

MULTIPLE SHARE CLASS FORMATION Private Company Limited by Shares

* All prices inclusive of VAT and Companies House fees

STEP ① SELECTING THE RIGHT PACKAGE

Multiple Share Class package

£316.00

The package contains

- **Original Incorporation Certificate**
- **6 bound copies of the multiple share class Articles of Association**
- **Looseleaf Register, a binder containing statutory registers and share certificates**

Timescales

Companies are usually formed electronically and take an average of 24 hours to be incorporated at Companies House from the time Oswalds receive your instructions. 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 557 6966.

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

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 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 557 6966. 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
- 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.

3. **Winding up**

- All classes of shares rank equally
- The first class to be repaid is: _____

And the final surplus is to be: paid to the _____ shareholders
 divided equally irrespective of class

4. **Allotment**

- Directors' discretion
(directors may allot any shares, irrespective of class, to whoever they wish)
- Class pre-emption rights - all classes
(directors must offer shares of each class to the existing shareholders of that class, pro-rata to their existing holdings)
- Class pre-emption rights in respect of one class, directors' discretion in respect of the others.
(please specify the class to be subject to pre-emption rights and the class to be subject to directors' discretion) Pre-emption: _____
Discretion: _____
- Pre-emption rights irrespective of class
(directors must offer shares to all shareholders pro-rata to their existing holdings of shares irrespective of their class)

5. **Transfer**

- Directors' discretion
(directors may refuse to register any transfer, irrespective of class of share to be transferred)
- Class pre-emption rights both classes
(transferor must offer shares to the existing shareholders of that class, pro-rata to their existing holdings)
- Class pre-emption rights in respect of one class, directors' discretion in respect of the others.
(please specify the class to be subject to pre-emption rights and the class to be subject to directors' discretion) Pre-emption: _____
Discretion: _____
- Pre-emption rights irrespective of class
(transferor must offer shares to all shareholders pro-rata to their existing holdings of shares irrespective of their class)

STEP 4

KEEPING THE COMPANY IN GOOD ORDER

Directors' compliance service

£118.80 per annum

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 forms at Companies House (e.g. Annual Return, forms AP01, TM01, AD01), maintaining statutory registers and minute books, still need to be carried out and the responsibility, as always, is with the directors to ensure that all legal requirements are complied with. Directors risk criminal sanctions and financial penalties of up to £5000 for each offence of non-compliance. The service provides support for you and your company, relieving you of time-consuming tasks and ensuring that you remain fully compliant. The service includes:

- Preparation of first board minute documentation
- Maintenance of statutory registers to comply with legislation
- On-line access to company registers via **connect**
- Preparation and e-filing of annual returns with Companies House
- Preparation of appointment and resignation of director documentation
- Preparation of dormant company accounts (if applicable)
- A dedicated administrator / email support

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

Email: _____ Password: _____

Statutory Registers and First Board Minutes service

£46.00

Please confirm whether a paper version or an electronic version is required.

(This service is included within the Directors' compliance service listed above.)

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: _____

Nominee Company Secretarial and Registered Office Service

£360.00 per annum



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 a Registered Office address (please tick one of the four location options shown in the Registered Office Service on the next page. Our £360.00 fee will apply whichever office location is chosen.)
- Preparation of the First Board Meeting minutes (post-incorporation matters)
- Provision of information relating to annual statutory obligations of the Company
- Maintaining the statutory records on our specialist company secretarial software
- On-line access to company registers via **connect**
- Preparation and e-filing of annual returns with Companies House
- Sending reminders for lodgement of accounts due for filing at Companies House
- Preparation of appointment and resignation of director documentation
- Preparation of dormant company accounts (if applicable)
- A dedicated administrator / email support

We will also ensure that other events such as 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.

If you require any further information or assistance regarding company secretarial matters, please contact us on 0131 557 6966.

Company seal

£30.50

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

Registered Office Service

**included with Nominee Company Secretarial service*

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. Please select from the list below:

Edinburgh (£156.00) Bristol (£210.00) London (£288.00)
Belfast (£156.00) (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 (for up to 6 directors)

£420.00 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 4th Floor, 115 George Street, Edinburgh, EH2 4JN 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. Our fee covers provision of the service address for up to six directors. ***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 £24.00 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 £60.00 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)

We also offer website hosting packages. Please contact us on 0131 557 6966 to discuss.

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: _____

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 4th Floor, 115 George Street, Edinburgh, EH2 4JN as the service address.

For appointments of additional shareholders or corporate entities, please complete and return the appropriate supplementary page(s) available at the end of the order form.

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: ___ ___ ___

Multiple share classes for existing companies

If you have a requirement to create multiple share classes for an existing company, please bear in mind that Oswalds offers a service from £425.00 plus VAT which includes:

- Obtaining the current constitution and company information from the company's public file
- Providing new articles of association setting out the rights and restrictions to be attached to the new classes of shares
- All necessary minutes, resolutions and forms to re-designate the existing shares into different share classes and adopt the new articles of association
- A full procedural guide setting out the steps the directors and shareholders must take to make the changes to the share capital and articles
- Providing explanatory notes on the new provisions and consequential matters, as appropriate
- Checking and filing the resolutions, forms and new articles at Companies House
- Printing 3 bound copies of the new articles of association.

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
4th Floor
115 George Street
Edinburgh
EH2 4JN

or

Oswalds
DX: ED74
Edinburgh

Alternatively:

Order online: www.oswalds.co.uk

Fasttrack telephone / fax ordering: Tel: 0131 557 6966 / Fax: 0131 556 2917

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



Oswalds is the trading name of Jordans (Scotland) Limited
4th Floor, 115 George Street, Edinburgh, EH2 4JN
Telephone 0131 557 6966 Fax 0131 556 2917 DX ED74 Edinburgh
Registered in Scotland under No. 57796 Registered Office: 4th Floor, 115 George Street, Edinburgh, EH2 4JN
VAT No. GB137 4442 71

STEP 7

PAYING FOR THE COMPANY

All prices include VAT

By Account – Jordans account number (if applicable) _____

By Cheque – cheques made payable to Jordans (Scotland) Limited

By Card – We are unable to receive and hold credit card details in paper form, therefore please provide a contact telephone number and a preferred time to call you.

Tel: _____

Time: _____

Supplementary Page 1

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 home address. Please include a separate sheet of paper if there are more than two additional shareholders.

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

Supplementary Page 2

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.)