

CHECKLIST

Incorporation of a GmbH/UG

The following checklist is intended to facilitate the effective preparation of your pending notarisation. Please note that the preparation of a draft by the notary usually already entails the entire fee for the notarisation. Do you have any questions or are you uncertain about something? Then give us a call or arrange a meeting.

GmbH / UG	
Business name	
Registered seat	
Business address	
Object of the company	
Share capital GmbH (min. € 25,000,--) Share capital UG (min. € 1)	
Way of performance of the share contributions	<input type="checkbox"/> cash contribution <input type="checkbox"/> contribution in kind (not permissible for UG!) If contribution in kind: Subject of the contribution in kind: Proof of value:

Amount of contribution of share capital at the time of incorporation	payment to a half (not possible in case of UG) full payment
Specific majority requirements for „ordinary“ shareholder resolutions for amendment of the articles of association quorum for shareholder resolutions	_____ % of the votes cast _____ % of the votes cast _____ % of the votes cast
Disposal of shares	<input type="checkbox"/> possible without restrictions <input type="checkbox"/> possible with the consent of the co-shareholders with <input type="checkbox"/> simple majority <input type="checkbox"/> a majority of ____ %t <input type="checkbox"/> possible in favor of co-shareholders <input type="checkbox"/> possible in favor of relatives <input type="checkbox"/> co-shareholder pre-emption right in the event of a sale <input type="checkbox"/> co-shareholder call option for fair value
Redemption right	<input type="checkbox"/> no <input type="checkbox"/> yes Compensation payment: <input type="checkbox"/> book value <input type="checkbox"/> other: <input type="checkbox"/> „fair value“ / IDW
Right to withdrawal	<input type="checkbox"/> no <input type="checkbox"/> yes Compensation payment: <input type="checkbox"/> book value <input type="checkbox"/> other: <input type="checkbox"/> „fair value“ / IDW
Non competition clause	<input type="checkbox"/> no <input type="checkbox"/> yes <input type="checkbox"/> even after withdrawal for a period of ____ years, however limited to the following regions:

shareholder	shareholder 1	shareholder 2	Shareholder 3
Surname, first name			

Birth name			
Date of birth			
Adress			
Nationality			
Telefon/Fax			
E-Mail			
Marital status	<input type="checkbox"/> unmarried <input type="checkbox"/> divorced <input type="checkbox"/> married <input type="checkbox"/> widowed	<input type="checkbox"/> unmarried <input type="checkbox"/> divorced <input type="checkbox"/> married <input type="checkbox"/> widowed	<input type="checkbox"/> unmarried <input type="checkbox"/> divorced <input type="checkbox"/> married <input type="checkbox"/> widowed
Share contribution in €			
Payment in %			

Managing director	Managing director 1	Managing director 2	Managing director 3
Surname			
First name			
Birth name			
Date of birth			
Adress			
Nationality			
Telefon/Fax			

E-Mail			
Power of representation	<input type="checkbox"/> solely <input type="checkbox"/> jointly	<input type="checkbox"/> solely <input type="checkbox"/> jointly	<input type="checkbox"/> solely <input type="checkbox"/> jointly
Exemption from sec. 181 BGB	<input type="checkbox"/> Exemption <input type="checkbox"/> No Exemption	<input type="checkbox"/> Exemption <input type="checkbox"/> No Exemption	<input type="checkbox"/> Exemption <input type="checkbox"/> No Exemption

Transmission of the draft via	<input type="checkbox"/> mail <input type="checkbox"/> Fax <input type="checkbox"/> e-mail <input type="checkbox"/> will be picked up
Name of applicant	
Appointment proposal	

Please complete this form as far as possible and send it to us:

Klühs Notary

Königsallee 92A, 40212

Düsseldorf F +49 211 86714-0

or via e-mail:

You will shortly receive the desired drafts. Please feel free to call our office to arrange a suitable notarization appointment.

Thank you very much for your mandate.

Sincerely yours

Dr. Hannes Klühs

Notary in Düsseldorf