

# 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	<p>payment to a half (not possible in case of UG)</p> <p>full payment</p>
<p>Specific majority requirements</p> <p>for „ordinary“ shareholder resolutions</p> <p>for amendment of the articles of association</p> <p>quorum for shareholder resolutions</p>	<p>_____ % of the votes cast</p> <p>_____ % of the votes cast</p> <p>_____ % of the votes cast</p>
Disposal of shares	<p><input type="checkbox"/> possible without restrictions</p> <p><input type="checkbox"/> possible with the consent of the co-shareholders with</p> <p style="padding-left: 20px;"><input type="checkbox"/> simple majority</p> <p style="padding-left: 20px;"><input type="checkbox"/> a majority of ___ %t</p> <p><input type="checkbox"/> possible in favor of co-shareholders</p> <p><input type="checkbox"/> possible in favor of relatives</p> <p><input type="checkbox"/> co-shareholder pre-emption right in the event of a sale</p> <p><input type="checkbox"/> co-shareholder call option for fair value</p>
Redemption right	<p><input type="checkbox"/> no</p> <p><input type="checkbox"/> yes</p> <p>Compensation payment: <input type="checkbox"/> book value    <input type="checkbox"/> other:</p> <p style="padding-left: 40px;"><input type="checkbox"/> „fair value“ / IDW</p>
Right to withdrawal	<p><input type="checkbox"/> no</p> <p><input type="checkbox"/> yes</p> <p>Compensation payment: <input type="checkbox"/> book value    <input type="checkbox"/> other:</p> <p style="padding-left: 40px;"><input type="checkbox"/> „fair value“ / IDW</p>
Non competition clause	<p><input type="checkbox"/> no</p> <p><input type="checkbox"/> yes</p> <p><input type="checkbox"/> even after withdrawal for a period of _____ years, however limited to the following regions:</p>

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

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

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

**Notaries Brücker & Klühs**  
**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

Johanna Brücker & Dr. Hannes Klühs

Notaries in Düsseldorf