



# Luxembourg société anonyme (SA)

Key Features

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**ELVINGER  
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# Société anonyme

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|                                     |                                                                                                                                                                                                                                                                                                                                  |
|-------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Share capital</b>                | €30,000, authorised capital, limited liability                                                                                                                                                                                                                                                                                   |
| <b>Number of shareholders</b>       | ≥1                                                                                                                                                                                                                                                                                                                               |
| <b>Contribution</b>                 | In cash, in kind (audit report save for claim which is certain, of a fixed amount and due and payable) or services (in more limited manner)                                                                                                                                                                                      |
| <b>Public issuance</b>              | Available for shares, bonds, convertibles bonds, warrants                                                                                                                                                                                                                                                                        |
| <b>Equity instruments</b>           | Ordinary shares, preferential shares, tracking shares, redeemable shares, alphabet shares, profit units (voting or non-voting), warrants<br>With or without nominal value, unequal nominal value<br>Registered or bearer, different classes                                                                                      |
| <b>Debt instruments</b>             | Bonds, convertible bonds, PECs/CPECs                                                                                                                                                                                                                                                                                             |
| <b>Voting rights</b>                | 1 share, 1 vote (save for shares with no nominal value / unequal value)<br>Non-voting shares (but no shares with multiple voting rights)<br>Suspension of voting rights, waiver of voting right, voting arrangement                                                                                                              |
| <b>Transferability</b>              | Free (unless otherwise provided: lock-up clause, approval clause but subject to conditions)                                                                                                                                                                                                                                      |
| <b>Distribution</b>                 | Annual dividend, interim dividend (subject to auditor report), distribution of share premium / reserves / profit carried forward                                                                                                                                                                                                 |
| <b>Management</b>                   | Board of directors plus (possible but not required) management committee or managing executive officer, daily manager, <i>ad hoc</i> committee                                                                                                                                                                                   |
| <b>Shareholders meeting</b>         | Written resolutions if sole shareholders, videoconference, conference call, ordinary decisions passed with simple majority of votes cast, extraordinary decisions (including change of nationality) passed with a quorum of 50% of share capital and majority of 2/3 of votes cast saved for increase of commitments (unanimity) |
| <b>Minority shareholders rights</b> | With 10%, corporate action, right to raise question, adjournment of shareholders meeting (no overlimited rights)                                                                                                                                                                                                                 |
| <b>Audit / consolidation</b>        | Required if certain thresholds are met                                                                                                                                                                                                                                                                                           |
| <b>Tax transparency</b>             | Not tax transparent, not “check the box”                                                                                                                                                                                                                                                                                         |