ORDERING A COMPANY

|  |  |
| --- | --- |
| Your reference (Recipient of all documents) | Aktiebolagstjänst - BildaBolagStockholm tel +46(0)8-24 83 40, info@ab.seUppsala tel +46(0)18-69 28 70, uppsala@ab.se |
| Street address/postal box etc | Phone daytime |
| Postcode, city and country  | Fax |
| E-mail |
| **CORPORATE NAME:** |  [ ]  Off the shelf corp. [ ]  New corporation [ ]  Reserved no: [ ]  English Documents |
| Alternative corporate names: [ ]  See appendix ix  |  Share capital + increase (if any) = Total share capital *+       =* |
| BOARD MEMBERS, DEPUTIES, MANAGING DIRECTORS, SHARE HOLDERS & SIGNATORY POWER |
| Social security no (year, month, day of birth) First name and surname | Position in the company | Share capital | [ ]  Cash [ ]  Property |
| Address Postcode, city and country | Municipality, if different |
| Social security no (year, month, day of birth) First name and surname | Position in the company | Share capital | [ ]  Cash [ ]  Property |
| Address Postcode, city and country | Municipality, if different |
| Social security no (year, month, day of birth) First name and surname | Position in the company | Share capital | [ ]  Cash [ ]  Property |
| Address Postcode, city and country | Municipality, if different |
| Social security no (year, month, day of birth) First name and surname | Position in the company | Share capital | [ ]  Cash [ ]  Property |
| Address Postcode, city and country | Municipality, if different |
| Social security no (year, month, day of birth) First name and surname | Position in the company | Share capital | [ ]  Cash [ ]  Property |
| Address Postcode, city and country | Municipality, if different |
| AUDITOR [Authorized public or registered accountant] | Total number of shares: [ ]  500 pcs **(standard)** [ ]  pcs |
| [ ]  NO, the company shall not have an auditor |
| Social security no (year, month, day of birth) First name and surname Company |
| Address Postcode, city and country | [ ]  Regular[ ]  Deputy | Share certificates:[ ]  **shall not be issued**[ ]  shall be issued |
| Social security no (year, month, day of birth) First name and surname Company |

|  |  |  |
| --- | --- | --- |
| Address Postcode, city and country | [ ]  Regular[ ]  Deputy | Description of property:      |
| SIGNATORY POWER: [ ]  All board members, jointly [ ]  MD and one of the board members, jointly [ ]  Board members, individually [ ]  Board members, two jointly [ ]  Managing director, alone [ ]  Board members and deputies, individually [ ]  Other: [ ]  See appendix |
| [ ]  See appendix |
| Line of business: and related activities |
| Company address Postcode and city  | Phone |
|  Location of thegistered office (municipality) |  Accounting date: [ ]  31/1 [ ]  28/2 [ ]  31/3 [ ]  30/4 [ ]  31/5 [ ]  30/6 [ ]  31/7 [ ]  31/8 [ ]  30/9 [ ]  31/10 [ ]  30/11 [ ]  31/12 |
|  Accounting date for initial fiscal year:  |
| [ ]  Permission for board members domi­ciled outside EEA to be arranged by us. |  Offer to: [ ]  None [ ]  Pre-sale + Pre-emption (our recommendation) [ ]  Consent |
|  |
| FILL IN THE FORM ACCORDING TO THE INSTRUCTIONS OVERLEAF |

Instructions

1. CORPORATE NAME. The business name must be clearly separable from similar name of other corporations, branch offices and trademarks, already registered or applied for in Sweden. So please submit alternative names. We check your name proposals against corporate names and trademarks from our computer, which is on-line with the Swedish Register of Companies and the Register of Trade Marks. We cannot guarantee a name to be registered, though it does not occur in the registers.

The name must not be in Swedish. A foreign name is equally acceptable. The corporate name can also be registered in more than one language, but the different linguistic versions must be identical in terms of content. The versions does not have to be literally coincident, but their actual import must be identical. Each version can be used as an independent name at the same time as versions in other languages. For practical reasons, corporate names must be spelt using the English alphabet. Arabic, Greek or Cyrillic characters are not accepted. Acceptable letters (upper and lower case) in addition to A-Z are Å, Ä, Ö, Ü, AE, É and È.

A corporate name must always include the term ”aktiebolag” or AB. A translation of this term may be used if the foreign term is essentially equivalent. One version of the corporate name must always include the Swedish term ”aktiebolag” or the abbreviation AB.

**2. ”OFF-THE-SHELF” COMPANIES.** To enable our clients to get started quickly, we have ”stockpiled” a number of unused registered corporations for sale. They all have SEK 50 000 or 100 000 in share capital. We can increase this share capital, if desired, when the incorporation documents are drawn up.

**3. NEW INCORPORATION** is a cheaper option than buying an unused already registered com­pany, but it can be a time-consuming procedure since the registration process includes approval of a corpo­ra­te name. The registra­tion process culminates in the issue of a company registration number. The company registration number is a company’s formal identity and is used in many contexts.

4. RESERVED. If you have already made a reservation for a corporation, please quote this company’s num­ber here.

**5. ENGLISH DOCUMENTS.** When you want the documents to be translated, tick this box.

6. SHARE CAPITAL. In a Swedish company the share capital must amount to at least SEK 50 000 or the equivalent in euros. A corporation can be owned by a foreign national or a foreign company. See also point 9.

7. BOARD MEMBERS, DEPUTIES, MANAGING DIREC­TORS, SHAREHOLDERS, COMPANY SIGNATO­RIES OUTSIDE THE BOARD AND PERSON TO RECEIVE COURT SUMMONS. The Board of Directors must have a minimum of one or two ordinary members and a deputy. No deputy is required if the Board has at least three ordinary mem­bers. All members of the Board, Deputies, the Managing Director and other company signatories must be of legal age (at least 18 years old) and not bankrupt. Half of the board must be resident within the EEA, European Economic Area. If no boardmember or company signatory is domiciled in Sweden the company must have a person resident in Sweden who can receive and sign court summons to the company.

On request, we can assist you to get in touch with people qualified for a seat on a Swedish corpora­tion’s Board of Directors. *See also point 14.*

”MEM” is entered in the ”Position in the company” box for ordinary Members of the Board and ”DEP” for Deputy Members of the Board.

Chairman of the board. A chairman must be appointed when there is more than one ordinary board member. The chairman is indicated with ”CHAIR” in the ”Position in the company” box.

Managing Director. A Managing Director is required if the company is pub­lic. The Managing Director must not be a Member of the Board but of legal age, domiciled within the EEA and not bankrupt. The Managing Director is in­di­cated with ”MD” in the ”Position in the company” box. ”MD NOT BOARD” is indicated if the Managing Director is not a Member of the Board.

Shareholders may be foreign nationals or foreign companies. When the shareholder is a company, the shareholder must be represented by a natural person (name specified).

Person who can receive court summons has no other right than receiving and signing court summons and servings. Indicated with "CS" in the "Position in the company" box. On request, we can assist you with a person who can receive court summons. *See also point 14.*

**8. AUDITOR.** Auditor is no longer required in small companies.

**9. NUMBER OF SHARES.** Our off-shelf companies have 500 shares (1 000 if the company has 100 000 SEK in share capital) but you may choose another number. **SHARE CERTIFICATES** must not be issued. Tick one box.
**SHARE CAPITAL** can be paid in kind instead of money, i.e. with other than cash (Swedish ”Apport”). This property may consist of machinery, securities, an existing business etc. We require a description of the property in order to issue the appropriate documents when share capital is to be paid with property other than cash. The property must be valued and verified by an auditor. When the non-cash consists of a business conducted in Sweden, we require financial reports for the business for the last two fiscal years.

**10. COMPANY SIGNATORIES.** Unless otherwise stated, all Members of a Board shall jointly be entitled to sign for the company. In addition to the alter­natives in the form, a person outside the Board of Directors may also be aut­horized to sign for a company. The name, social security number etc. must be specified for any signatory who is not on the Board. Company signatories who are not on the Board of Directors shall be designated with **”COMPSIGN”** in the ”Position in the company" box. Special permission is required if this per­son is not resident within the EEA, see point 14.

11. LINE OF BUSINESS. The nature, business sector or type of mer­chan­dise encompassed by the corporation’s line of business must be stated. E.g. manufacturing of clothing.

**12. COMPANY ADDRESS.** Company’s visiting and postal address or just postal address. We can provide an address in the city of Stockholm

**13. REGISTERED OFFICE.** This office is usually situated in the muni­ci­pality where the company runs the business and must be in Sweden. We can offer the service of a registered office.

14. CITIZENS DOMICILED OUTSIDE SWEDEN. All nationals may serve as Board members and Deputy Members without special permission, but at least half of the Board members and half of the Deputies must be resident within the EEA. These and the following rules apply, including employee Board Members.

Managing Director/Deputy Managing Director. A person to serve as a corporation’s Managing Director (President)/Deputy Managing Director (vicepresident) must be resident within the EEA.

Non-Board member signatories for a company. Permission is only required when the signatories are resident outside EEA. If a signatory is already a Board Member/Deputy or Mana­ging Director/Deputy Managing Director, no special permission is required for her/him to serve as a company signatory.

Auditors, if appointed. If the company shall have an auditor, al the auditor must be authorized or approved and registered by Swedish authorities.

DOCUMENTS NECESSARY FOR EXEMPTION. An identity document is required for any person in the company, who is resident outside Sweden or for whom an exemption application is to be tendered. Verified copies of passport pages showing the photo, the person’s complete name, citizenship, place of domicile and date of birth will suffice.

Permits are always personal and for specific duties in a specific corporation. An exemption permitting membership of the Board of a corporation does not imply that permission is unnecessary for corresponding duties in another corporation. A new exemption is also required for a Deputy Member to be made a full Member of the Board in the same company.

If no representative is domiciled in Sweden there must be one person living in Sweden who can receive and sign servings and court summons. We can offer that service.

15. ACCOUNTING DATE. 12 different dates are allowed, i.e. every month ending.
16. ACCOUNTING DATE FOR INITIAL FISCAL YEAR. When a new corporation is started, its initial fiscal year is usually more or less than 12 months, although it may not exceed 18 months. Indicate here if you have any special wishes about the accounting date for your corporation’s initial fiscal year.

17. REDUCTIONS OF FREE NEGOTIABILITY OF SHARES. We recommend a combination of pre-sale and pre-emption. If you want to discuss other solutions, please get in touch with us.