Disclaimer

This document has been provided for illustrative purposes only. The provision of this document by Ashfords LLP does not constitute legal advice and we would recommend that appropriate advice is obtained before entering into any legal documentation. Legal regulations change frequently and we cannot guarantee that this document is fully up to date with all laws and regulations at the time of access. This document may be filled in and/or used as a template, but Ashfords LLP will not accept any liability resulting from use of this document in any manner. All implied warranties or conditions are expressly excluded to the fullest extent possible.

The “Advance Subscription Agreement” which follows this note has been prepared on a basis which is intended to be compatible with the requirements for SEIS / EIS relief at the time of its preparation. However, please note that we are unable to guarantee the application of any tax reliefs to any form of investment and if these reliefs are an important aspect of your plans we would strongly recommend that you apply to HMRC for “advance assurance” before completing any documentation. Although it can appear relatively simplistic this is a fairly complicated document and if you are at all uncomfortable with any part of the drafting, have any queries, or would like to make any changes to the approach we would strongly recommend that you speak to us or other suitable legal professionals before completing any documentation.

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 1. **STOCK** 2. **TRANSFER** 3. **FORM** | | 1. (Above this line for Registrars only) | | | | | | |
| 1. (TRANSFER BY COMPANY) | | 1. Consideration Paid £ [CONSIDERATION] | | | | 1. Certificate lodged with the Registrar 2. (For completion by the Registrar/Stock Exchange) | | |
|  | 1. Name of Undertaking. | | | [COMPANY NAME] (Registered number: [COMPANY NUMBER]) | | | | |
|  | 1. Description of Security. | | | [CLASS] SHARES OF £[NOMINAL VALUE] | | | | |
|  | 1. Number or amount of Shares, Stock or other security and,  in figures column only,  number and denomination of units, if any. | | | 1. [NUMBER OF SHARES, WRITTEN (eg “One Hundred and Forty Three”] | | | | [NUMBER OF SHARES, NUMERICAL (eg 143)]   1. [NUMBER] units of [NOMINAL VALUE] |
|  | 1. Name and address of registered holder should be given in full. | | | 1. [TRANSFEROR NAME] [IF A COMPANY, NOTE THE COMPANY NUMBER] 2. [TRANSFEROR ADDRESS] | | | | |
|  | 1. We hereby transfer the above security out of the name(s) aforesaid to the person(s)  named below. | | | | | | 1. Stamp of Selling Broker(s) or, for transactions  which are not stock exchange transactions, of Agent(s), if any, acting for the Transferor(s). | |
|  | 1. Signed by 2. …………………………………………………………………………………………………...   **[TRANSFEROR NAME]** | | | | | | 1. Date ……………………………………………….. | |
|  | 1. Full name(s) and full postal address(es) (including County or, if applicable, Postal District number) of the person(s) to whom the security is transferred. 2. Please state title, if any, or whether Mr., Mrs. or Miss. 3. Please complete in type or in Block Capitals | | 1. [RECIPIENT NAME] [IF A COMPANY, NOTE THE COMPANY NUMBER] 2. [RECIPIENT ADDRESS] | | | | | |
| 1. I/We request that such entries be made in the register as are necessary to give effect to this transfer. | | | | | | | | |
| 1. Stamp of the Buying Broker(s) (if any). | | | | | 1. Stamp or name and address of the persons lodging this form  (if other than the Buying Broker(s)). | | | |
|  | | | | |  | | | |
| 1. Reference to the Registrar in this form means the registrar or registration agent of the undertaking, not the Registrar of Companies at Companies House. | | | | | | | | |

1. **FORM OF CERTIFICATE REQUIRED - TRANSFERS NOT CHARGEABLE   
   WITH *AD VALOREM* STAMP DUTY**
2. **Complete Certificate 1 if:**

* the consideration you give for the shares is £1,000 or less and the transfer is not part of a larger transaction or series of transactions (as referred to in Certificate 1).

1. **Complete Certificate 2 if:**

* the transfer is otherwise exempt from Stamp Duty and you are not claiming a relief, or
* the consideration given is not chargeable consideration.

1. **Certificate 1**

\* Please delete as appropriate

1. I/We\* certify that the transaction effected by this instrument does not form part of a larger transaction or series of transactions in respect of which the amount or value, or aggregate amount or value, of the consideration exceeds £1,000.

\* Delete second sentence if certificate is given by transferor

1. I/We\* confirm that I/we\* have been authorised by the transferor to sign this certificate and that I/we\* am/are\* aware of all the facts of the transaction.\*\*

|  |  |
| --- | --- |
| 1. *Signature(s)* | 1. *Description ("Transferor", "Solicitor", etc)* |
| 1. ……………………………………………………………. | 1. Transferor |
|  |  |
|  |  |
| 1. *Date* |  |
| 1. ……………………………………………………………. |  |

1. **Certificate 2**

\* Please delete as appropriate

1. I/We\* certify that this instrument is otherwise exempt from *ad valorem* Stamp Duty without a claim for relief being made or that no chargeable consideration is given for the transfer for the purposes of Stamp Duty.

\* Delete second sentence if certificate is given by transferor

1. I/We\* confirm that I/we\* have been authorised by the transferor to sign this certificate and that I/we\* am/are\* aware of all the facts of the transaction.\*\*

|  |  |
| --- | --- |
| 1. *Signature(s)* | 1. *Description ("Transferor", "Solicitor", etc)* |
| 1. ……………………………………………………………. | 1. Transferor |
|  |  |
|  |  |
| 1. *Date* |  |
| 1. ……………………………………………………………. |  |

1. **Notes**
2. (1) You don't need to send this form to HM Revenue & Customs (HMRC) if you have completed either Certificate 1 or 2, or the consideration for the transfer is nil (in which case you must write 'nil' in the consideration box on the front of form). In these situations send the form to the company or its registrar.
3. (2) In all other cases - including where relief from Stamp Duty is claimed - send the transfer form to HMRC to be stamped.
4. (3) Information on Stamp Duty reliefs and exemptions and how to claim them can be found on the HMRC website at [hmrc.gov.uk/sd](http://www.hmrc.gov.uk/sd).