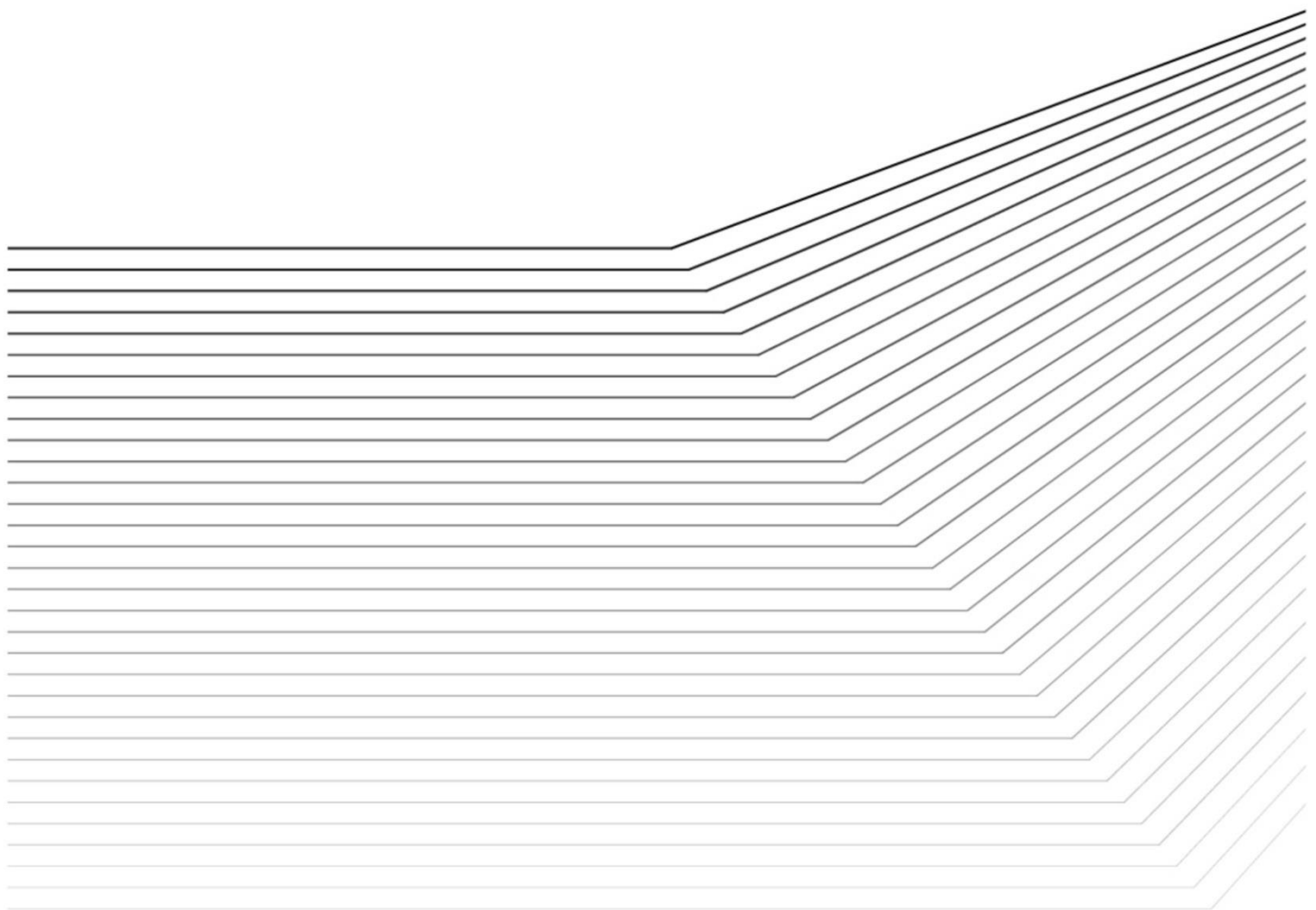


FREQUENTLY ASKED QUESTIONS (FAQ)

LBR website






VERSION 5.0

FREQUENTLY ASKED QUESTIONS (FAQ)

LBR website

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1. The LUXEMBOURG BUSINESS REGISTERS (hereafter “LBR”)

1.1 LBR statuts

LBR is an economic grouping which includes the State, the Chamber of Commerce and the Chamber of Trades. He is placed under the authority of the Minister of Justice.

1.2 What are LBR’s missions ?

LBR manages the « Trade and Companies Register (RCS) » and the « Recueil électronique des sociétés et associations (RESA) » and he is placed under the authority of the Minister of Justice.

1.3 Location

LBR has two offices of which are located in Luxembourg and Diekirch.

1.4 Opening Hours

The Luxembourg office is open to the public Monday to Friday, from 9AM to 12AM and from 1.30PM to 4PM upon previously agreed appointments which are booked via the helpdesk on 26 42 81.

The Diekirch office is open to the public solely on Monday, from 9AM to 12PM and from 1.30PM to 4PM upon previously agreed appointments which are booked via the helpdesk on 26 42 81.

2. RCS processes

2.1 About the RCS

2.1.1 What is the RCS?

The RCS is an official directory of all natural and legal persons, as well as any entities and bodies involved in trade and/or subject to the amended law from the 19th of December, 2002 on the Luxembourg Trade and Companies Register as well as company accounts and financial statements with some amendments to other legal dispositions (“loi modifiée du 19 décembre 2002 concernant le registre de commerce et des sociétés ainsi que la comptabilité et les comptes annuels des entreprises”).

The RCS aims at:

- > Managing the identification of any person required to register by law, while providing a permanent inventory,
- > Granting additional security for transactions,
- > Ensuring that all third parties are informed as relevant.

2.1.2 What is the legal basis of the RCS?

- > The amended law from the 19th of December, 2002 on the Luxembourg Trade and Companies Register as well as company accounts and financial statements with some amendments to other legal dispositions (known hereafter as “the law of 2002”, and “loi modifiée du 19 décembre 2002 concernant le registre de commerce et des sociétés ainsi que la comptabilité et les comptes annuels des entreprises”).

- > The amended Grand-Ducal regulation from the 23rd of January, 2003, concerning the law of December 19, 2002 on the Luxembourg Trade and Companies Register as well as company accounts and financial statements (“loi modifiée du 19 décembre 2002 concernant le registre de commerce et des sociétés ainsi que la comptabilité et les comptes annuels des entreprises”).
- > The ministerial regulation dated May 27, 2016 portant fixation des critères de présentation et de forme des documents destinés à la publication au Recueil électronique des sociétés et associations.

2.1.3 Implications of RCS public status

RCS is a public body and as such, anyone requesting it may view any registered document and obtain a copy thereof.

2.2 RCS record: Required information and documents

2.2.1 Legally required information for filing with the RCS

The law of 2002 sets out all information required to complete filing with the RCS. This includes all biographical and legal information such as trade name or corporate name, social object, share capital, executive board membership information, auditor, authorized signatories and any other such data. This information, which must be forwarded to the RCS, is recalled as a whole within the requisition forms as available on the LBR website.

2.2.2 Documents for publication

The amended law from the 10th of August, 1915 on Commercial Companies (“loi modifiée du 10 août 1915 sur les sociétés commerciales”) as well as other legal texts, sets out the various information, deeds and company profiles of deeds which must be published in the “Recueil électronique des sociétés et associations” (RESA).

2.2.3 A registered person’s record

All information and documents submitted to the RCS with regards to a registered person are grouped together within a file.

This file is publicly available.

2.2.4 Who must register with the RCS?

All natural and legal entities within the following categories are subject to registration with the RCS:

- > all commercial companies and their subsidiaries,
- > all mutual insurance company associations,
- > all economic interest groupings and their subsidiaries,
- > all European economic interest groupings and their subsidiaries,
- > any subsidiaries created within the Grand-Duchy of Luxembourg territory by any commercial or civil companies, economic groupings and European economic interest groupings subject to foreign laws.
- > all retailers, physical persons and their subsidiaries,
- > any Luxembourgish subsidiaries of individual retailers established abroad,
- > all civil societies,
- > all charities and not-for-profit organizations,
- > all funds,

- > all savings and pensions associations,
- > all farming associations,
- > all public institutions,
- > all special limited partnerships,
- > all investment funds,
- > all mutualities,
- > any other legal entity for which a registration is legally required.

2.3 Filing

2.3.1 Who may be registered?

Any filings and amendments required by the RCS are completed as follows:

- > in person,
- > by proxy or
- > by the notary, the person having drafted the memorandum & articles of association for the relevant legal entity, or
- > by the Chamber of Commerce and Trade
- > by the assistance office provided by the LBR.

2.3.2 What is a requisition form?

The requisition form contains all information in compliance with all requirements, as set out within the Law of 2002, in a structured and dynamic manner for filing information with the RCS. A template requisition form must be used for all registration and amendment requests, which varies according to the legal form of the person concerned by the filing.

2.3.3 Proper use of requisition forms

All requisition forms are available on the LBR website.

They need to be filled in electronically and transmitted through the LBR website.

2.3.4 Filing and publication deadlines

All registrations, filings and communications required by law must be submitted to the RCS within one month from the event which makes them necessary.

Publication in RESA is made after acceptance of the filing request. The requesting party, however, can choose a publication date within 15 days of the filing.

2.3.5 Filing with the RCS

Registration with the RCS is only completed electronically.

The requisition form must be completed via the LBR website. All legally required documents must be attached and electronically submitted. All RCS records all documents for publication upon submission.

The presenter will be issued a receipt reflecting the filed documents and information, as received by the RCS.

Users must cover all administrative fees with regards to filing with the RCS, as well as any registration rights as applicable.

A dedicated support booth is made available at LBR offices for any users with insufficient internet access, or unwilling to proceed with an electronic registration.

Presenters may use these facilities to prepare their filing electronically with help and guidance from LBR personnel. Additional fees apply to any filing made using this office as specified within annex J of the amended Grand Ducal regulation of the 23rd January 2003 with regards to the application of the amended law of 19th December, 2002 on the Luxembourg Trade and Companies Register as well as company accounts and financial statements (“loi modifiée du 19 décembre 2002 concernant le registre de commerce et des sociétés ainsi que la comptabilité et les comptes annuels des entreprises”).

In order to provide an optimal service, any individual wishing to use these facilities is required to previously request an appointment, via the LBR telephone helpdesk on 264281.

All fees are calculated in accordance with the type of person or entity registered, as follows:

Non-profit association, foundation, farming association, sole trader and simplified limited liability company (S.à r.l.-S) - Registration	Filing Fee + € 20
Non-profit association, foundation, farming association, sole trader and simplified limited liability company (S.à r.l.-S) – Filing of any other type	Filing Fee + € 10
Filing of any other type	Filing fee + € 80

2.4 Company profile/ Certificate of Dissolution

2.4.1 What is an RCS company profile?

A company profile on any entity registered with the RCS may be issued by the RCS manager, and consists of a summary of all data which must be registered with the RCS by this person or entity. The company profile is updated to reflect all information as contained within the registered person or entity's file; the data can be supplemented by those registered in other files held at the RCS. The aforementioned amended Grand-Ducal regulation from January the 23rd, 2003, sets out the form and contents relevant to this company profile.

2.4.2 What is a certificate of dissolution?

A certificate of dissolution is a company profile issued by the RCS manager upon dissolution of any entity.

2.4.3 How to obtain an company profile/certificate of dissolution from the RCS

A company profile request is issued via the LBR website.

All administrative fees are payable in advance.

2.4.4 How can a company profile / certificate of dissolution issued by the RCS manager be signed?

- > Any company profile issued by the manager may be printed on secure paper or as an electronic document.
- > The company profile issued on paper bears a handwritten signature.
- > The company profile issued in electronic format bears an automatic qualified electronic signature. It may, if necessary and on request, include the surname and first name of the agent who signed it for the Luxembourg Business Registers.

2.5 Registration process

2.5.1 Which documents are registered by the LBR?

The LBR only registers private agreements required for filing with the RCS upon submission.

The notarial documents and the notarial deeds must be registered at the “Administration de l’Enregistrement et des Domaines” before to be filed to the RCS.

2.5.2 Filing confirmation on submitted documents

Filing is formally completed as per the filing label, marked as “filed and registered”.

2.5.3 On what date the documents to be filed with the RCS are registered?

The documents filed with the RCS are registered on the same date as the filing. The filing is accomplished at the time of the acceptance of it by the manager of the RCS.

2.5.4 What if I need a precise/confirmed registration date?

In order to avoid any issues resulting from any specific date, especially in the case of a submission rejected by the RCS manager, the applicant may previously register his document with an authorized Luxembourg Registry office.

2.5.5 What fees are collected by the LBR on behalf of the State?

LBR collects the fixed registration fee of EUR 12 on behalf of the State upon filing with the RCS together with other RCS administrative fees.

LBR collects two types of fees / charges upon registration:

- > the fixed registration fee (EUR 12 per document filed and registered)
- > all RCS administration fees due for each filing (please refer to the table available within the ‘prices’ section)

2.5.6 How are registered the annual accounts, the updated articles of association und management regulations?

These documents are registered for a fixed fee of EUR 12.

2.5.7 Is the stamp duty still applicable?

No, privately drafted deeds for filing are exempt from stamp duty and formality.

2.5.8 Is it still possible to have my privately drafted documents to be filed with the RCS registered by the “Administration de l’enregistrement et des domaines (AED)” (Luxembourg Registry)?

The possibility of having registered all documents by the AED (Luxembourg Registry) prior to their filing with the RCS is upheld, especially with regards to all documents which may have been rejected by the RCS. Any previously registered documents will not be registered again by the manager of the RCS upon filing.

2.5.9 Will the documents rejected by the RCS manager upon filing be registered nevertheless?

No, the RCS manager only registers documents, the filing of which was accepted; registration is done upon filing. However, the applicant may register the rejected documents directly with the AED (Luxembourg Registry), especially in the event that the applicant absolutely requires a confirmed date on the documents for publication.

2.6 Certificate of non-registration of a court ruling (negative certification)

2.6.1 What is a certification of non-registration of a court ruling (negative certification)?

A certificate of non-registration of a court ruling, also known as a negative certification, consists of a document regarding the registered person, issued by the RCS manager, asserting that this person is not the object of any legal decision registered in the RCS.

2.6.2 How to order a certificate of non-registration of a court ruling (negative certification)?

An “Order a negative certification” tab is available within the “Offered services” menu, which may be used to order a negative certification, it can also be ordered directly in the « Available services » menu located in the « Details of the person » screen.

3. Filing formalism for annual accounts

3.1 About the platform eCDF

3.1.1 What is the platform eCDF?

The platform eCDF is an electronic platform to collect financial data and is managed by the Centre des technologies de l’information de l’Etat (www.ecdf.lu).

This platform allows businesses subject to the obligation to file the balance of accounts according to the model of the standard chart of accounts to prepare and validate the balance sheet, the profit and loss account, the accounting balance and the mapping table which can then be filed via the website of the RCS.

3.1.2 How does the preparation of accounting documents on the eCDF platform work?

The preparation of accounting documents on the eCDF platform is carried out by using standardized forms.

The applicant has two possibilities on the eCDF platform:

- > input of financial data by using the standardized forms (PDF) available on the eCDF
- > data transfer in form of XML files generated from the accounting tool of the applicant.

For further information, please visit the website of the eCDF platform (www.ecdf.lu).

E-mail: ecdf@ctie.etat.lu

Tel: +352 49925-550

3.1.3 Who has to prepare accounting documents on the eCDF platform prior to filing them with the RCS?

Article 8 of the Code of Commerce provides a list of persons who have to prepare the accounting documents on the platform eCDF prior to filing them with the RCS.

Are excluded:

- > the companies referred to in article 13 of the Code of Commerce.
- > companies subject to a waiver in application of article 27 of the amended law of December 19, 2002 on the Luxembourg Trade and Companies Register (loi modifiée du 19 décembre 2002 concernant le registre de commerce et des sociétés ainsi que la comptabilité et les comptes annuels).
- > companies that set up their annual accounts according to international accounting standards.
- > companies governed by foreign law with a branch in Luxembourg, regarding their accounting documents set up according to the law of the state which governs it.

3.1.4 Which accounting documents have to be prepared on the eCDF platform prior to filing them with the RCS?

The standardization on the eCDF platform is intended for the following accounting documents:

- > the balance sheet,
- > the profit and loss account,
- > the standard chart of accounts,
- > and the mapping table.

3.2 The standard chart of accounts

3.2.1 What is the 'standard chart of accounts'?

The standard chart of accounts is prescribed by article 12 of the Code of Commerce which states that « The contents of the standard chart of accounts are settled by a Grand-Ducal regulation».

The standard chart of accounts is defined in the appendix to the grand-ducal regulation of September 12, 2019 determining the content of the standardized chart of accounts referred to in article 12 of the Commercial Code (for fiscal years starting from January 1, 2020). Note that this Grand-Ducal regulation repeals the one dated June 10, 2009 determining the content and presentation of a standardized chart of accounts applicable to fiscal years beginning before January 1, 2020.

3.2.2 Starting what date, the new chart of accounts is it mandatory?

Companies have to use the standard chart of accounts from the 1st financial year beginning after December 31, 2010. The standard chart of accounts annexed to the grand-ducal regulation of September 12, 2019 applies, for its part, to fiscal years starting from January 1, 2020.

3.3 Concept of the statutory accounts

3.3.1 What are the 'statutory accounts'?

The statutory accounts are defined as all documents containing annual or consolidated accounts with regards to any given accounting data legally required for submission to the RCS, including the total amount of accounts as reflected within the standardized accounting plan including the mapping table and all other deeds, excerpts of deeds, and any documents related to the annual or consolidated accounts related to the same accounting data, the submission of which is required by law.¹

3.3.2 Is electronic filing of the statutory accounts mandatory?

The filing of the statutory accounts concerning the annual accounts and the consolidated accounts of companies has to be done with the RCS exclusively by electronic means.

3.3.3 How are the registration fees for statutory accounts charged?

Registration fees are charged once for the whole statutory accounts. The fees are collected by the LBR on behalf of the State upon filing of the statutory accounts.

3.4 Filing formalism for annual accounts

3.4.1 How is the filing of accounting documents to be carried out?

To access the online filing formalities, the user must first authenticate themselves on the LBR site, either by means of a product issued by Luxtrust SA or a Luxembourg eID card, or by an eIDAS electronic certificate, offering at least a substantial level of guarantee.

The filing of annual accounts is carried out electronically in two different ways depending on whether or not the person in question is subject to the obligation to use the standard chart of accounts and thus prepare his accounts by using the eCDF platform:

- > In the case where the applicant is obliged to prepare his accounts via the platform, he must first prepare and validate his accounts on that platform before filing the accounts with the RCS on the website of the LBR. By connecting on the website of the LBR he will be able to directly recover the data validated on the platform, to which he will have to join where appropriate, other documents (legal annex, management or audit report) making up his filing request. These other documents should be transmitted in PDF/A format.
- > In the case where the applicant is not obliged to prepare his accounts via the platform, he will have to carry out the filing of his accounts directly on the website of the LBR by transmitting the documents making up his filing request in PDF/A format and without using the eCDF platform.

3.4.2 Why do I have to prepare the accounting documents on the eCDF platform prior to filing them with the RCS?

Persons with the obligation to submit their accounts in accordance with the standard chart of accounts have to prepare them on the eCDF platform prior to their filing with the RCS.

¹ RDG du 14 décembre 2011 – art.1 (3) : "liasse comptable", l'ensemble des documents comprenant les comptes annuels ou les comptes consolidés se rapportant à un exercice comptable donné dont le dépôt auprès du gestionnaire du registre de commerce et des sociétés est ordonné par la loi, y compris, le cas échéant, le solde des comptes repris au plan comptable normalisé incluant le tableau de passage et tous les actes, extraits d'actes et documents quelconques en rapport avec les comptes annuels ou les comptes consolidés portant sur le même exercice comptable dont le dépôt est également ordonné par la loi. Aux fins du présent règlement grand-ducal, la liasse comptable est réputée constituer un seul document;

This obligation results from article 2 of the Grand-Ducal regulation of December 14, 2011.

3.4.3 Who has to file his accounting documents with the RCS?

All persons registered with the RCS have to file their accounting documents except for:

- > civil companies,
- > sole traders whose turnover excluding value added tax does not exceed 100 000 euros,
- > corporate partnerships (sociétés en nom collectif) or limited corporate partnerships (sociétés en commandite simple) whose turnover excluding value added tax does not exceed 100 000 euros, unless all the indefinitely responsible shareholders are not S.A., S.à.r.l or SCA or companies governed by foreign law having a similar legal form
- > foreign companies established outside the European Union with a legal form similar to the ones subject to the directive 68/151/CEE and the accounts of which are not established and checked according to directives 78/660/CEE and 83/349/CEE or equivalent (article 1300-10 of the law of August 10, 1915) concerning their own accounting documents,
- > public institutions (unless prescribed by the law that governs the institution).

It should be noted that the ASBL only have the obligation to file their accounts within the framework of article 16 of the law of April 21, 1928 on non-profit associations and foundations.

Furthermore, the RCS manager accepts the voluntary filing of accounts of pension savings associations (associations d'épargne pension) without publication in the RESA.

3.4.4 What kinds of accounting documents have to be filed?

In general, only accounting documents whose filing is required by law, have to be filed with the RCS.

For example, companies are required to file with the RCS following documents:

- > The annual accounts (balance sheet, profit and loss account, legal annex)
- > The balance of the accounts as resumed in the standard chart of accounts including the mapping table (where applicable)
- > Management report (where applicable)
- > Financial auditor statement (where applicable)
- > Other documents relating to the annual accounts (proposal for allocation of profit, profit allocation, list of authorized agents, the person(s) in charge of auditing the accounts...)

3.4.5 How much costs the filing of accounting documents?

◦ Fees perceived during filing of annual accounts

The total of fees perceived during filing of annual accounts for publication in the RESA amounts to 36 euros excluding VAT:

- > 24 euros excluding VAT administrative fees
- > and 12 euros registration fees.

These fees are defined by Grand-Ducal regulation. Please note that no filing fees are perceived for filing the annual accounts of ASBL, farming associations and foundations

It should also be noted that the administrative fee provided for by article 74bis of the amended law of December 19, 2002 such as introduced by the law of July 30, 2013 on the reform of the Commission of accounting standards is included in the administrative fees of filing.

◦ Increased filing fees for the filing of financial data outside legal deadlines.

In case of late deposit additional filing fees will be charged.

When the legal deadline of 7 months after the end of the financial year is reached, the late deposit costs are calculated.

◦ Filing formality - Delay:

Between the 7th and the 8th month after closure of the exercise	50 €
Between the 8th and the 11th month after the closure of the exercise	200 €
From the 12th month after the closure of the exercise	500 €

These fees are calculated automatically and apply to all entities, except to :

- > all charities and not-for-profit organizations,
- > all savings and pensions associations,
- > all farming associations,
- > all special limited partnerships.

3.4.6 What is the legal deadline for filing of accounting documents?

Following persons have to file within 7 months of the end of their financial year (approval within 6 months of the end of the financial year and filing within the month of approval of the accounts):

- > Mutual insurance associations
- > Pension saving companies of variable capital
- > Private limited liability companies, European companies, limited liability companies, limited partnerships
- > European open-ended investment companies, closed-end investment trusts and European closed-end investment trusts
- > Limited corporate partnerships and corporate partnerships
- > Cooperative companies and cooperative companies organized as SA
- > Branches of companies governed by foreign law, concerning the accounts of the branch itself
- > Economic interest groups and European economic interest groups, as well as their branches.

The accounts and budgets of foundations have to be filed within 2 months of the end of the financial year.

The accounting documents of farming associations have to be filed within 3 and a half months of the end of the financial year (approval within 3 months of the end of the financial year and filing within 15 days after approval of the accounts).

The accounting documents of sole traders have to be filed within 7 months of the end of the calendar year.

3.4.7 Do I have to file a complete or abridged balance sheet?

Small businesses which are not publicly traded on a regulated market and which, on the closing date of the balance sheet, do not exceed the limits of two of the three following criteria:

- > balance sheet total: 4,4 million euros
- > net amount of turnover: 8,8 million euros
- > number of staff members employed full time and on average during the financial year: 50

can draw up their balance sheet in form of an abridged balance sheet.

3.4.8 Do I have to file a complete or abridged profit and loss account?

Medium-sized businesses² which are not publicly traded on a regulated market and which, on the closing date of the balance sheet, do not exceed the limits of two of the three following criteria:

- > balance sheet total: 17,5 million euros
- > net amount of turnover: 35 million euros
- > number of staff members employed full time and on average during the financial year: 250

can draw up their profit and loss account in an abridged version.

3.4.9 Do I have to file the notes in complete or abridged version?

In general, when the law requires the establishment of the notes, they have necessarily to be filed with the RCS.

For example, the annual accounts for companies subject to title II of the amended law of December 19, 2002 include the balance sheet, the profit and loss account as well as the notes: these documents form a whole. The notes have to be filed and published in the same manner as the balance sheet and the profit and loss account.³

The criteria of size of the company fix the contents of the notes:

◦ Small businesses

Small businesses which are not publicly traded on a regulated market and which, on the closing date of the balance sheet, do not exceed the limits of two of the three following criteria:

- > balance sheet total : 4,4 million euros
- > net amount of turnover: 8,8 million euros
- > number of staff members employed full time and on average during the financial year: 50

can establish abridged notes.

◦ Medium-sized businesses

Medium-sized businesses which are not publicly traded on a regulated market and which, on the closing date of the balance sheet, do not exceed the limits of two of the three following criteria:

² Art. 47 : Les entreprises qui à la date de clôture du bilan ne dépassent pas les limites chiffrées de deux des trois critères suivants

– total du bilan: 17,5 millions d’euros

– montant net du chiffre d’affaires: 35 millions d’euros

– nombre des membres du personnel employé à plein temps et en moyenne au cours de l’exercice: 250,

³ Art. 26. (1) Les comptes annuels visés à l’article 15 du Code de commerce comprennent le bilan, le compte de profits et pertes ainsi que l’annexe: ces documents forment un tout.

- > balance sheet total: 17,5 million euros
- > net amount of turnover: 35 million euros
- > number of staff members employed full time and on average during the financial year: 250

can establish semi-abridges notes.

3.4.10 Do I have to file a management report?

In general, when the law requires the establishment of such a report and if it is not available in the head office of the company, it has necessarily to be filed with the RCS.

The companies concerned must be of following forms:

- > SA, SAS, SARL-S, SARL, SECA, SE,
- > Mutual insurance associations,
- > SICAV, SICAV SE, SICAF, SICAF SE,
- > Branches of foreign companies falling within the scope of article 1300-10 of the law of August 10, 1915 on commercial companies.
- > foreign companies referred to in articles 1300-5 et 1300-9 of the law of August 10, 1915 on commercial companies, except those not covered by the law of a Member State of the European Union whose accounting documents are not established in a way equivalent to the accounting directives, if such an obligation exists in their national law,
- > SENC and SECS of which all the indefinitely responsible shareholders are S.A., S.à.r.l or SCA or companies governed by foreign law having a similar legal form (article 77 al.2 2° and 3° of the amended law of December 19, 2002 on the Luxembourg Trade and Companies Register as well as the accounting and the annual company accounts).

Nevertheless, companies not exceeding the size criteria prescribed in article 35 of the amended law of December 19, 2002 on the Luxembourg Trade and Companies Register as well as the accounting and the annual company accounts and which are not publicly traded on a regulated market may not establish this report and in fact not file it with the RCS.

Explanatory brochures are at your disposal for further information.

3.4.11 Do I have to file an audit report?

In general, when the law requires the establishment of such a report, it has necessarily to be filed with the RCS.

This report is to be filed concerning:

- > SA, SAS, SARL, SECA, SE,
- > Mutual insurance associations,
- > SICAV, SICAV SE, SICAF, SICAF SE,
- > cooperative companies and cooperative companies organized as SA,
- > branches of foreign companies falling within the scope of article 1300-10 of the law of August 10, 1915 on commercial companies and foreign companies referred to in articles 1300-5 and 1300-9 of the law of August 10, 1915 on commercial companies, except those not covered by the law of a Member State of the European Union whose accounting documents are not established in a way equivalent to the accounting directives,
- > SENC and SECS of which all the indefinitely responsible shareholders are SA ., S.à.r.l or SCA or companies governed by foreign law having a similar legal form (article 77 al.2 2° and 3° of the amended law of December

19, 2002 on the Luxembourg Trade and Companies Register as well as the accounting and the annual company accounts).

Explanatory brochures are at your disposal for further information.

3.4.12 Can I do a corrective filing?

Documents included in the accounting package can be subject to a corrective filing.

The corrective filing is intended to correct a previously filed document and remains subject to the general provisions on filings. The corrective filing can only relate to material errors and must mention in a precise way that it is a correction of a previously filed document as well as the filing number of the previous filing.

In case of a corrective filing the accounting package, possibly requiring a new preparation on the eCDF platform, must be refiled with the RCS in its entirety.

3.4.13 Can I cancel the filing of wrong accounting documents?

Any accounting document having been the object of a filing can be restored only on the basis of a court order on injunction at the Luxembourg Trade and Companies Register.

3.5 Which accounting documents are published in the RESA?

Only accounting documents whose publication is prescribed by law are published in the RESA.

As a general rule, accounting documents filed with the RCS are published in the RESA by a filing mention.

Please note that the accounts and budgets of foundations have to be published in full.

However, several exceptions to the principle set out above, according to which the accounting documents filed in the RCS are published in the RESA, exist:

- > The balance of accounts resumed in the Standard Chart of Accounts including the mapping table is not published.
- > Small businesses meeting the size criteria prescribed in article 35 of the amended law of December 19, 2002⁴ and which are not publicly traded on a regulated market may not publish their Profit and Loss Account, their management report and the report of the person in charge of auditing the accounts.

The accounting documents of following persons are not published:

- > economic interest groups and European economic interest groups, as well as their branches
- > sole traders and branches of foreign sole traders,
- > corporate partnerships (sociétés en nom collectif) or limited corporate partnerships (sociétés en commandite simple), unless all the indefinitely responsible shareholders are not S.A., S.à.r.l or SCA or companies governed by foreign law having a similar legal form (article 77 al.2 2° and 3° of the amended law of December 19, 2002 on the Luxembourg Trade and Companies Register as well as the accounting and the annual company accounts).
- > non-profit associations,
- > pension savings associations,

⁴ Art. 35 : Les entreprises qui, à la date de clôture du bilan, ne dépassent pas les limites chiffrées de deux des trois critères suivants:

– total du bilan: 4,4 millions d’euros

– montant net du chiffre d’affaires: 8,8 millions d’euros

– nombre des membres du personnel employé à plein temps et en moyenne au cours de l’exercice: 50,

- > pensions savings companies of variable capital,
- > branches in Luxembourg of companies governed by foreign law, with the exception of companies established outside the European Union with a legal form similar to the ones subject to the directive 68/151/CEE, whose accounts are not established and checked according to directives 78/660/CEE and 83/349/CEE or equivalent (art. 1300-10 of the law of August 10, 1915).

3.6 Filing of accounts and public access

3.6.1 What accounting documents to be filed with the RCS are not viewable by the public?

It is prescribed by the legislation what documents filed with the RCS can be viewed by the public.

In general, documents filed with the RCS but not published in the RESA, cannot be viewed by the public.

It should be noted, that there are some exceptions.

- > Annual accounts of the following persons are not viewable by the public:
 - Corporate partnerships (sociétés en nom collectif) or limited corporate partnerships (sociétés en commandite simple), unless all the indefinitely responsible shareholders are not S.A., S.à.r.l or SCA or companies governed by foreign law having a similar legal form (article 77 al.2 2° and 3° of the amended law of December 19, 2002 on the Luxembourg Trade and Companies Register as well as the accounting and the annual company accounts).
 - Sole traders and branches of foreign sole traders,
 - Economic interest groups and European economic interest groups, as well as their branches,
 - Pension saving companies of variable capital and pension savings associations
 - Branches in Luxembourg of companies governed by foreign law, with the exception of companies established outside the European Union with a legal form similar to the ones subject to the directive 68/151/CEE, whose accounts are not established and checked according to directives 78/660/CEE and 83/349/CEE or equivalent (art. 1300-10 of the law of August 10, 1915).
- > In addition small businesses not exceeding the criteria may not publish and not make available to the public their management report, the report of the person in charge of auditing the accounts and their Profit and Loss Account.
- > Finally, the Standard Chart of Accounts which has to be filed according to article 75 of the amended law of December 19, 2002 is not viewable by the public.

3.6.2 Why are some accounting documents not viewable by the public?

Public access as well as the list of documents which are viewable by the public is laid down by law.

The documents filed which are not viewable by the public are filings made for purely administrative purposes.

4. Publication in the « Recueil électronique des sociétés et associations » (RESA)

4.1 About RESA

4.1.1 What is RESA?

RESA is the central electronic platform of official publication which replaces the Mémorial C starting from June 1, 2016. This platform is placed under the authority of the minister of justice and is managed by the LBR.

4.1.2 What kind of publications do you find in RESA?

The publications in RESA are deeds, excerpts of deeds or indications of which publication is prescribed by law regarding the persons/entities to be registered pursuant to article 1 of the amended law of December 19, 2002 on the RCS, with exception of public institutions of the State and municipalities.

4.1.3 When did the Mémorial C disappear?

From June 1, 2016 on, all the documents filed with the RCS for publication, have been published in the RESA.

Documents filed before June 1, 2016 which had not been published yet in the Memorial C have been published in the Memorial C, according to the provisions applicable to the Mémorial C.

The RESA and the Memorial C were both co-exist for a transitional period, until all the documents transmitted before June 1, 2016 became published.

4.1.4 Should I be « connected » on the LBR website to access the RESA?

No. The access on the RESA portal on the LBR website does not require a connection on the RCS website. The access is free.

4.2 How is the publication in the RESA carried out?

4.2.1 In what forms is the publication in the RESA carried out?

The publication in the RESA is carried out either in integrality, or by excerpt or by a filing mention, according to what the law provides.

- > The publication in integrality is the complete reproduction of the deed or the document.
- > The publication by excerpt corresponds to the publication of information required by law.
- > The publication by filing mention corresponds to the publication of the subject and date of the deed or the document filed.

4.2.2 Are the documents filed with the RCS for the purposes of publication objet to a reformatting by the manager of the RCS?

4.2.3 No. The document filed with the RCS is published in the form in which it has been transmitted for filing. Standards of presentation of the documents to be published are however imposed to assure a certain uniformity of the official publication. What are the standards of presentation of publications?

Documents intended for publication must:

- > be submitted in PDF/A format (they do not have to either contain images or have been scanned or treated by an optical character recognition software (« OCR »),
- > be presented in A4 format, drafted with the fonts commonly used in office automation. The list of fonts is specified by the manager of the RCS on its website.
- > be drafted in black font, on white fund.
- > reserve at the top of the front page a white horizontal zone of at least 35 millimeters.

4.2.4 What information must be included in the header of the document to be published?

The header of the documents to be published must show the following information:

- > the name, trade name or corporate name followed where appropriate by the reference to a decision of court striking the person or entity or of a voluntary liquidation,
- > with regard to investment funds, the name of the fund, followed by the name of the management company,
- > with regard to branches of a company governed by foreign law, the name of the branch followed where appropriate by the name of the foreign institution.
- > the registration number,
- > the legal form,
- > the precise address of the headquarter, or in the case of branches of a company governed by foreign law, the address of the branch.

4.2.5 Will fees of publication in the RESA be collected at the time of filing with the RCS?

No. The publication in the RESA is for free.

4.2.6 Within which time a publication in the RESA is carried out?

The publication date corresponds by default to the date on which the filing request has been accepted by the RCS manager. The applicant, however, is allowed to choose a date of publication of the information within 15 days. In that case the applicant will have to indicate a specific date for publication of the document in the RESA during the creation of the filing request.

4.3 What is the self-generated publication?

4.3.1 Which publications are self-generated by the manager of the RCS

The manager of the RCS generates:

- > the filing mentions,
- > the publication of resignations of agents, persons in charge of auditing the accounts and depositaries, the publication of the end of the domiciliation agreement.
- > the publication of the excerpt on the appointment and end of term of office of legal agents, persons in charge of auditing the accounts (art. 100-13(1)1° LSC), and
- > the publication of the excerpt on the appointment and end of term of office of depositaries of private limited liability companies (sociétés anonymes) and partnerships limited by share (sociétés en commandite par action) designated in application of Article 430-6 LSC (art. 100-13(1)1° LSC).

4.3.2 How is carried out the publication by mention in RESA and how does it look like?

The RCS manager generates the publication mention, as part of the publication by mention, on the basis of information collected during the filing of documents.

This generated mention takes the form of a line inserted in the journal of publications.

4.3.3 How is carried out the publication of resignations in RESA and how does it look like?

The RCS manager generates the publication on the basis of the form that the applicant has completed when filing with the RCS his resignation.

The information indicated in the form is extracted and resumed in a document generated by the RCS manager for publication.

4.3.4 How is carried out the publication concerning the end of a domiciliation agreement in RESA and how does it look like?

The RCS manager generates the publication on the basis of the form that the applicant has completed when filing with the RCS the end of the domiciliation agreement.

The information indicated in the form is extracted and resumed in a document generated by the RCS manager for publication.

4.3.5 How is carried out the publication by excerpt prescribed by article 100-13(1)^{1°} LSC in RESA and how does it look like?

The RCS manager generated the publication on the basis of the requisition form that the applicant has completed when filing with the RCS a modification

The information indicated in the form is extracted and resumed in a document generated by the RCS manager for publication.

4.4 How can you view the RESA?

4.4.1 In which forms can RESA be viewed?

The RESA can be viewed in form of a journal containing all publications of the day in « ZIP » or « XML »-format.

The RESA can also be viewed as a dynamic journal containing all publications of the day and that provides links to these publications.

4.4.2 How can you make a search in the RESA?

A specific search module is available on the website of the LBR.

The search can be made by registration number or by trade name/corporate name of the entity.

4.4.3 Is viewing the documents free of charge?

Yes. Viewing the documents in the RESA is free.

5. The Register of beneficial owners (RBE)

5.1 About the RBE

5.1.1 What is the RBE ?

The RBE is the data bank that stores data on beneficial owners entered by the concerned entities as foreseen by the law of January 13th 2019 establishing a Register of beneficial owners. This register is managed by the LBR, under the authority of the minister of Justices.

This register is set up under the principle of transparency concerning legal persons by ensuring the retention and provision of information on beneficial owners of legal persons.

5.1.2 What is the legal basis of the RBE?

Law of January 13, 2019 establishing a Register of beneficial owners ('the law of 2019').

Grand-Ducal Regulation of DD MM 2019 implementing the law of 13 January 2019 establishing a Register of beneficial owners ('the RGD of 2019').

These texts came into force on March 1, 2019.

5.1.3 Which entities must declare their beneficial owner(s) at the RBE?

All entities listed on the Trade and Companies Register (RCS) must declare their beneficial owner-(s) at the RBE, with the exception of sole traders (commerçants personnes physiques) who are natural persons, in application of article 14 ° of the law of 2019.

5.1.4 Is the RBE accessible?

The RBE can be accessed free of charge by the public, without justification. The search on the RBE is carried out by the RCS number or by the name of the listed entity.

The information accessible by the public is listed in Article 12 of the law of 2019. As such, all information entered onto the RBE concerning the registered entity is accessible, with the exception of the address and identification number of the beneficial owners. Access is also limited to the information relating to a particular beneficial owner, for which a request for a limitation of access has been accepted by the manager of the RBE, pursuant to Article 15 of the Law from 2019.

Access to information is available 6 months after the entry into force of the law of 2019, starting September 1, 2019.

5.2 Information entered onto the RBE

5.2.1 Who has to be entered onto the RBE?

Article 13 ° of the law of 2019 defines the notion of "beneficial owner", making a reference to article 1, paragraph 7 of the amended law of 12 November 2004 on the fight against money laundering and against financing of terrorism.

Thus, any natural person who ultimately owns or controls the customer or any natural person for whom a transaction is carried out or an activity carried out must be entered onto the RBE.

It is up to the entities covered by the law of 2019 to establish who are their beneficial owners whose identity must be declared at the RBE.

An explanatory brochure is available on the LBR website concerning the concept of beneficial owners.

5.2.2 What information is to be entered onto the RBE?

- If a beneficial owner has been identified.

The law of 2019 lists the information to be entered onto the RBE concerning beneficial owners

- > Name and surname (s),
- > The nationality (s),
- > Date of birth (day, month and year),
- > Place of birth,
- > Country of residence,

- > The precise private address or the precise professional address:
 - For Luxembourg addresses, the usual residence appearing in the national register of natural persons or, for the professional addresses, the locality, the street and the number of the building appearing in the National Address Register, as foreseen in the article 2, letter g) of the amended law of 25 July 2002 on the reorganization of the cadastre and topography administration, as well as the postal code;
 - For foreign addresses, the locality, street and the building number, postal code and country,
- > The identification number foreseen by the amended law of 19 June 2013 in relation to the identification of natural persons, for persons registered with the National Register of Natural Persons,
- > A foreign identification number, for persons not registered with the National Register of Natural Persons,
- > The nature and extent of the actual interests held.
 - No beneficial owner was identified

If no beneficial owner was identified, the natural person who holds the position of chief executive is to be entered in the RBE. All information listed above is to be entered onto the RBE, with the exception of information concerning the nature and the extent of the current interest held.

- Publicly traded companies

When the registered person is a stock listed company, information is limited to the name of the regulated market on which its securities are admitted for trading.

A document of proof must be presented when registering for the RBE.

5.3 Entering information onto the RBE

5.3.1 Who can enter information onto the RBE?

Information is entered onto the RBE:

- > by the registered person itself or
- > by proxy or
- > by the notary or
- > by the LBR assistance desk available to the public.

5.3.2 How do you enter information onto the RBE ?

Information is entered, on the dedicated RBE web portal, in filling out an electronic declaration form.

To access the online declaration process, the user must first authenticate themselves on the LBR site, either by means of a product issued by Luxtrust SA or a Luxembourg eID card, or by an eIDAS electronic certificate, offering at least a substantial level of guarantee. Users who do not have an internet connection or who do not wish to engage in electronic procedures, may seek assistance at the LBR help desk in the LBR premises. This service is subject to a charge (see the "RBE Rates" brochure) and appointments have to be made by contacting the LBR Telephone Helpdesk at +352 264281.

The declaration form lists in a structured and dynamic way all the information foreseen by the law of 2019.

5.3.3 Documents of proof to be submitted to the RBE

In some cases, documents of proof must be added to the declaration form:

- > If the person to be registered with the RBE does not have a Luxembourg national identification number, the copy of an official document to establish his identity.

This document must be accompanied by a translation into French, German or Luxembourgish, if the official document is not written in Latin characters;

- > If the person to be registered with the RBE wants to apply the exception foreseen in Article 15 of the Law of 2019, concerning the non-availability of its information to the public, the request for limitation of access to information must be duly motivated ;
- > If the company is a listed company, a document certifying that the company is listed on a regulated market that is subject to disclosure requirements compatible with European Union law or equivalent international standards that ensure adequate transparency for companies ownership information.

5.3.4 What are the deadlines for submitting declarations?

In general, information on beneficial owners as well as related changes of that information must be entered within one month of the event that requires a change. Entities covered by the law of 2019 have six months from the entry into force of the law to enter information on their beneficial owners onto the RBE.

5.3.5 What fees are applicable to the declarations?

The applicable rates, corresponding to administrative costs, are determined by Grand-Ducal regulation (see brochure " RBE fees").

During the transitional period of six months starting March 1, 2019 and ending August 31, 2019 , information may be entered onto the RBE free of charge. The declarations will therefore be made without charge until 31 August 2019 inclusive, the expiry date of the transitional period.

5.4 Extracts and certificate of non-declaration of beneficial owners

5.4.1 What is an extract of the RBE?

An RBE extract consists of the issuance, by the manager of the RBE, of a document containing public data of a registered entity entered onto the RBE. The extract reflects the current state of the listed data.

5.4.2 What is a certificate of non-declaration of beneficial owners?

If no information has been entered onto the RBE for an entity, it is also possible to order a certificate attesting this fact.

5.4.3 How to order an extract or a certificate?

A request for an extract or a certificate is made on the LBR website.

Administrative fees have to be paid in advance.

5.4.4 How does the RBE manager sign extracts or certificates?

Extracts and certificates may be issued in electronic or secure paper format and therefore include , the manager's electronic or handwritten signature.

6. PDF/A

6.1 Converting a PDF file into a PDF/A file

Any PDF file may easily be converted into a PDF/A file using the software used to generate the PDF file in the first place. For any further information, please refer to your standard user guide with regards to the software used to generate your PDF files.

6.2 Saving a « text » file in PDF/A format

Most commonly used office software packages, such as OpenOffice, LibreOffice or Microsoft Office, feature a saving option in PDF/A format. Adobe Acrobat or any other conversion tool featuring the PDF/A format may also be used to achieve this.

Please refer to the « Create a PDF/A file » user guide setting out all steps necessary to the creation of a PDF/A avec Open Office Writer and Microsoft Word and Adobe Acrobat.

6.3 Rejection of any PDF/A file by the RCS during transfer is signified via the icon.

If it is a document to be published, you must convert the document to PDF/A format with Word or Writer. In this case indeed, no scanned document can be accepted.

Do not sign these documents.

Only certain fonts are supported:

Arial, Calibri, Courier, Times New Roman, Helvetica, Source Sans Pro, and to ensure acceptance of predefined bullets, and only in this objective, Wingdings and Symbol fonts are also accepted.


For other documents, it is necessary to respect following rules:

- > Less than 20 Mbyte
- > Refusal of annotations and multimedia content,
- > Refusal of scans in color and greyscale,
- > Image resolution (black and white) must lie between 200 dpi and 300 dpi.
- > CCITTFaxDecode is the only authorized filter on scanned documents.
- > Integrated images of less than 70 dpi are not accepted.
- > Picture maximum size cannot exceed Kbyte,
- > Limitation of page size to A4 format,
- > The maximum number of items per table is 8190.

If you scan a document, select black and white with a minimum resolution of 200 dpi and a maximum of 300 dpi, original document in text mode.

Should the error message « The filed document is not in compliance with PDF/A standard » still appear, having ensured that your PDF document is compliant with the PDF/A format, as well as with all abovementioned requirements, please contact the LBR helpdesk to get more information about the reason for refusal.

6.4 Acceptance of any PDF/A file during transfer is notified via the icon.

This means that the document is PDF/A compliant and was adjusted to reflect the acceptance criteria in use at the LBR. These amendments are of a purely technical nature and do not in any way reflect the structure or contents of the submitted document. Please click on the  icon to view the document.

7. Technical Questions

7.1 Information on configurations required to use the LBR website

The following programs can be necessary to perform some tasks on the website:

- > Up to date Luxtrust Middleware
- > Acrobat Reader DC
- > Windows OS version 32bits and 64 bits
- > Mac OS 10.9 minimum
- > Latest versions of Microsoft Edge, Mozilla Firefox, Google Chrome, or Safari

7.2 Information on Luxtrust connection

- > You have to install the latest Luxtrust middleware, see www.luxtrust.com
- > Disable the popup blocker features of your browser. This document can help you achieve this. [Popups_en.pdf](#)

7.3 A PDF file is not displaying as requested (requisition form or document ordered)

- > Select the Adobe Reader module: <https://helpx.adobe.com/fr/acrobat/kb/pdf-browser-plugin-configuration.html>.
- > Check your Adobe Reader or Acrobat versions (9 and higher).
- > Check whether your browser is Acrobat Reader-compliant.
- > Deactivate all pop-up blockers.

7.4 When using a browser to view a PDF file, the toolbar is not displaying properly, and the button also seems to be missing.

- > Make sure it is Adobe Reader that is configured by default in your system. <https://helpx.adobe.com/fr/acrobat/kb/pdf-browser-plugin-configuration.html>.
- > You may save the document using the « Shift+Ctrl+S » shortcut.
- > The toolbar may only be hidden: try displaying it using the « F8 » key.

7.5 Adobe Reader must be uninstalled and re-installed. Error message on the requisition form: « le contrôle automatique de saisie a échoué »

It is either a PDF software problem by default (other than Adobe Reader), or a problem of Proxy, Firewall.

In a secure environment, it is necessary to check the proxy settings of the PC, and that Adobe correctly uses them.

It is possible to validate the form by copying it in a non-secure environment (via the Adobe icon "save a copy") and then transmit it from a PC with a direct connection to the Internet.

It is not necessary to have an active connection on the site via Luxtrust to validate the form. This can thus be a temporary workaround solution.

7.6 Checking the validity of an electronic signature on a document





7.6.1 First step

Start by setting up Adobe Reader to detect the various certification authorities contained within your operating system (Windows) and to check for signatures upon opening of any documents:

- > Select the “Edit” – “Preferences” menu.
- > Having selected the “Security” option on the left case, check the “Verify signatures when the document is open” box. This option is activated by default.
- > Click on “Advanced Preferences”.
- > In the “Windows Integration” tab, check all three boxes and click on “OK”.

7.6.2 Second step

The second step is to open the electronically signed document. Following the previous configuration, the electronic signature is automatically verified upon opening of the document. Based on the icons displayed in the signature area, you will know if the signature is valid or not:

- >  confirms that the signature is valid.
- >  indicates that the signature is not valid. Such is the case when, for example, the certificate used to sign the document had expired when the signature was affixed.
- >  indicates that the document was amended after the signature was affixed.
- >  specifies that the signature could not be verified. It is the case, for example, when the certificate used to sign the document did not belong to your « Trusted Identities », or in the event that Adobe Reader is not set up to retrieve all certification authorities as specified within your operating system (Windows), etc.

7.7 Payment process

Payment is broken down into two steps, you have to use a VISA or MasterCard payment card:

7.7.1 Authorization:

The client is authorizing the LBR to collect the amount mentioned within the breakdown of required services.

The amount specified in your cart will be collected by the RCS in the event that the LBR approves all requests contained within your order. This amount will be booked on the specified credit card.

7.7.2 Debit:

The RCS debits the total amount upon complete processing of the order.

The total order amount will only be debited once all individual requests have been processed as part of the order. The total amount to debit may be less than initially required in the event that the LBR was unable to approve all your requests.

7.8 Proof of payment

A receipt of payment is available as a PDF file for each order as soon as the latter has been completely processed. An order is completely processed once all requests contained therein have been handled, independently from

the LBR final answer ("Processed" or "Rejected"). The receipt is only available for download from "View by Order".

The receipt lists all debited amounts. For a same order, the receipt total amount may thus differ from the initial amount as mentioned on the purchase order.

As for the other documents, the receipt is made available for a limited period of 20 calendar days.

8. Contact

Should you experience any technical issues or have any further questions regarding the LBR website, please feel free to contact the LBR helpdesk using the following contact information:

Tel: (+352) 26 428 -1

Fax: (+352) 26 42 85 55

E-mail: helpdesk@lbr.lu

Helpdesk opening hours are Monday to Friday, 8AM to 5.30PM without interruption.

www.lbr.lu