

Instructions

1. CORPORATE NAME. The business name must be clearly separable from similar name of other corporations, branch offices and trademarks, already registered or applied for. So please submit alternative names. We check your suggested corporate names against corporate names and trademarks from our computer, which is on-line with the Swedish Companies Registration Office's Register of Companies and the Register of Trade Marks. We cannot guarantee a name to be registered, though it does not occur in the registers.

A Corporation's name does not have to be in Swedish. A foreign name is equally acceptable. The corporate name can also be registered in more than one language, but the different linguistic versions must be identical in terms of content. The versions does not have to be literally coincident, but their actual import must be identical. Each version can be used as an independent name at the same time as versions in other languages. For practical reasons, corporate names must be spelt using the English alphabet. Arabic, Greek or Cyrillic characters are not accepted. Acceptable letters (upper and lower case) in addition to A-Z are Å, Ä, Ö, Ü, AE, É and È.

A corporate name must always include the term "aktiebolag". A translation of this term may be used if the foreign term is essentially equivalent. One version of the corporate name must always include the Swedish term "aktiebolag" or the abbreviation AB.

2. "OFF-THE-SHELF" COMPANIES. To enable our clients to get started quickly, we have "stockpiled" a number of unused registered corporations for sale. They all have SEK 100 000 in share capital. We can increase this share capital, if desired, when the incorporation documents are drawn up.

3. NEW INCORPORATION is a cheaper option than buying an unused already registered company, but it can be a time-consuming procedure since the registration process includes approval of a corporate name. The registration process culminates in the issue of a company registration number. The company registration number is a company's formal identity and is used in many contexts.

4. RESERVED. If you have already made a reservation for a corporation, please quote this company's number here.

5. ENGLISH DOCUMENTS. When you want the documents to be translated, tick this box.

6. SHARE CAPITAL. In a Swedish company the share capital must amount to at least SEK 100 000.

A corporation can be owned by a foreign national or a foreign company. The share capital must be transferred through a Swedish bank. See also point 9.

7. BOARD MEMBERS, DEPUTIES, MANAGING DIRECTORS, SHAREHOLDERS, COMPANY SIGNATORIES OUTSIDE THE BOARD AND PERSON TO RECEIVE COURT SUMMONS. The Board of Directors must have a minimum of one or two regular members and a deputy. No deputy is required if the Board has at least three regular members. All members of the Board, Deputies, the Managing Director and other company signatories must be of legal age (at least 18 years old) and not bankrupt. Half of the board must be resident within the EEA, European Economic Area. If no boardmember or company signatory is domiciled in Sweden the company must have a person with domicile in Sweden who can receive and sign court summons to the company.

On request, we can assist you to get in touch with people qualified for a seat on a Swedish corporation's Board of Directors. See also point 13.

"MEM" is entered in the "Position in the company" box for ordinary Members of the Board and "DEP" for Deputy Members of the Board.

Chairman of the board. A Chairperson must be designated whenever a Board of Directors has more than one member. The Chairperson is indicated with "CHAIR" in the "Position in the company" box.

Managing Director. A Managing Director (President) need only be designated if the company is public. The Managing Director need not be a Member of the Board but of legal age, domiciled within the EEA and not bankrupt. The Managing Director is indicated with "MD" in the "Position in the company" box. "MD NOT BOARD" is indicated if the Managing Director is not a Member of the Board.

Shareholders may be foreign nationals or foreign companies. When the shareholder is a company, the shareholder must be represented by a natural person (name specified).

Person who can receive court summons has no other right than receiving and signing court summons and servings. Indicated with "CS" in the "Position in the company" box.

8. AUDITOR. Only one auditor is required, with or without a deputy. At least one of the Auditors and one of the deputies must be chartered or registered by Swedish authorities, all other Auditors can be foreign citizens and domiciled outside Sweden. The Auditor must not be a close relative of any Member of the Board, nor have a seat on the Board.

9. SUBSCRIPTION OF SHARE CAPITAL. Share capital can be paid in kind instead of money, i.e. with other property than cash (Swedish "Apport"). This property may consist of machinery, securities, an existing business etc. We require a description of the property in order to issue the appropriate documents when share capital is to be paid with property other than cash. When the non-cash consists of a business conducted in Sweden, we require authenticated financial statements for the business for the last two fiscal years.



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10. COMPANY SIGNATORIES. Unless otherwise stated, all Members of a Board shall jointly be entitled to sign for the company. In addition to the alternatives in the form, a person outside the Board of Directors may also be authorized to sign for a company. The name, national registration number etc. must be specified for any signatory who is not on the Board. Company signatories who are not on the Board of Directors shall be designated with "COMPSIGN" in the "Position in the company" box. Special permission is required if this person is not resident within the EEA, see point 13.

11. LINE OF BUSINESS. The nature, business sector or type of merchandise encompassed by the corporation's line of business must be stated. E.g. manufacturing of clothing.

12. REGISTERED OFFICE. This office is usually situated in the municipality where the company conducts its business and must be in Sweden. We can offer the service of the registered office.

13. CITIZENS DOMICILED OUTSIDE SWEDEN. All nationals may serve as Board members and Deputy Members without special permission, but at least half of the Board members and half of the Deputies must be resident within the EEA. These and the following rules apply, including employee Board Members.

Managing Director/Deputy Managing Director. A person to serve as a corporation's Managing Director (President)/Deputy Managing Director (vicepresident) must be resident within the EEA.

Non-Board member signatories for a company. Permission is only required when the signatories are domiciled outside EEA. If a signatory is already a Board Member/Deputy or Managing Director/Deputy Managing Director, no special permission is required for her/him to serve as a company signatory.

Auditors; One of the Regular and one of the Deputy Auditors must be chartered or registered by Swedish authorities. Any other auditor can be a foreign citizen and domiciled outside Sweden.

DOCUMENTS NECESSARY FOR EXEMPTION. An identity document is required for any person in the company, who is resident outside Sweden or for whom an exemption application is to be tendered. Verified copies of passport pages showing the photo, the person's complete name, citizenship, place of domicile and date of birth will suffice.

Permits are always personal and for specific duties in a specific corporation. An exemption permitting membership of the Board of a corporation does not imply that permission is unnecessary for corresponding duties in another corporation. A new exemption is also required for a Deputy Member to be made a full Member of the Board in the same company.

If no representative is domiciled in Sweden there must be one person domiciled in Sweden who can receive and sign servings and court summons. We can offer that service.

14. ACCOUNTING DATE. Only 30th April, 30th June, 31st August or 31st December are allowed. Foreign corporations with different accounting dates may be granted special permission to use these dates for their Swedish companies as well. We can assist you in applying for a permission in such matters. Please supply us with a copy of the parent company's Certificate of Incorporation, showing the company's accounting date and a copy of it's latest annual financial report.

15. ACCOUNTING DATE FOR INITIAL FISCAL YEAR. When a new corporation is started, its initial fiscal year is usually more or less than 12 months, although it may not exceed 18 months. Indicate here if you have any special wishes about the accounting date for your corporation's initial fiscal year.

16. OFFER OF FIRST REFUSAL. This means that shareholders have first option on the redemption of shares acquired by other owners. We has the following standard options:

A1) One option covers all kinds of share transfers, even to existing shareholders ("All" in the form).

A2) One option covers all kinds of share transfers but not to existing shareholder ("Not shareholders" in the form).

One option exempts share transfers, by inheritance, request or gift, to direct issues. As regards other kinds of share transfers, first refusal also applies to transfers to existing shareholders ("No direct issue" + "Not shareholders" in the form).



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