FORM OF CERTIFICATE REQUIRED WHERE TRANSFER IS EXEMPT FROM STAMP DUTY

Instruments of transfer executed on or after 1st May 1987 effecting any transactions within the following categories are exempt from stamp duty:

A: The conveyance or transfer of property to a beneficiary or his nominee under a will.

B: The conveyance or transfer of property the subject of a specific devise or legacy to the beneficiary named in the will (or his nominee).

C: The conveyance or transfer of property which forms part of an intestate's estate to the person entitled on intestacy (or his nominee).

D: The appropriation of property within section 84(4) of the Finance Act 1985 (death: appropriation in satisfaction of a general legacy of money) or section 84(5) or (7) of that Act (death: appropriation in satisfaction of any interest of surviving spouse and in Scotland also of any interest of issue).

E: The conveyance or transfer of property which forms part of the residuary estate of a testator to a beneficiary (or his nominee) entitled solely by virtue of his entitlement under the will.

F: The conveyance or transfer of property on and in consideration only of marriage to a party to the marriage (or his nominee) or to trustees to be held on the terms of a settlement made in consideration only of the marriage.

G: The conveyance or transfer of property within section 83(1) of the Finance Act 1985 (transfers in connection with divorce etc).

H: The transfer of property under this category is not appropriate by form of common transfer.

I: The conveyance or transfer of property in or towards satisfaction of the shareholder's rights on a winding-up.

J: Transfer of property under this category is not appropriate by form of common transfer.

K: Transfer of property under this category is not appropriate by form of common transfer.

L: The conveyance or transfer of property operating as a voluntary disposition inter vivos.

M: The conveyance or transfer of property in consideration of a debt etc. (Gift transfer).

Note: Where appropriate the above certificate should only be signed by the transferor, his Solicitor or a duly authorised agent. Where it is signed by a duly authorised agent, the following statement must be signed:

I/We hereby certify the conveyance or transfer of property by the within instrument as agent for the transferor and that I/We am/are duly authorised to sign in the name and on behalf of the transferor.

Date______________________________

* Signature * Description (Transferor’ Solicitor’ etc).

Guidance Notes

Form of certificate required where the transfer is not exempt but is not liable to ad valorem Stamp Duty

a) Transfer by way of security for a loan or re-transfer to the original transferor on repayment of a loan.

b) Transfer, not on sale and not arising under any contract of sale and where no beneficial interest in the property passes (i) to a person who is a mere nominee of, and is nominated only by , the transferor,(ii) from a mere nominee who has at all times, held the property on behalf of the transferee, (iii) on or in contemplation of transactions of the type commonly known as "stock transfer", (iv) on or in contemplation of a sale of stock.

c) Transfer to or from a person who is not a shareholder in the company or a member of the company’s group and who will not become a shareholder in the company or a member of the company’s group if the transfer is completed.

d) Transfer of stock involving common shares or common share warrants.

I/We hereby certify that the transaction in respect of which this transfer is made is one which falls within the category ________________________ (above).

Date______________________________

* Signature * Description (Transferor’ Solicitor’ etc).

The Reverse of the Stock Transfer Form

Form of Certificate Required where Transfer is Exempt from Stamp Duty: This certificate must be completed if the transfer is exempt from stamp duty.

You must complete the category under which the transfer falls (for example, 'L' for a gift).

If you require further advice in respect of stamp duty we recommend that you contact the Inland Revenue Stamp Office at the address below. Alternatively you can telephone the Stamp Office Helpline on 0845 603 0135.

Inland Revenue Stamp Office
South West Wing
Black Horse
London WC2B 4QN

Form of Certificate required where the Transfer is not exempt but is not liable to ad valorem Stamp Duty: This certificate must be completed if the transfer is not exempt but is not liable to ad valorem stamp duty.

You should send the form with the duty to the Inland Revenue Stamp Office.

PLEASE REMEMBER TO ENCLOSE THE SHARE CERTIFICATE(S) WHEN RETURNING THE STOCK TRANSFER FORM FOR REGISTRATION.

Stock Transfer Form & Guidance Notes
Stock Transfer Form

Please complete the attached form if you wish to transfer shares or other securities to another person. The number below refers to the attached note(s).

(1) Stamp Duty: If the transfer is liable to stamp duty, the completed stock transfer form must be submitted to the Inland Revenue Stamp Office. Some types of transfer, e.g., gifts, are exempt from stamp duty. Please see the back of the form for more details. If the reverse of the form is not appropriately completed and no stamp duty is paid, the form will be rejected.

(2) Consideration Money: If shares are being transferred in exchange for cash, please show the amount of money being paid, otherwise write "nil" (for example, if the transfer is a gift or "nominal" if the transfer is not exempt but is not liable to ad valorem stamp duty. Please see the back of the form for details about ad valorem stamp duty).

(3) Full name of undertaking: This is the name of the company in which the shares are held.

(4) Full description of undertaking: This is the type of shares being transferred (e.g., Ordinary shares of …)

(5) Words: The number of shares being transferred in words.

(6) Figures: The number of shares being transferred in figures.

(7) Transferor(s) Details: I/We hereby transfer the above security out of the name(s) of the aforesaid...

(8) Signature(s) of transferor(s): All holders must sign here. If you hold Power of Attorney for the registered holder, or are a personal representative please sign here stating your capacity. (N.B. If the legal document that allows you to sign on behalf of the shareholder has not already been submitted to the Registry, it must be included with the transfer).

(9) Date: Enter the date the transfer was signed by the transferor. Any balance certificate resulting from this transfer will be sent to the first named transferor. Please note, if an agent has sent the transfer on your behalf it should be stamped the form and any business certificate will be sent to that agent.

(10) Transferee(s) Details: Enter the full name(s) of the person(s) to whom the shares are to be transferred in block capitals together with the address and postcode. Please include title i.e. Mr, Miss, etc. If there is more than one shareholder only the address of the first shareholder needs to be shown. Please note that initials are not acceptable.

(11) Account Designation(s): I/We request that such entries be made in the register as are necessary to give effect to this transfer.

(12) Account Designation: Note: Company Law does not consider it to be good practice to register minors under the age of 18 (or 16 if in Scotland) as members of a Company in their own right. It is recommended that the shares be registered in the name of a parent or guardian with a Governors designation, and the proceeds from the sale of the shares be sent to them in the name of the minor.

(13) Stamp of Buying Broker(s): If any, please be placed here. If you do not wish the new certificate to be issued to the address shown in Note 11 please enter the appropriate details here of where you wish the certificate to be sent.

(14) Signature: Stamp of Selling Broker(s) or, Agent(s), if any, I/We hereby transfer the above security out of the name(s) of the aforesaid...

(15) Account Designation (if any): I/We hereby transfer the above security out of the name(s) of the aforesaid...

(16) Signature: Stamp or name and address of person lodging this form

Guidance Notes for Transfer of Shares

If you require help in completing this form, please contact an advisor.
Guidance Notes for Transfer of Shares

Please complete the attached form if you wish to transfer shares.

The numbers below relate to the attached form.

(1) Stamp Duty: If the transfer is liable to stamp duty, the completed stock transfer form must be submitted to the Inland Revenue Stamp Office. Some types of transfer (e.g., gifts) are exempt from stamp duty. Please see the back of the form for more details. If the stamps of the form are not appropriately completed and no Stamp Duty is paid, the form will be rejected.

(2) Consideration Money: If shares are being transferred in exchange for cash, please show the amount of money being paid. Otherwise write "nil" (for example, if the transfer is a gift). If the transfer is not exempt but is not liable to ad valorem stamp duty, please see the back of the form for details about ad valorem stamp duty.

(3) Full name of undertaking: This is the name of the company in which the shares/stock are held.

(4) Full description of Security: This is the type of shares being transferred (e.g., Ordinary shares of 1p).

(5) Words: The number of shares being transferred in words.

(6) Figures: The number of shares being transferred in figures.

(7) The number of shares being transferred must be completed.

(8) Account designation: If you have an account designation, this will be shown on your certificate as a series of up to eight characters after the name of the sole or first name holder (e.g., John Smith A/C 1).

(9) Signature(s) of Transferor(s): All holders must sign here. If you hold Power of Attorney for the registered holder, or are a personal representative, please sign here stating your capacity. (N.B. If the legal document that allows you to sign on behalf of the shareholder has not already been submitted to the registrar, it must be included with the transfer).

(10) Date: Enter the date the transfer was agreed by the transferee. Any balance certificate resulting from this transfer will be sent to the first named transferee. Please note, if an agent has sent this transfer on your behalf, unless stamped the form any balance certificate will be sent to that agent.

(11) Transferee(s) Details

Full name(s) and Full Postal Address: Enter the full names(s) of the person(s) to whom the shares are to be transferred to in block capitals together with the address and postcode. Please include title if required. Please state title, if any, or whether Mr, Mrs, or Miss should be shown. Please note that initials are not acceptable.

(12) Account Designation: If required, please enter a Designation up to a maximum of eight characters.

If you require help in completing this form, please contact an advisor.
Guidance Notes for Transfer of Shares

Please complete the attached form if you wish to transfer shares

The numbers below relate to the attached form.

1. Stamp Duty: If the transfer is liable to stamp duty, the completed stock transfer form must be submitted to the Inland Revenue Stamp Office. Some types of transfer (e.g., gifts) are exempt from stamp duty. Please see the back of the form for more details. If the results of the form is not appropriately completed and no Stamp Duty is paid, the form will be rejected.

2. Consideration Money: If shares are being transferred in exchange for cash, please show the amount of money being paid, otherwise write "nil" (e.g., if the transfer is a gift or "nominal" if the transfer is not exempt but is not liable to ad valorem stamp duty. Please see the back of the form for more details about ad valorem stamp duty).

3. Full name of undertaking: This is the name of the company in which the shares/stock are held.

4. Full description of Security: This is the type of shares being transferred (e.g., Ordinary shares of the Company).

5. Words: The number of shares being transferred in words.

6. Figures: The number of shares being transferred in figures.

7. Transferor(s) Details: In the name(s) of: The full name(s) of the person(s) holding the shares as shown on the certificate(s), together with the full address of the first named holder. If this relates to a deceased shareholder, please complete the full name and address of the deceased together with the full names of all the executor(s), administrator(s) or personal representatives.

8. Account Designation: In the name(s) of: If you have an account designation, this will be shown on your certificate as a series of up to eight characters after the name of the sole or first name holder (e.g., John Smith A/C 1.

9. Signature(s) of Transferor(s): All holders must sign here. If you hold Power of Attorney for the registered holder, or are a personal representative, please sign here stating your capacity. (N.B. If the legal document that allows you to sign on behalf of the shareholder has not already been submitted to the Registrar, it must be submitted with the transfer).

10. Date: Enter the date the transfer was agreed to by the transferor. Any balance certificate resulting from the transfer will be sent to the first named transferor. Please note, if an agent has sent this transfer on your behalf and has stamped the form any balance certificate will be sent to that agent.

11. Transferor(s) Details: Full name(s) and Full Postal Address: Enter the full name(s) of the person(s) to whom the security is transferred. Please state title, if any, or "nil" (e.g., Mr, Miss, etc). If there is more than one shareholder only the address of the first shareholder needs to be shown. Please state title, if any, or "nil".

12. Account Designation: If required, please enter a Designation up to a maximum of eight characters.

Note: The Company is not entitled to rely on a personal designation (or a succession of personal designations) in any legal action or in any enforcement of a Company in its own name. It is recommended that the transferor designates the name of a person or partnership with a corporate designation, preferably the initials of the name. You may require such legal advice regarding the procedures for transferring or selling shares in the future if the name is so registered in the name of a company.

13. (The Name of the Depository) should be placed here if any.

14. (If you do not wish the new certificate to be issued to the address shown in Note 11 please enter the appropriate details here of where you wish the certificate to be sent.)

15. Signature(s) of Transferor(s): All holders must sign herne. If you hold Power of Attorney for the registered holder, or are a personal representative, please sign here stating your capacity. (N.B. If the legal document that allows you to sign on behalf of the shareholder has not already been submitted to the Registrar, it must be submitted with the transfer).

16. Date: Enter the date the transfer was agreed to by the transferor. Any balance certificate resulting from the transfer will be sent to the first named transferor. Please note, if an agent has sent this transfer on your behalf and has stamped the form any balance certificate will be sent to that agent.

17. Transferor(s) Details: Full name(s) and Full Postal Address: Enter the full name(s) of the person(s) to whom the security is transferred. Please state title, if any, or "nil" (e.g., Mr, Miss, etc). If there is more than one shareholder only the address of the first shareholder needs to be shown. Please state title, if any, or "nil".

18. Account Designation: If required, please enter a Designation up to a maximum of eight characters.

Note: The Company is not entitled to rely on a personal designation (or a succession of personal designations) in any legal action or in any enforcement of a Company in its own name. It is recommended that the transferor designates the name of a person or partnership with a corporate designation, preferably the initials of the name. You may require such legal advice regarding the procedures for transferring or selling shares in the future if the name is so registered in the name of a company.

19. (The Name of the Depository) should be placed here if any.

20. (If you do not wish the new certificate to be issued to the address shown in Note 11 please enter the appropriate details here of where you wish the certificate to be sent.)
The revised form of the Stock Transfer Form.

Form of Certificate required when transfer is exempt from Stamp Duty:

I/We hereby certify that the transaction in respect of which the transfer is made is one which falls within the category _______.

Note: The above certification should only be signed by the transferor, his Solicitor or a duly authorised agent. Where it is signed by a duly authorised agent, the following statement must also be signed.

I/We hereby certify the conveyance or transfer of property by the within instrument as agent for the transferor and that I/We am/are duly authorised to sign in that capacity from my/our own knowledge of the facts of the transaction.

**NB:** If none of the above declarations can be given then the transfer should be submitted to the Controller of Stamps and usually will attract the fixed duty offered ______________________________ __________________________.

Form of certificate required where the transfer is not exempt but is not liable to ad valorem Stamp Duty

I/We hereby certify that the transaction in respect of which this transfer is made is one which falls within the category _______.

Date ______________________________ __________________________.

Form of certificate required when the transfer is not exempt but is liable to ad valorem Stamp Duty

I/We hereby certify that the transaction in respect of which the transfer is made is one which falls within the category _______.

Date ______________________________ __________________________.

Note: All certificates must be signed in ink except in cases where the transferor is represented by a bank or solicitor, in which event the form may be completed in carbon or similar duplicate form.

Guidance Notes

The reverse of the Stock Transfer Form.

Form of Certificate required when transfer is not exempt from Stamp Duty:

This certificate must be completed if the transfer is exempt from stamp duty.

You must complete the category under which the transfer falls (for example, ‘L’. for a gift).

If you require further advice concerning stamp duty we recommend that you contact the Inland Revenue Stamp Office at the address below. Alternatively you can telephone the Stamp Office hotline on 0800 200 5155.

Inland Revenue Stamp Office
South West Wing
Bush House
London WC2B 4QN

Form of certificate required where the transfer is not exempt but is liable to ad valorem Stamp Duty:

This certificate must be completed if the transfer is not exempt but is liable to ad valorem stamp duty. You should send the form with the duty to the Inland Revenue Stamp Office.

Date ______________________________ __________________________.

Please remember to enclose the share certificates when returning the Stock Transfer Form for registration.

Kindly note that any part of the form is completed incorrectly it will be rejected, any amendments that are made must be done in Ink or similar permanent writing material.

The Carbon copy will not be accepted by the registrar and documents are sent to and from the registrar in the shareholders’ code.

Stock Transfer Form & Guidance Notes
Instruments of transfer executed on or after 1st May 1987 effecting any transactions within the following categories are exempt from stamp duty:

A: The vesting of property subject to a trust in the trustees of the trust on the appointment of a new trustee, or in the continuing trustees on the retirement of a trustee.

B: The conveyance or transfer of property which forms part of an intestate's estate to the person entitled on intestacy (or his nominee).

C: The conveyance or transfer of property which forms part of the residuary estate of a testator to a beneficiary (or his nominee) entitled solely by virtue of his entitlement under the will.

D: The appropriation of property within section 84(4) of the Finance Act 1985 (death: appropriation in satisfaction of a general legacy of money) or section 84(5) or (7) of that Act (death: appropriation in satisfaction of any interest of surviving spouse and in Scotland also of any interest of issue).

E: The conveyance or transfer of property out of a settlement in or towards satisfaction of a beneficiary's interest, not being an interest acquired for money or for no consideration in money or money's worth nor any other kind of consideration.

F: The conveyance or transfer of property within section 83(1) of the Finance Act 1985 (transfers in connection with divorce etc).

G: The conveyance or transfer by the liquidator of property which formed part of the assets of the company in liquidation to a shareholder of that company (or his nominee).

H: The conveyance or transfer of property under this category is not appropriate by form of common transfer.

I: Transfer of property under this category is not appropriate by form of common transfer.

J: Transfer of property subject to a trust in the trustees of the trust on the appointment of a new trustee, or in the continuing trustees on the retirement of a trustee.

This certificate must be completed if the transfer is exempt from stamp duty. If you require further advice in respect of stamp duty we recommend that you contact the Inland Revenue Stamp Office at the address below. Alternatively you can telephone the Stamp Office than the Inland Revenue Stamp Office.

Please remember to enclose the share certificate(s) when returning the stock transfer form for registration.

Kindly note that if any part of the form is completed incorrectly it will be rejected, any amendments that are made to the form or any corrections must be initialled. Proof of posting will not be accepted by the registrar and documents are sent to and from the registrar at the shareholders' risk.

A.B. (If the above certificate has been completed, this space does not need to be utilised but may be used in other cases.

A.D. (If the above certificate has been completed, this space does not need to be utilised but may be used in other cases.

A.E. (If the above certificate has been completed, this space does not need to be utilised but may be used in other cases.

The Reverse of the Stock Transfer Form.

Form of Certificate required where the Transfer is not exempt but is not liable to ad valorem Stamp Duty: This certificate must be completed if the transfer is not exempt but is not liable to ad valorem stamp duty. You should send the form with the day in the Inland Revenue Stamp Office.

Inland Revenue Stamp Office
South Wrang
Black Horse
London WC2B 4QN

Form of Certificate required where the Transfer is not exempt but is liable to ad valorem Stamp Duty: This certificate must be completed if the transfer is not exempt but is liable to ad valorem stamp duty. You should send the form with the day in the Inland Revenue Stamp Office.

Stock Transfer Form & Guidance Notes