered office  
only if the postal service delivers  
to that address).*

Postal address:
Province or Municipality:

Email address:
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### 3. Person(s) authorised to accept service in Vanuatu of documents on behalf of the company

The following person resident (or entity incorporated) in Vanuatu is authorised to accept service in Vanuatu of documents on behalf of the company.

*Note: If more than one person is authorised to accept service in Vanuatu, provide information about each such person on a separate sheet attached to this application. Provide information in BLOCK letter format. In the case of a natural person, give first name(s) followed by surname in BLOCK letters.*



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Full name: *
Physical Address: <i>Must be an address in Vanuatu</i>
Province or Municipality (e.g., Port Vila):

#### 4. Directors

The following persons are the directors of the company. All of the following named directors have consented to act in that capacity.

*Note: If there are more than three directors, attach a separate sheet containing the information set out in the prescribed format. Provide information in BLOCK letter format, with first name(s) followed by surname.*

Full legal name: Physical address: Postal address: Mobile Phone:	Registration number (if a registered entity): Email: Gender (if a natural person): Nationalities/jurisdictions:
Full legal name: Physical address: Postal address: Mobile Phone:	Registration number (if a registered entity): Email: Gender (if a natural person): Nationalities/jurisdictions:
Full legal name: Physical address: Postal address: Mobile Phone:	Registration number (if a registered entity): Email: Gender (if a natural person): Nationalities/jurisdictions:

#### 5. Business Sector

Please indicate (circle or underline) the primary sector your company operates in:

- Agriculture, forestry and fishing
- Mining and quarrying
- Manufacturing
- Electricity, gas, steam and air conditioning supply
- Water supply; sewerage, waste management, and remediation activities
- Construction
- Wholesale and retail trade; repair of motor vehicles and motorcycles
- Transportation and storage
- Accommodation and food service activities
- Information and communication
- Financial and insurance activities
- Real estate activities
- Professional, scientific and technical activities
- Administrative and support service activities
- Public administration and defence; compulsory social security
- Education
- Human health and social work activities

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- Arts, entertainment and recreation
- Other service activities
- Activities of households as employers; undifferentiated goods- and services-producing activities of households for own use
- Activities of extraterritorial organizations and bodies

**6. Applicant(s)**

**DECLARATION:** By signing this application, we declare that all information in this re-registration for is true, correct and up-to-date. The applicants will not hold VFSC responsible for any information to be included in the company registry, provided to the VFSC that is incorrect or misleading.

*Where there is more than one applicant, each must provide their full legal name and postal address (eg PO Box). As email will be the main form of communication, please provide a regularly used email address. In the case of a natural person, please give first name(s) following by surname in BLOCK letters.*

Full legal name of applicant*:	
Postal address of applicant:	Signature:
.....	
Email address of applicant:	Date (dd/mm/yyyy):

Full legal name of applicant*:	
Postal address of applicant:	Signature:
.....	
Email address of applicant:	Date (dd/mm/yyyy):

**7. Lodged by**

Name:
Address:

**Other contact details:**

Telephone:
Email:

**8. Checklist**

The following must accompany this form:

- ☐ The prescribed fee

Please deliver documents to Vanuatu Financial Services Commission, Companies House, Rue Bougainville, PMB 9023, Port Vila, Efate, Vanuatu

**SCHEDULE 2****TABLE OF FEES PAYABLE TO REGISTRAR OF COMPANIES AND PENALTIES**

(Regulations 5 and 6)

**PART 1****Table of fees payable to Registrar of Companies**

Description	Fee if the task is administered by the user through the online registry (VT)	Fee if the task is administered outside of the online registry (eg paper form or via email) (VT)
For an application to register a company under section 6 Companies Act 2012	30,000	35,000
For a registration of an annual return under section 119 Companies Act 2012	30,000	35,000
For an application of a public company to become a private company under section 9 Companies Act 2012	100,000	120,000
For an application of a private company to become a public company under section 9 Companies Act 2012	50,000	60,000
For an application of a private company to become a community company under section 9 Companies Act 2012	25,000	30,000
For an application to change the name of a company under section 11 Companies Act 2012	20,000	30,000
For a notice of adoption or alteration of company rules under section 14 Companies Act 2012	No fee	10,000
For a notice of change of registered office under sections 18 and 121 Companies Act 2012	No fee	10,000
For a notice of change of postal address under sections 18 and 121 Companies Act 2012	No fee	10,000
For a notice of issue of shares under sections 25 and 121 Companies Act 2012	No fee	10,000
For a notice of acquisition of by company of own shares under sections 30 and 121 Companies Act 2012	No fee	10,000
For a notice of redemption by company of shares under sections 34 and 121 Companies Act 2012	No fee	10,000
For a notice of transfer of shares in company under sections 37 and 121 of Companies act 2012	No fee	10,000
For a notice of change of shareholder particulars	No fee	10,000
For a notice of change of directors and particulars of directors under section 85 Companies Act 2012	No fee	10,000
For a notice of location or change in location of company records under section 113 Companies Act 2012	No fee	10,000



SCHEDULE 2

TABLE OF FEES PAYABLE TO REGISTRAR OF COMPANIES AND PENALTIES

For an application for registration of amalgamation proposal under section 136 and Schedule 6 Companies Act 2012	Not applicable	50,000
For provision of consent and certificate of director of amalgamated company under section 136 and Schedule 3 Companies Act 2012	No fee	No fee
For application registering a court ordered amalgamation under section 136 and Schedule 6 clause 3 Companies act 2012	No fee	50,000
For a request to remove a company from the register under section 140(c)(1) Companies Act 2012	No fee	No fee
For an application to restore a company for failure to file an annual return under section 150 Companies Act 2012	50,000	60,000
<b>Overseas Companies</b>		
For an application to register an overseas company on the Vanuatu register under section 157 Companies Act 2012	50,000	60,000
For registration of an annual return of overseas company under section 161 Companies Act 2012	50,000	60,000
For a notice of change of name of overseas company under sections 155(3) and 158(2) Companies Act 2012	20,000	22,000
For a notice of change in directors or their particulars in an overseas company	No fee	10,000
For a notice of change of principal place of business of overseas company under section 160(1)(b) Companies Act 2012	No fee	10,000
For a notice of change of postal address of overseas company	No fee	10,000
For a notice of change of persons authorized to accept service for overseas company under section 160(1)(d) Companies Act 2012	No fee	10,000
For a notice by overseas company of intention to cease to carry on business under section 162(1)(b) Companies Act 2012	No fee	10,000
<b>Re-registration</b>		
For an application for re-registration of a private, public or overseas company under section 209 Companies Act 2012:		
- within the first six months of commencement of the Companies Act 2012	No fee	No fee
- between six and nine months from commencement of the Companies Act 2012	30,000	33,000
- over nine months from commencement of the Companies Act 2012	50,000	55,000
<b>Other</b>		
For a certified physical copy of a certificate of incorporation	Not applicable	5,000
For a certified physical copy of a company extract	Not applicable	5,000
For a photocopy of any extract from a physical file of a company registry file held by the registrar of companies per A4 sheet	Not applicable	100
To scan a copy of the company rules into digital format:	Not applicable	100/page
To scan any other document forming required to be provided to the registrar of companies per page scanned	Not applicable	100/page

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TABLE OF FEES PAYABLE TO REGISTRAR OF COMPANIES AND PENALTIES

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**PART 2**

**Penalties**

	<b>VT</b>
Failure to deliver a document to the Registrar but providing such document within 25 working days after the time prescribed by the Act	10, 000
Failure to deliver a document to the Registrar within 25 working days after the time prescribed by the Act	25, 000