

MULTIPLE SHARE CLASS FORMATION Private Company Limited by Shares

* All prices inclusive of VAT and Companies House fees

STEP 1 SELECTING THE RIGHT PACKAGE

Standard business start up £339.50

Contains:

- *Certificate of Incorporation*
- *6 bound copies of the Articles of Association*
- *Loose leaf register*
- *Optional Articles*
- *Multiple share classes*

Directors Compliance Package £399.50

Our recommended package providing Companies House annual compliance support.
For more information see page 9.

Contains: Standard business start up plus:

- *Maintenance of statutory registers to comply with legislation*
- *Preparation and e-filing of annual returns with Companies House*
- *On-line access to company registers via connect*
- *A dedicated administrator / email support*

Annual Compliance Package £561.50

To keep you on track, assisting with all Companies House compliance issues. For more information see page 9.

Contains: Directors Compliance Package plus:

- *Nominee company secretary*
- *Registered office address*

Basic business start up £309.50

For the professional who will look after their own / clients' Companies House annual compliance requirements. Contains:

- *Certificate of Incorporation*
- *6 bound copies of the Articles of Association*
- *Loose leaf register*
- *Multiple share classes*

Timescales

Multiple share class companies take around 5 working days to be incorporated at Companies House from the time Oswalds receive your instructions (and signed Form IN01 if required). However, if you require your new company formation to be processed via Companies House expedited service (around 5 hours from receipt of instructions) please call us on 0131 200 7180.

STEP ② CHOOSING THE COMPANY'S NAME

Company Name

We will check the Companies House index for an identical name only, to establish if your choice of name is available for registration. A name checking facility is also available on our website. It is unwise to choose anything too similar to an existing name as you may be required to change it at a later date.

Please note that your company name will be shown in block capitals or in upper and lower case on documentation provided by Oswalds depending on how you write it here. The name must end with "LIMITED", "Limited", "LTD" or "Ltd".

**Please note that incorporation certificates will be issued in upper case.*

1st choice:

2nd choice:

STEP ③ FINALISING THE ARTICLES

Optional Articles – included in all packages, except Basic business start up

All or any of the following optional articles are also available

- Chairman's casting vote**
Gives a chairman who is also a shareholder a casting vote in the event of an equality of votes on any resolution at a general meeting
- Exclusion of the board's power to authorize conflicts of interest**
Maintains the legal position before 1st October 2008 (i.e. that a director's conflict of interest may only be authorized by resolution of the members.)
- Enhanced voting rights for directors**
Gives a director who is also a shareholder additional votes per share if voting against a resolution to remove him as a director
- Associate directors**
Enables the company to appoint associate directors who are given additional authority to that of an employee but who are not members of the board of directors, often used where the appointee is in contact with customers

****If you have any other requirements that are not covered, e.g. specialist provisions to be made in the company's articles which fall outside the scope of this order form, please contact our Corporate Support Department on 0131 200 7180 for assistance and a quotation.***

Share Capital – Multiple Share Classes (“A & B Shares”)

 PLEASE NOTE:

The multiple share class options enable you to set up the Company with different rights as regards voting, dividends, payment of surplus funds on winding up the Company, and the issue and transfer of shares. If you would prefer one class of ordinary shares, with all shareholders having equal rights attached to their shares, please use our New Company Formation order form instead.

If you require any variation on the rights (e.g you wish to include preference/redeemable shares, etc), options or any further information or assistance regarding multiple share classes, please contact us on 0131 200 7124. Please note that variations on these options may incur additional fees.

The new articles will restrict the number of shares of each class that the company may issue. Please indicate below the maximum number of shares for each class and their nominal value. Two or more classes of shares should be detailed here:

	Number		Nominal value (per share)	
	_____		_____	
“A” shares	_____	of	_____	each
“B” shares	_____	of	_____	each
“C” shares	_____	of	_____	each
“D” shares	_____	of	_____	each
“E” shares	_____	of	_____	each

Please select one choice from each of the following five categories:

1. Voting

- The ‘ _____ ’ shares will have no voting rights

NB: It is essential that sufficient shareholders hold voting shares to achieve quorum at meetings (minimum two)

- All classes will have full voting rights

2. Dividends

- No distinction between the classes
- Power to pay variable dividends by general meeting resolution plus power for the directors to pay variable interim dividends without prior approval of the members in general meeting
- Power to pay variable dividends by general meeting resolution only.

STEP 4

KEEPING THE COMPANY IN GOOD ORDER

Online access to company registers via connect service

Included in Directors Compliance Package and Annual Compliance Package

connect allows you to:

- access your company records from any location in the world using the internet
- access your company records in real time, always viewing up to date information
- check your company's next filing dates
- check whether annual returns or accounts have been filed
- dispense with holding duplicate paper records if you so wish
- contact the administrator for your company

Please advise us of an email address and password to be used with **connect**

Email: _____ Password: _____

Statutory Registers and Minutes of First Board Meeting

These are maintained as part of **Directors Compliance Package** and **Annual Compliance Package**.

For clients selecting **Standard business start up**, or **£45.00**
Basic business start up (paper version supplied).

Completed documentation will include:

- **First Board Minutes**
To be retained in the company books
- **Statutory and Non-Statutory Registers, which include:**
 - Register of Directors
 - Register of Directors' Residential Address
 - Register of Secretaries
 - Register of Members
 - Register of Allotments
 - Register of Transfers
- **Share Certificates**
To be retained by the company's shareholders

Please complete the following optional information if you require these matters to be dealt with now, as part of this service:

- (a) **Company's Year end for accounting purposes**
This will only appear in the minutes if you confirm the year end here.

DAY _____ MONTH _____

(b) Auditors / Accountants (DELETE AS APPROPRIATE)

Name: _____

Address: _____

(c) Solicitors

Name: _____

Address: _____

(d) Bankers

Name: _____

Branch: _____

Company seal

£29.50

A hand plier seal if adopted by the Company for use on important documents such as share certificates and mortgages.

**Registered Office Service
(included in Annual Compliance Package)**

The Company can use one of our addresses as its registered office address for receiving official documents, such as mail from Companies House or Inland Revenue, even if you do not wish to take our full secretarial service. Please select from the list below:

Edinburgh (£152.75) Bristol (£152.75) London (£211.50)

Belfast (£152.75) (prices shown are per annum)

If correspondence and renewal invoices relating to this service should go to someone else other than the correspondence address given at Step 6 please give their details below.

Name: _____

Firm: _____

Address: _____

_____ Postcode: _____

Telephone No: _____ Fax No: _____

Directors Service address

£411.25 per annum



Officers of UK companies are becoming increasingly conscious of the need to keep their personal details private, especially in relation to their residential address.

Under provisions in force under the new Companies Act as of 1 October 2009, individuals who are directors will be required to file a service address for the public record. The service address may be the director's residential address, the company's registered office or another address at which the director may be contacted.

Directors can change the address that is on the public record to help keep their details confidential and Oswalds can offer the address of 24 Great King Street, Edinburgh, EH3 6QN for use as a service address.

The cost of the service is £350.00 plus VAT per company per annum and a mail forwarding charge of £1.00 plus VAT for each item received at our address is also charged. ***Please note that under no circumstances may this address be used as or be advertised as a trading or general correspondence address.**

Domain name and email services

Have you considered protecting the company/trading name on the web? Oswalds offer a range of services from registering the domain to providing email facilities and web hosting.

Domain name

£17.62 per domain per annum



By registering your domain name at the same time as you set up your company, not only can you match your domain name to that of your company but you ensure no-one else can use that name. You may even want to secure more than one domain name to further protect your business identity.

Domain name & business email

£47.00 per domain per annum



Create a range of professional business email addresses unique to your company and secure a domain for any website you may create in the future.

- Domain registration
- Business email through outlook using POP3
- 1 Advanced webmail (1Gb space)
- 2 Standard mailboxes (email forwarding or small mailboxes)

Oswalds also offer website hosting packages. Please contact us on 0131 200 7180 if this of interest.

Domain name registration

1st domain choice: _____

2nd domain choice: _____

Suffix(es) required: .co.uk .com .org
.org.uk .net .inf .biz

Email address(es) if required:

1st email address: _____

2nd email address: _____

Domain name registration details

The domain name(s) will be registered in the name of the new company once it has been incorporated. Please confirm the following contact details to be used for the registration of the domain name(s).

Contact name: _____

Address: _____

Town: _____

County: _____

Postcode: _____

Telephone number: _____

Email address: _____

Directors Compliance Package – additional information

Annual renewal fee only £76.60 + VAT

With effect from 6 April 2008, the statutory requirement for private companies to have a company secretary has been removed. The post of company secretary is now optional.

The compliance obligations which are traditionally undertaken by the company secretary, such as filing information at Companies House, maintaining statutory registers and minute books will still need to be carried out and the onus will be on the directors to ensure that all legal requirements are complied with. Directors will risk criminal sanctions and financial penalties for non-compliance.

To assist companies who do not wish to appoint a company secretary avoid falling foul of their statutory duties Oswalds strongly recommend you consider our Directors Compliance Package if you are not familiar with the duties associated with this role.

Annual Compliance Package – additional information

Annual renewal fee only £250.00 + VAT

Jordan Company Secretaries Limited will act as Secretary to your Company, and the following duties will be carried out as part of the package:

- Provision of 24 Great King Street, Edinburgh EH3 6QN as the Company's Registered Office address
- Preparing the First Board Meeting minutes dealing with initial post-incorporation matters
- Provision of information relating to annual statutory obligations of the Company
- Maintaining the statutory records on our specialist company secretarial software system
- Preparing and filing electronically the Annual Return for each company
- Sending reminders for lodgment of accounts due to be filed at Companies House

We will also ensure that other events such as the appointment of a new director or the transfer of shares are correctly transacted, and can provide support and advice on a wide range of company secretarial and corporate law matters. Our charges here will be based on the time spent in each particular instance, and will be notified to you in advance.

STEP 5 OFFICERS, SHAREHOLDERS AND REGISTERED OFFICE

Company Directors, Company Secretary, Shareholders and Registered Office

The new director(s), shareholdings and registered office should be detailed in this section. At least one individual must be appointed as a director. A company secretary can also be appointed. If you wish to appoint more than two directors, please provide details on a separate sheet and tick this box

The **service address** will appear on the public record. It does not have to be your usual residential address and could be the company's registered office. If you have chosen the Directors Service address on page 7 you should enter 24 Great King Street, Edinburgh, EH3 6QN as the service address.

Individual as Director

To also act as Company Secretary?

Yes / No

If this Director is to be a Shareholder, please advise how many and what class of shares are to be taken up on incorporation:

_____ “_____” shares

Title: _____ First Names: _____

Surname: _____

Any former name(s) by which known for business purposes within past 20 years:

Residential Address: _____

Postcode: _____

Service Address (if different): _____

Postcode: _____

Date of Birth: DD ____ MM ____ YYYY ____

Occupation: _____ Nationality: _____

Country/state of residence: _____

Security details: **Last** three digits of telephone number: ____

First three letters of town of birth: ____

First three letters of mothers maiden name: ____

Individual as Director (if required)

To also act as Company Secretary? Yes / No

If this Director is to be a Shareholder, please advise how many and what class of shares are to be taken up on incorporation: _____ “_____” shares

Title: _____ First Names: _____

Surname: _____

Any former name(s) by which known for business purposes within past 20 years:

Residential Address: _____

_____ Postcode: _____

Service Address (if different): _____

_____ Postcode: _____

Date of Birth: DD ____ MM ____ YYYY ____

Occupation: _____ Nationality: _____

Country/state of residence: _____

Security details: **Last** three digits of telephone number: ____

First three letters of town of birth: ____

First three letters of mothers maiden name: ____

Registered Office Address

Please enter the company's registered office address (including postcode). Please note that the company's first registered office address determines which country it is domiciled in. Once chosen, a company's domicile cannot be changed.

Individual as Company Secretary only (if required)

If this Company Secretary is to be a Shareholder, please advise how many and what class of shares are to be taken up on incorporation:

_____ "_____" shares

Title: _____ First Names: _____

Surname: _____

Any former name(s) by which known for business purposes within past 20 years::

Service Address: _____

_____ Postcode: _____

Security details: **Last** three digits of telephone number: ___ ___ ___

First three letters of town of birth: ___ ___ ___

First three letters of mother's maiden name: ___ ___ ___

Corporate Body or Firm as Director or Company Secretary (if required)

Please copy this sheet first or provide details on a separate sheet if more than one corporate appointment is required.

To act as Director? Yes / No

To act as Company Secretary? Yes / No

If this Corporate Body is to be a Shareholder, please advise how many and what class of shares are to be taken up on incorporation:

_____ “_____” shares

Name of corporate body/firm: _____

Registered or principal address: _____

_____ Postcode: _____

Name of authorised signatory: _____

Security details: **Last** three digits of telephone number: ___ ___ ___
(of authorised

signatory) **First** three letters of town of birth: ___ ___ ___

First three letters of mothers maiden name: ___ ___ ___

For companies registered in EEA

Where the firm is registered: _____

Registration number: _____

For companies/firms not registered in EEA

Legal form of the corporate body/firm: _____

Governing law: _____

Where the company or firm is registered: _____

Registration number: _____

(The EEA includes EU countries plus Iceland, Liechtenstein and Norway.)

Other Shareholders (if required)

For other shareholders who are not appointed as a director or company secretary. The address provided does not have to be the shareholder's usual residential address. If more than two additional shareholders, please advise us of their details on a separate sheet of paper.

Additional Shareholder 1

Title: _____ First Names: _____

Surname: _____

Or Corporate Body or Firm's name: _____

Authorised signatory name if Corporate shareholder: _____

Address: _____

_____ Postcode: _____

Security details: **Last** three digits of telephone number: ___ ___ ___
(if Corporate Shareholder, **First** three letters of town of birth: ___ ___ ___
provide authorised signatory's details) **First** three letters of mothers maiden name: ___ ___ ___

How many and what class of shares are to be taken up on incorporation?

_____ " _____ " shares

Additional Shareholder 2

Title: _____ First Names: _____

Surname: _____

Or Corporate Body or Firm's name: _____

Authorised signatory name if Corporate shareholder: _____

Address: _____

_____ Postcode: _____

Security details: **Last** three digits of telephone number: ___ ___ ___
(if Corporate Shareholder, **First** three letters of town of birth: ___ ___ ___
provide authorised signatory's details) **First** three letters of mothers maiden name: ___ ___ ___

How many and what class of shares are to be taken up on incorporation?

_____ " _____ " shares

STEP 6

PLACING YOUR ORDER

The information requested below will enable us to send you the company documents as soon as the incorporation certificate has been issued. This information will also be used on your invoice.

Name: _____

Address to which communications should be sent: _____

_____ Postcode: _____

Phone No: _____ Fax No: _____

Email: _____

DX No (if applicable): _____ Your Ref: _____

Oswalds Account No (if applicable): _____

Signed: _____ Date: _____

Money Laundering Regulations 2007



For professional advisers: please tick the above box to confirm that you have carried out customer due diligence measures in accordance with the Regulations.

This order form should be sent to:

Oswalds	or	Oswalds	or	Oswalds
24 Great King Street		DX:ED74		LP209
Edinburgh		Edinburgh		Edinburgh 2
EH3 6QN				

Alternatively:

Order online: www.oswalds.co.uk

Fasttrack telephone / fax ordering: Tel: 0131 200 7180 / Fax: 0131 556 2917

Email this form to: oswaldsonline@oswalds.co.uk



Oswalds is the trading name of Jordans (Scotland) Limited
24 Great King Street, Edinburgh EH3 6QN
Telephone 0131 557 6966 Fax 0131 556 2917 DX ED74 Edinburgh LP209 Edinburgh 2
Registered in Scotland under No. 57796 Registered Office: 24 Great King Street, Edinburgh EH3 6QN
VAT No. GB137 4442 71

STEP 7

PAYING FOR THE COMPANY

All prices include VAT

By Card TYPE _____

Total amount payable £ _____ . _____

CARD NO

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

ISSUE NO (if applicable)

--	--

VALID FROM

--	--	--	--

EXPIRY DATE

--	--	--	--

Security (CV2) code:

--	--	--	--

 (usually last 3 digits on back of card)

Cardholder's Name: _____

Cardholder's Signature: _____

By Cheque made payable to 'OSWALDS'

Total amount payable £ _____ . _____

For personal cheques:

Cheque Guarantee Card No: _____

For business cheques:

Business Address: _____

Business Phone No: _____