

Share warrants to bearer



Giving the company power to issue bearer share warrants

£375.00 plus VAT

A UK company may only issue share warrants to bearer if authorised to do so by its articles of association. Jordans recommends that the share capital of a company wishing to issue share warrants is divided into different classes:

“A” shares that are not capable of conversion into share warrants to bearer and confer no rights to dividends or capital (other than their nominal value). At least **two** “A” shares should be issued to separate persons to ensure that there are always at least two identifiable shareholders to receive notice of and attend general meetings and to ensure the company does not inadvertently breach the single member company rules

“B” shares which are capable of conversion into share warrants to bearer at the shareholder’s request. The “B” shares confer all rights to dividends and capital.

Our service includes the following:

- Obtaining the current memorandum and articles and company information from the company’s public file
- Providing a new memorandum of association with a general commercial company object enabling the company to carry on any trade or business whatever and new articles of association including provision for the conversion of the “B” shares into bearer share warrants
- Providing all necessary minutes, resolutions and forms to re-designate the authorised share capital into “A” and “B” shares and adopt the new memorandum and articles of association together with a full procedural guide
- Providing explanatory notes on the new provisions and consequential matters, as appropriate
- Checking and filing the resolutions and other returns at Companies House
- Printing 6 bound copies of the new memorandum and articles of association.

Allotting and converting shares into share warrants

From £350.00 plus VAT plus stamp duty (if applicable)

Shares to be comprised in a share warrant to bearer must first be issued to a named shareholder and fully paid up. After issue of the warrant, the shares comprised in the warrant may be transferred simply by delivery of the share warrant to the new owner.

Our service includes the following:

- All minutes, resolutions and forms to issue the shares (if necessary) and convert them into share warrants
- Draft share warrants including terms and conditions of issue
- Full procedural guidance and assistance with the stamping of the warrants (if applicable)

Important Notes

Please refer to the Important Notes at the end of this order form concerning stamp duty and stamp duty reserve tax.

Jordans Limited

21 St Thomas Street, Bristol BS1 6JS

Tel: +44 (0)117 923 0600 Fax: +44 (0)117 923 0063

Email: info@jordans.co.uk Web: www.jordans.co.uk DX: 78161 Bristol

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Bristol (UK) London (UK) Cardiff (UK) Edinburgh (UK) British Virgin Islands Channel Islands Cyprus Gibraltar



Cert No. FS 26073

Share warrants to bearer
Order form



1. Company details:

Company name: _____

Company number: _____

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2. Share capital:

Current total authorised share capital: _____

Proposed total authorised share capital: _____

To be divided into:

_____ "A" shares of _____ each (nominal value)

_____ "B" shares of _____ each (nominal value)

3. Memorandum of association:

As part of our service, we will provide a new memorandum of association in accordance with our most up-to-date precedent and incorporating a general commercial company object.

Please tick here if you do **not** want a new memorandum.

4. Shareholder resolutions:

The adoption of the new memorandum and articles may only be authorised by resolution of the shareholders. Please indicate below whether you would like:

Documents for the holding of a general meeting; or

Members' written resolutions

5. Current shareholders:

(a) Name of shareholder: _____

Address: _____

Current shareholding: _____ Ordinary shares

To be re-designated as: _____ "A" shares

_____ "B" shares

(b) Name of shareholder: _____

Address: _____

Current shareholding: _____ Ordinary shares

To be re-designated as: _____ "A" shares

_____ "B" shares

8. Your contact details:

Firm: _____
 Address: _____
 (for invoice & delivery)
 Contact name: _____ Your ref: _____
 Phone no: _____ Email: _____

9. Payment details

Jordans **account** number: _____
 Debit or credit card: We will telephone you to arrange payment.
 Cheque made payable to Jordans Limited

10. Other Jordans' services:

Please tick if you would like information about any of the following services:

| | | | |
|--------------------------------------|--------------------------|--|--------------------------|
| Creation of multiple share classes | <input type="checkbox"/> | Updating memorandum and articles | <input type="checkbox"/> |
| Preference and/or Redeemable shares | <input type="checkbox"/> | Reprinting memorandum and articles | <input type="checkbox"/> |
| Increase of authorised share capital | <input type="checkbox"/> | Reconstruction of company registers | <input type="checkbox"/> |
| Allotment of shares | <input type="checkbox"/> | Voluntary strike off | <input type="checkbox"/> |
| Rights issues | <input type="checkbox"/> | Shareholders agreements | <input type="checkbox"/> |
| Bonus issues | <input type="checkbox"/> | Mortgage registration | <input type="checkbox"/> |
| Share transfers | <input type="checkbox"/> | Re-registration: Private to public | <input type="checkbox"/> |
| Purchase of own shares | <input type="checkbox"/> | Public to private | <input type="checkbox"/> |
| Share for share exchanges | <input type="checkbox"/> | Limited to unlimited | <input type="checkbox"/> |
| Demergers and reconstructions | <input type="checkbox"/> | Unlimited to limited | <input type="checkbox"/> |
| Restoration of a dissolved company | <input type="checkbox"/> | Branch or place of business registration of oversea companies | <input type="checkbox"/> |

11. 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 law 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 _____ | |

Customer Satisfaction and Quality Assurance

Our aim is to ensure continuing customer satisfaction by offering a fast friendly and professional service. We strive to provide comprehensive, high quality and cost effective solutions to our customers' needs, backed by helpful and efficient support services. Jordans accreditation under BS EN ISO 9002:1992 confirms our commitment to quality systems, putting customers first and aiming to exceed their expectations.

Standard Conditions of Business

All goods and services are provided on Jordan's Standard Conditions of Business, copies of which are available on application and on our website www.jordans.co.uk BEARER/20080121

Important Notes relating to bearer share warrants

- Once comprised in a bearer share warrant, shares are transferable simply by delivering the share warrant to the new owner. Of course, appropriate precautions should always be taken to ensure that the warrants are transported and held in a secure manner.
- It is possible that the company may not be aware of who the holders of the share warrants are at any given time. Indeed, anonymity may be one of the purposes of issuing the warrants. For this reason the retention of a class of registered shares is advisable to ensure that the company can convene and hold general meetings if and whenever necessary and also to ensure that the company does not inadvertently breach the special rules applicable to single member companies.
- Stamp duty is payable on the issue of any bearer share warrants issued in respect of any shares denominated in sterling currency at the rate of 1½% of their market value.
- No stamp duty is payable on the issue of any share warrants comprising shares denominated in non-sterling currency but stamp duty reserve tax may be payable on any subsequent agreement for the transfer on sale of the bearer share warrants.
- The directors may make regulations concerning the share warrants (for example, making arrangements for the deposit of warrants and identification of warrant holders prior to allowing that warrant holder to attend and vote at a general meeting or receive a dividend). The form of share warrant supplied by Jordans has standard regulations printed on the reverse of the warrant.