

CAPITA

REGISTRARS

Stock Transfer Form & Guidance Notes

**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 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/stock are held.

(4) Full description of Security: This is the type of shares being transferred (E.g. Ordinary shares of 20p).

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

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

Please note that <u>both</u> boxes 5 & 6 must be completed.
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(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(s).

(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) Signatures(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 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 this transfer on your behalf and has 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) in whose name the shares are to be transferred to 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.

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

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 name. It is recommended that the shares be registered in the name of a parent or guardian with a suitable designation, preferably the initials of the minor. You may need to seek legal advice regarding the procedures for transferring or selling the shares in the future if they are registered in the name of a minor.

(13) The Stamp of the Buying Broker(s) 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.

STOCK TRANSFER FORM

(1)

(Above this line for Registrars only)

<p>(2)</p> <p>Consideration Money £.....</p>	<p>Certificate lodged with the Registrar</p> <p>(For completion by the Registrar)</p>	
<p>Full name of Undertaking</p>	<p>(3)</p>	
<p>Full description of Security</p>	<p>(4)</p>	
<p>Number or amount of shares, stock or other security and, in figures column only, number and denomination of units, if any.</p>	<p>Words (5)</p>	<p>Figures (6)</p> <p>(units of)</p>
<p>Name(s) of registered holder(s) should be given in full; the address should be given where there is only one holder.</p> <p>If the transfer is not made by the registered holder(s) insert also the name(s) and capacity (e.g. Executor(s)) of the person(s) making the transfer</p>	<p>In the name(s) of (7)</p>	<p>Account Designation (if any) (8) (max 8 characters)</p>
<p>I/We hereby transfer the above security out of the name(s) of the aforesaid to the person(s) named below or to the several persons named in Parts 2 of the Brokers Transfer Forms relating to the above security:</p> <p>(9) Signature(s) of transferor(s)</p> <p>1 _____</p> <p>2 _____</p> <p>3 _____</p> <p>4 _____</p> <p>Bodies corporate may execute under their common seal.</p>		<p><i>Stamp of Selling Broker(s) or, Agent(s), if any, acting for the Transferor(s).</i></p> <p>(10)</p> <p>Date _____</p>
<p>Full name(s) of all holders, and full postal address(es) of first holder (including County or, if applicable, postcode) of the person(s) to whom the security is transferred.</p> <p>Please state title, if any, or whether Mr, Mrs, or Miss</p> <p>Please complete in Block Capitals</p>	<p>(11)</p> <p>Account Designation (if any) (12) (max 8 characters)</p>	
<p>I/ We request that such entries be made in the register as are necessary to give effect to this transfer.</p>		
<p>(13)</p> <p>Stamp of Buying Broker(s) (if any)</p>	<p>(14)</p> <p>Stamp or name and address of person lodging this form (if other than the Buying Broker(s))</p>	

Detach Here

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 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 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 out of a settlement in or towards satisfaction of a beneficiary's interest, not being an interest acquired for money or money's worth, being in conveyance or transfer constituting a distribution of property in accordance with the provisions of the settlement.
- G: 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.
- H: The conveyance or transfer of property within section 83(1) of the Finance Act 1985 (transfers in connection with divorce etc).
- I: 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) 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* for no consideration in money or money's worth nor any consideration referred to in section 57 of the Stamp Act 1891 (conveyance in consideration of a debt etc). (Gift transfer).
- M: The conveyance or transfer of property by an instrument within section 84(1) of the Finance Act 1985 (death: varying disposition).

* Delete as appropriate * I/We hereby certify that the transaction in respect of which the transfer is made, is one which falls within the category † _____, above.

† Where appropriate
input category from
'A' - 'M' as above.

* Signature(s)

* Description (Transferor' Solicitor' etc).

Date _____

* **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.

* Signature

* Description (Transferor' Solicitor' etc).

Date _____

- N.B.**
- (1) If the above certificate has been completed, this transfer does not need to be submitted to the Stamp Office but may be sent direct to the Registrars.
 - (2) If the above certificate is not completed, this transfer must be submitted to the Stamp Office and duly stamped (*See below*).

**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) from one nominee to another nominee of the same beneficial owner where the first nominee has at all times held the property on behalf of that beneficial owner. (NOTE - This category does not include a transfer made in any of the following circumstances: (i) by a holder of stock etc., following the grant of an option to purchase the stock, the person entitled to the option or his nominee: (ii) to a nominee in contemplation of a contract for the sale of the stock etc, then about to be entered into; (iii) from the nominee of a vendor, who has instructed the nominee orally or by some unstamped writing to hold stock etc., in trust for a purchaser, to such a purchaser.
- c) Transfer not falling within parts one or two for which adjudication is required.

I/We hereby certify that the transaction in respect of which this transfer is made is one which falls within the category (a), (b) or (c) above (delete as appropriate).

Here set out concisely the facts explaining the transaction in cases falling within (a) or (b) or in any case where fixed duty is offered

* Signature _____ * Description (Transferor' Solicitor' etc). _____
Date _____

* **NOTE** - The above certificate should be signed by (1) the transferor(s) or (2) a member of a recognised stock exchange or a Solicitor or an accredited representative of a bank acting for the transferor(s). A certificate in other cases should be signed by a solicitor or other person stating the capacity in which he signs, that he is authorised to sign and that he gives the certificate from his own knowledge of the facts stated in it.

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 *ad valorem* stamp duty.

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
Bush House
Strand
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 then 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.

Kindly note that if any part of the form is completed incorrectly it will be rejected, any amendments that are made and/or tippex 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.