

Corporate Legal Services

Purchase of own shares funded wholly from distributable profits

Jordans' services These services are appropriate for a purchase of own shares by a company funded **wholly from profits available for distribution** (as defined in section 830 of the Companies Act 2006). If the purchase is to be funded wholly or partly from capital please ask about our Purchase of Own Shares out of Capital services.

Documents Service from £275.00 plus VAT For clients who require documents to authorise the purchase and can confidently take care of the stamping and filing requirements, our Documents Service includes the following:

- Obtaining the current constitution and company information from the public file
- Providing all necessary minutes, resolutions and forms to approve the share purchase
- Providing a draft purchase contract between the vendor and the company
- Providing detailed guidance notes on the necessary procedures

Documents plus Filings Service – from £350.00 plus VAT (excluding stamp duty) For clients who would like assistance with the stamping and filing requirements, our Documents plus Filings Service includes all of the above and:

- Arranging the stamping of the form SH03, if required
- Checking and filing all necessary resolutions and forms at Companies House

Power to purchase own shares A company cannot purchase its own shares if it is prohibited from doing so by its articles of association. Such a prohibition is most likely to be found in articles of association that incorporate a pre-1981 version of Table A. If the company's current articles contain such a prohibition, we can offer the following services:

Updating Service A From £300.00 plus VAT

Under this service we will provide a full review and update of the existing constitution to comply with current legislation and customised in accordance with the company's particular requirements. The fee includes 6 copies of the new articles of association bound in clearview covers.

Updating Service B £125.00 plus VAT

Under this service we will provide documents to adopt new articles of association in Jordans' standard form for a private commercial company limited by shares. The fee includes 6 copies of the memorandum and articles of association bound in clearview covers.

Updating Service C**£75.00 plus VAT**

We will provide documents to alter the current articles of association only to include the power to purchase own shares. The fee excludes printing. We will provide an estimate of printing fees on receipt of your instructions.

Important note

Regrettably Jordans cannot give taxation advice or assist with applications for tax clearances on a purchase of own shares. Accordingly, the vendor of the shares and the company should seek independent professional advice.

How to order

Complete the attached order form and return it to us:

By **email** to: corporatelegalservices@jordans.co.uk

By **fax** to: 0117 923 0063

By **post** to: Jordans Limited, 21 St Thomas Street,
Bristol BS1 6JS

By **DX** to: Jordans Limited, DX 78161 Bristol



Purchase of own shares funded wholly from distributable profits Order Form

Please refer to our information sheet for further details on these services.
Please complete in BLOCK CAPITALS

1. Service required:

Please select the service that you require:

- | | | |
|---------------------------------------|---|--------------------------|
| Documents only service | From £275.00 plus VAT | <input type="checkbox"/> |
| Documents plus Filings service | From £350.00 plus VAT | <input type="checkbox"/> |
| Updating Service A | Additional fee from £300.00 plus VAT | <input type="checkbox"/> |
| Updating Service B | Additional fee £125.00 plus VAT | <input type="checkbox"/> |
| Updating Service C | Additional fee £75.00 plus VAT | <input type="checkbox"/> |

2. Company's details:

Company Name: _____

Company Number: _____

3. Share capital:

Total issued share capital: £ _____

Amount paid up on each share £ _____
(including any share premium)

4. Purchase details:

(a) Vendor's name: _____

(b) Vendor's address: _____

(c) Number and nominal value of shares being purchased: _____ shares of £ _____ each

(d) Total price to be paid for the shares: £ _____

(e) The purchase will be completed at (place) _____

- immediately after the purchase contract is signed; or
 on (date) _____ at (time) _____ am/pm

(f) The purchase price will be paid by:

- cheque banker's draft
 telegraphic transfer to the account of: name: _____
account no _____ sort code: _____

5. Members' resolutions

Resolutions to authorise a purchase of own shares and related matters may only be passed by the members. Please indicate below whether you would like:

- Documents for the holding of a general meeting[†]; or
 Members' written resolutions[†]

[†] If the resolution approving the terms of the purchase is to be passed in general meeting, the proposed contract must be kept available for inspection by the shareholders at the company's registered office for at least 15 days before the meeting. If the resolution is to be passed by written resolution, that requirement does not apply but a copy of the proposed contract must be supplied to the shareholders at the same time as the resolution is sent to them for approval.

6. Your details

Please give your contact details for correspondence and billing purposes:

Name: _____
Organisation name: _____
Address: _____
Town: _____
Country: _____ Postcode: _____
Telephone: _____ Fax: _____
Email: _____

7. Payment details

- Please charge to my Jordans' **account** number: _____
 I enclose a **cheque** made payable to Jordans Limited
 Please debit my **debit or credit card**.
Card number: _____
Name on card: _____ Issue No. (if any): _____
Card security code: _____ Valid from: _____ Expiry: _____
- Payment is being transferred to **Jordans Limited** account, Barclays Bank Plc, Queens Road Branch, Bristol, Sort code **20-13-34**, Account number **80536296** Swift code **BARC GB 22**, IBAN code **GB20 BARC 2013 3480 5362 96**

8. Data protection

Your details are held for Jordans Limited, Jordans International Limited, Jordans (Scotland) Limited – trading as Oswalds – and Jordan Publishing Limited's use only (which include our offices in major offshore locations).

Apart from any use made in connection with our acting on your behalf – including credit control reasons – we would only use your details to send you occasional materials on our products, services and events that we think may be of interest to you. **None** of your details will be passed to third parties for any marketing purpose.

For further information on how your data may be used, please contact our Data Protection Officer: Tel: +44 117 918 1431 email dataprotection@jordans.co.uk.

You may 'opt-out' of receiving promotional mailings or 'opt-in' to promotional emails by selecting the appropriate boxes below.

If you **do not** wish to receive mail from our UK office, tick here:

If you **do not** wish to receive mail from our overseas offices, tick here:

If you **do** wish to receive emails from our UK office, tick here:

If you **do** wish to receive email from our overseas offices, tick here:

9. Feedback

We are always interested in understanding more about our clients and would appreciate it if you would provide the following information on how you heard about and why you chose Jordans (please tick all that apply):

How		Why	
Advert	<input type="checkbox"/>	Jordans' reputation	<input type="checkbox"/>
Exhibition	<input type="checkbox"/>	Location	<input type="checkbox"/>
Leaflet/Jordans' Focus	<input type="checkbox"/>	Price	<input type="checkbox"/>
Press article	<input type="checkbox"/>	Range of services	<input type="checkbox"/>
Referral – solicitor	<input type="checkbox"/>	Quality	<input type="checkbox"/>
Referral – accountant	<input type="checkbox"/>	Used Jordans' corporate services before	<input type="checkbox"/>
Referral - other	<input type="checkbox"/>	Used Jordans' other services before	<input type="checkbox"/>
Search Engine	<input type="checkbox"/>		
Seminar	<input type="checkbox"/>		
Other website	<input type="checkbox"/>		
Other please specify _____		Other please specify _____	

10. Terms and Conditions

These services are provided on Jordans' standard terms and conditions of business, a copy of which can be supplied on request or viewed on our website at <http://www.jordans.co.uk/statutoryinformation/terms.html>

Please complete and return this order form to:
Corporate Legal Services
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DX 78161 Bristol
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tel: 0117 918 1497
fax: 0117 923 0063