

The English documents in this formation package can only be used as models. The formation of a limited company is notified to the National Board of Patents and Registration by using documents and forms in Finnish or in Swedish.

THE NATIONAL BOARD OF PATENTS AND REGISTRATION (NBPR)
Trade Register

**LIMITED COMPANY
FORMATION PACKAGE**

The NBPR's formation package includes all the following documents you need to form a limited company and notify it to the Trade Register: **Memorandum of Association, Articles of Association, Start-up Notification Form Y1 and the Trade Register's Appendix Form 1.**

The formation package is intended for companies for which a standard Articles of Association is adequate and whose shares are paid in cash and the total subscription price is entered in the share capital. This package cannot be used if you need unusual provisions in the Articles of Associations, for example:

- you need Articles of Association that include other provisions than are included in the standard Articles of Association (for example the company has shares of different classes or the shares need to have a nominal value),
- the shares are paid using other property than money, or
- the subscription price in full is not entered in the share capital.

A limited company must always be reported for registration within three months from the signing of the Memorandum of Association. If the company is not reported for registration within that period, the formation will expire. The shares must be fully paid into a bank account opened on behalf of the company being formed.

WHAT KINDS OF COMPANY NAMES ARE REGISTERED AT THE TRADE REGISTER?

The name of a limited company must include an indication of the corporate form, i.e. the Finnish abbreviation 'oy' or the Swedish abbreviation 'ab' or the Finnish word 'osakeyhtiö' or the Swedish word 'aktiebolag'. Under the Finnish Company Names Act, a company name must individualise the business of the owner, i.e. the company name cannot only describe the type of business or the products offered. Nor can the company name be confusable with the name of a company operating in the same line of business. The company name must also clearly distinguish itself from company names that have already been registered. For more information, see the Trade Register's web pages at www.prh.fi > in English > Trade Register.

Before the registration, you cannot be totally sure if a company name can be registered. You can however study registered or pending company names in the NBPR's Virre Information Service at www.virre.fi or by using the Business Information System at www.ytj.fi.

Trademarks will also be taken into account when the company name is examined.

The NBPR's Trademark Database is accessible at www.prh.fi > in English > Trademarks

On Start-up Notification Form Y1, you can give two alternative company names in addition to the company name you wish to have registered. If there is an obstacle to the registration of the proposed company name, we will examine the alternative company names in order of preference.

HANDLING FEE

The handling fee must be paid in advance. You can pay the fee into the NBPR's account or when you deliver the notification to the PatRek Client Service, T&E Centres or Local Register Offices.

Our bank accounts are:

Nordea 166030-111958
OKO 500001-20378343
Sampo 800013-49922

Enter 'National Board of Patents and Registration, Trade Register' in the payee field and, in the message field, the name of the company and that the payment relates to a basic notification. Please enclose the receipt with the notification.

Limited company formation package

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ERRORS IN THE NOTIFICATION AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION DURING THE START-UP PHASE

Errors will be notified to the contact person by mail or telephone.

In the start-up phase of a company, if the Articles of Association or the composition of the Board of Directors is altered or the content of the Memorandum of Association is otherwise changed, all the founder shareholders usually have to be unanimous about the changes. Therefore, the company has to submit, in writing, the original agreement amending the Memorandum of Association. The agreement has to be signed by all the founder shareholders, who also can authorise some other person to sign the agreement on their behalf.

To facilitate the correction of the aforementioned documents, the Memorandum of Association includes a paragraph where you can authorise the agent indicated in the Notification Form to make any necessary corrections on behalf of all the shareholders. The package also contains a Correction Form to be used when you submit corrections to the Trade Register.

IMPORTANT POINTS IN DRAFTING THE MEMORANDUM OF ASSOCIATION

Shares

In the Memorandum of Association, please state the number of shares subscribed for by each shareholder. Please specify the period within which the shares must be paid. The period must be so short that a basic notification can be submitted to the Trade Register within three months from the signing of the Memorandum of Association. The shares must be fully paid when the notification is being filed. The share capital must be at least 2,500 euros. The subscription price in full is entered in the share capital.

Shareholders

The company can have one or more shareholders.

When a legal person subscribes for shares, its name and Business ID must be stated in the Memorandum of Association. For foreign legal persons, a certified copy of a register extract must be submitted with the notification. If a foreign shareholder does not have a Finnish personal identity code, please state his or her date of birth instead of the personal identity code and enclose for example a photocopy of his or her passport, or some other proof of identity, if he or she has not been notified to the Trade Register before.

Board of Directors, auditors and the Managing Director

A chairperson has to be elected if there is more than one ordinary member in the Board of Directors. A deputy member has to be elected if less than three ordinary members are elected to the Board of Directors.

The auditor has to be an auditor authorised by the Central Chamber of Commerce of Finland, i.e. a KHT auditor; or an auditor authorised by a regional Chamber of Commerce in Finland, i.e. an HTM auditor; or an equivalent firm of auditors. A deputy auditor has to be elected if the ordinary auditor is not a KHT firm of auditors or an HTM firm of auditors.

Under the Auditing Act, a company may under certain conditions decide not to elect an auditor. This is possible if no more than one of the following conditions is fulfilled both during the accounting period that has ended and during the accounting period immediately preceding it:

- 1) the balance sheet total is in excess of 100,000 euros;
- 2) turnover or comparable net sales is in excess of 200,000 euros; or
- 3) the average number of employees exceeds 3.

The name of the auditor and the deputy auditor, if any, must be stated in the Memorandum of Association. If no auditor is elected, please tick the box next to 'No auditors are elected' in the Memorandum of Association.

Under the Finnish Companies Act, it is not obligatory to appoint a Managing Director.

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Accounting period

The Memorandum of Association specifies the accounting period. The normal accounting period is 12 months and is indicated by stating the day and month when the accounting period begins and ends.

- For example: the company's accounting period is 1 January to 31 December.

The first accounting period can be longer or shorter than 12 months but not longer than 18 months. The first accounting period begins as soon as the Memorandum of Association has been signed and must end on the same day of the month as the normal accounting period.

- For example: the company's accounting period is 1 January to 31 December and the first accounting period ends on 31 December 2007.
- NOT like this: the company's accounting period is 1 January to 31 December and the first accounting period ends on 30 June 2007.

On Notification Form Y1, please state the regular accounting period and the end date of the first accounting period. Please check also that the period between the signing of the Memorandum of Association and the end of the first accounting period does not exceed 18 months.

The limited company's original Memorandum of Association has to be submitted with the notification.

IMPORTANT POINTS IN DRAFTING THE ARTICLES OF ASSOCIATION

Model A includes paragraphs that are mandatory under the law, i.e. the company's name, the municipality where the company is managed (domicile) and the company's line of business. It also includes a paragraph on the right of the Board of Directors to give a specified person procuracy rights or the right to represent the company. If you choose Model A, please state the company's name, the municipality where the company is managed (domicile) and the company's line of business. Please do not add anything else to the Articles of Association, as the supplementary paragraphs are from the Companies Act.

In addition to the company name, domicile and line of business, Model B also includes some essential paragraphs that traditionally have formed part of the Articles of Association. Moreover, the Articles contain a clause on the signing on behalf of the company, which facilitates the representation of the company, and a redemption clause. If you choose Model B, please state the company's name, the municipality where the company is managed (domicile) and the line of business. Please do not add anything else to the Articles or change the text in the Model.

Domicile

The domicile has to be a municipality in Finland.

Line of business

The line of business must be carefully drafted to clearly indicate the field in which the company operates and what kind of business the company runs, for example, repair and service of vehicles and vehicle trade. The line of business must be truthful, i.e. it must include all the fields in which the company is or will be active. However, the line of business should not be too extensive as it may make the company name registration procedure more difficult. The protection of the company name is ultimately determined by the company's actual line of business.

For more information on the notifications, please visit the NBPR's website at www.prh.fi > in English > Trade Register. If necessary, please contact the Trade Register's Advisory Service on +358 (0)9 6939 5900 for specific information.

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Memorandum of Association

1. We hereby form a limited company

under the name _____

We subscribe for the company's shares as follows:

Full name	Personal identity code or Business ID	Address	Number of shares

2. The amount to be paid to the company for each share _____ euros.

The shares have to be paid _____ at the latest (dd.mm.yyyy).

3. We elect the following persons as ordinary members of the Board of Directors _____

_____ and as deputy members _____

4. We elect as the Chairperson of the Board of Directors _____

5. We elect as auditor _____

_____ and as deputy auditor _____

No auditors are elected

6. We elect as the Managing Director _____
(It is not obligatory to appoint a Managing Director. Fill in if necessary.)

7. The company's accounting period is _____ (dd.mm. - dd.mm.)

8. The Articles of Association are enclosed with this Memorandum of Association.

9. The agent indicated in the Notification Form is authorised on behalf of all the shareholders to make such corrections in the Memorandum of Association or the Articles of Association that may be required by the registration authority.

All the shareholders' signatures and names in capital letters

Signature

Name in capital letters

Date

_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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Choose **either** model A or model B

Model A

Appendix to the Memorandum of Association

Articles of Association

1§ The company's
name is

The municipality
where the company
is managed
2§ (domicile) is

3§ The company's line
of business is

4§ The company is represented by the Board of Directors. In addition, the Board of Directors can give a specified person procuracy rights or the right to represent the company.

Choose **either** model A or model B

Model B

Appendix to the Memorandum of Association

Articles of Association

1§ The company's name is

2§ The municipality where the company is managed (domicile) is

3§ The company's line of business is

4§ The company has a Board of Directors comprising one to five ordinary members and at least one deputy member if less than three ordinary members are elected to the Board of Directors. The Board members remain in office until further notice.

5§ The company is represented by the Board of Directors, but also by the Chairperson of the Board of Directors and the Managing Director both on their own and by any two Board members together. In addition, the Board of Directors can give a specified person procuration rights or the right to represent the company.

6§ The notice of General Meeting of Shareholders must be delivered in writing to all the shareholders, whose address is known to the company, no more than two months and no less than one week before the General Meeting.

7§ The Ordinary General Meeting of Shareholders must be held annually on a date decided by the Board of Directors and within six months from the end of the accounting period.

The Ordinary General Meeting of Shareholders must decide on:

1. the adoption of the annual accounts;
2. the use of the profit shown on the balance sheet;
3. the discharge from liability for the members of the Board of Directors and the Managing Director; and
4. the election of the Board of Directors and the auditor, if necessary.

8§ The shareholders and the company have the right to redeem a share being transferred to another party from a holder other than the company.

The shareholders have the primary right of redemption. If several shareholders wish to exercise their right of redemption, the shares are distributed between those wishing to redeem shares in proportion to their shareholdings. If the shares are not distributed equally, the remaining shares are distributed by lot between those wishing for redemption. The company has the right of redemption if none of the shareholders redeems the shares being transferred.

Otherwise, the provisions of the Finnish Companies Act must be applied to redemption.

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**THE NATIONAL BOARD OF PATENTS AND
REGISTRATION (NBPR)**

Trade Register
Arkadiankatu 6 A, P.O. Box 1150, FI-00101 Helsinki
Tel. +358 (0)9 6939 500, fax +358 (0)9 6939 5602

Correction Form

Company name:	
Business ID:	Entry number of your notification:

Please enter the requested corrections below and enclose any required additional documents if requested by the Trade Register.

In response to the Trade Register's request for corrections, we hereby notify that:

1. Alternative company name
2. Alternative company name
3. Alternative company name

The new company name is
The new parallel company name is
The new auxiliary company name is

No other additional documents concerning the change of company name are needed if all the shareholders (in a limited company) or partners (in a general partnership or limited partnership) confirm the change by signing this form.

Any other details to be notified to the Trade Register in response to the request for corrections: (For persons, please enter their position in the company, their name, personal identity code, address and citizenship)

Date _____ . _____ . _____

Signature(s) and names in capital letters**:

For further information
call: _____

name and telephone number during office hours

** a member of the Board of Directors or the Managing Director (in a limited company) / an active partner (in a general partnership or limited partnership) / a private trader / a member of the Board of Directors (in a co-operative) / a representative and person authorised to sign for the company (in a branch) / or a person authorised by any of these (please enclose the power of attorney)

Y1 Lomakkeella voitte ilmoittautua tai hakeutua kaupparekisteriin, säätiörekisteriin, arvonlisäverovelvollisten rekisteriin, ennakkoperintärekisteriin, työnantajarekisteriin ja vakuutusmaksuverovelvolliseksi. Ilmoittakaa tällä lomakkeella myös ennakon määräämistä koskevat tiedot. / Using this form you can have your enterprise entered in the Trade Register, Foundation Register, VAT Register, Prepayment Register, Employer Register and Register of bodies liable for tax on insurance premiums, or you can apply for entry. You can also supply the information enabling the tax office to set your prepayment tax.

Lähetätkää lomake osoitteella / Send the completed form to: PRH - VEROHALLINTO, Yritystietojärjestelmä, PL 2000, 00231 HELSINKI

Yrityksen tai yhteisön nimi / Name of enterprise or organisation	
Toiminimi / Company name	Yrityksen kieli / Language <input type="checkbox"/> suomi / Finnish <input type="checkbox"/> ruotsi / Swedish
Nimivaihtoehto 2 / Alternative company name 2	Nimivaihtoehto 3 / Alternative company name 3

Kotipaikka (kunta) / Municipality where the business is to be registered

Muut mahdolliset toiminimet (Täyttäkää tarvittaessa) / Other company names (Please complete if necessary)	
Rinnakkaistoiminimet (Toiminimen vieraskieliset käännökset) / Parallel names (Translations of the company name into foreign languages)	
Aputoiminimi / Auxiliary name	Aputoiminimellä harjoitettava toimialan osa / Line of business under this auxiliary name
Aputoiminimi / Auxiliary name	Aputoiminimellä harjoitettava toimialan osa / Line of business under this auxiliary name

Yhteystiedot / Contact information		
Postiosoite (katu/tie, talon nro, porras, huoneiston nro tai postilokero) / Postal address (street/road, house/apartment no or PO Box no)	Postinumero / Postal code	Postitoimipaikka / Town or City
Käyntiosoite (katu/tie, talon nro, porras, huoneiston nro) / Street address (street/road, house/apartment no)	Postinumero / Postal code	Postitoimipaikka / Town or City
Puhelin / Telephone	Matkapuhelin / Mobile phone	Faksi / Fax
Sähköposti / E-mail	Kotisivun www-osoite / Website	

Yritys ilmoittautuu seuraaviin rekistereihin: / Registers the enterprise would like to be entered in:		
<input type="checkbox"/> kaupparekisteriin (mukaan kuitti käsittelymaksusta) / Trade Register (enclose receipt for processing fee)	<input type="checkbox"/> arvonlisäverovelvollisten rekisteriin / VAT Register	<input type="checkbox"/> työnantajarekisteriin / Employer Register
<input type="checkbox"/> säätiörekisteriin / Foundation Register	<input type="checkbox"/> ennakkoperintärekisteriin / Prepayment Register	<input type="checkbox"/> verohallinnon vakuutusmaksuverovelvollisten rekisteriin / Register of bodies liable for tax on insurance premiums

Yritysmuoto (Käyttäkää myös yritysmuotokohtaista liitelomaketta. Luettelo lomakkeen sivulla 2.) / Type of enterprise (Please complete the appendix form applicable to your enterprise; see list on page 2)		
<input type="checkbox"/> Asunto-osakeyhtiö / Housing company	<input type="checkbox"/> Osuuskunta / Co-operative	<input type="checkbox"/> Yhdistys / Association
<input type="checkbox"/> Julkinen osakeyhtiö / Public limited company	<input type="checkbox"/> Säätiö / Foundation	<input type="checkbox"/> Muu, mikä? / Other type, please specify
<input type="checkbox"/> Osakeyhtiö (=yksityinen osakeyhtiö) / Limited company (=private limited company)	<input type="checkbox"/> Ulkomaisen elinkeinonharjoittajan sivuliike / Branch of a foreign enterprise	

Tilikausi / Accounting period	
Tilikausi (pv.kk - pv.kk) / Accounting period (day.month-day.month)	Ensimmäisen tilikauden päättymispäivä (pv.kk.vvvv) / End date of the first accounting period (day.month.year)

Yritys jatkaa aikaisemmin toiminutta liikettä / The enterprise is continuing the operations of an earlier business		
Edellisen elinkeinonharjoittajan täydellinen nimi tai toiminimi / Full name or company name of the earlier business operator		Yritys- ja yhteisötunnus tai henkilötunnus / Business ID or personal identity code
Postiosoite / Postal address	Postinumero / Postal code	Postitoimipaikka / Town or City

Toiminta aloitetaan myöhemmin (Katsokaa täyttöohje) / Operations starting at a later date (See Finnish or Swedish instructions)	
<input type="checkbox"/> As of (date)	alkaen, pvm

Verohallinnolle tästä ilmoituksesta lisätietoja antava henkilö tai yritys, esim. tilitoimisto / Contact person (Person or company, such as an accounting firm, providing the Tax Administration with further information)		
Nimi / Name		Yritys- ja yhteisötunnus / Business identity code
Postiosoite / Postal address	Postinumero / code	Postitoimipaikka / Town or City
Puhelin / Telephone	Matkapuhelin / Mobile phone	
Faksi / Fax	Sähköposti / E-mail	

Kauppa- tai säätiörekisterille tästä ilmoituksesta lisätietoja antava henkilö ja/tai yritys (asiamies) / Agent (Person or company, providing the Trade Register or Foundation Register with further information)		
Yrityksen nimi / Company name		Henkilön nimi / Name of person
Postiosoite / Postal address	Postinumero / code	Postitoimipaikka / Town or City
Puhelin / Telephone	Matkapuhelin / Mobile phone	
Faksi / Fax	Sähköposti / E-mail	

Lisätietoja / Additional information

YRITYSMUOTO KOHTAISET LIITELOMAKKEET / (Täyttäkää yksi seuraavista lomakkeista) / APPENDIX FORMS FOR SPECIFIC LEGAL ENTITIES (Complete one of the following forms)

- | | |
|---|--|
| <input type="checkbox"/> 1 OSAKEYHTIÖ / JULKINEN OSAKEYHTIÖ / VAKUUTUSOSAKEYHTIÖ / JULKINEN VAKUUTUSOSAKEYHTIÖ / LIMITED COMPANY / PUBLIC LIMITED COMPANY / INSURANCE COMPANY / PUBLIC INSURANCE COMPANY | <input type="checkbox"/> 5 ASUMISOIKEUSYHDISTYS / ASUKASHALLINTOALUE / EUROOPPALAINEN TALOUDELLINEN ETUYHTYMÄ / MUUALLA REKISTERÖIDYN ETUYHTYMÄN SUOMESSA OLEVA TOIMIPAikka / HYPOTEEKKIYHDISTYS / SÄÄSTÖPANKKI / VALTION LIIKELAITOS / RIGHT-OF-OCCUPANCY ASSOCIATION / RESIDENT-ADMINISTERED AREA / EUROPEAN ECONOMIC INTEREST GROUPING / BRANCH OF AN INTEREST GROUPING LOCATED IN FINLAND BUT REGISTERED IN ANOTHER COUNTRY / MORTGAGE SOCIETY SAVINGS BANK / STATE PUBLIC ENTERPRISE |
| <input type="checkbox"/> 2 OSUUSKUNTA / OSUUSPANKKI / COOPERATIVE / COOPERATIVE BANK | <input type="checkbox"/> 6 ASUNTO-OSAKEYHTIÖ / HOUSING COMPANY |
| <input type="checkbox"/> 3 ULKOMAISEN ELINKEINONHARJOITTAJAN SIVULIIKE / BRANCH OF A FOREIGN ENTERPRISE | <input type="checkbox"/> 7 SÄÄTIÖ / FOUNDATION |
| <input type="checkbox"/> 4 KESKINÄINEN VAKUUTUSYHTIÖ / JULKINEN KESKINÄINEN VAKUUTUSYHTIÖ / VAKUUTUSYHDISTYS / MUTUAL INSURANCE COMPANY / PUBLIC MUTUAL INSURANCE COMPANY / INSURANCE ASSOCIATION | <input type="checkbox"/> 8 YHDISTYS / ASSOCIATION |

Täyttäkää myös lomakkeen sivu 3, jos olette ilmoittautunut sivulla 1 arvonlisäverovelvollisten rekisteriin, ennakkoperintärekisteriin, työnantajarekisteriin tai vakuutusmaksuverovelvolliseksi. / Please complete page 3 of this form if, on page 1, you selected VAT Register, Prepayment Register, Employer Register or Register of bodies liable for tax on insurance premiums.

Päiväys ja allekirjoitus / Date and signature		
Päiväys / Date	Allekirjoitus ja nimen selvennys / Signature and name in block capitals	Puhelin / Telephone

Henkilötietolain 24 §:n mukainen informaatio lomakkeeseen liittyvistä rekistereistä on saatavissa Internetistä osoitteesta www.ytj.fi sekä Patentti- ja rekisterihallituksesta ja verovirastoista. / Information required under section 24 of the Personal Data File Act about the registers referred to on this form is available on the Internet, (www.ytj.fi), at the National Board of Patents and Registration of Finland and tax offices.

Verohallintoon ilmoitettava postiosoite / Postal address to be given to the Tax Administration		
Merkitkää rasti ruutuun, jos postiosoite on sama kuin sivulla 1 ilmoitettu yleiseen käyttöön tarkoitettu osoitetieto. Muussa tapauksessa täyttäkää alla olevalle riville osoitetiedot. / Tick this box if your postal address is the same as the address given on page 1. Otherwise write your address below.		
<input type="checkbox"/>	Postiosoite / Postal address	Postinumero / Postal code
		Postitoimipaikka / Town or City

Verohallintoon ilmoitettava päätoimiala (Toimiala, jota yritys harjoittaa päätoimenaan) / Main operating sector (Main line of business) to be declared to the tax authority

Arvonlisäverovelvolliseksi ilmoittautuminen / Registration as a body liable for value-added tax (VAT)		
Ilmoittautuu arvonlisäverovelvolliseksi / Registering as a VAT-liable body	Ulkomainen elinkeinonharjoittaja ilmoittautuu arvonlisäverovelvolliseksi / Foreign trader registering as a VAT-liable body	vain ilmoituksenantovelvolliseksi yhteisöhanke- tai -myynnistä / only for the notification duty regarding intra-Community acquisitions or supply
<input type="checkbox"/> alkaen, pvm/As of (date)	<input type="checkbox"/> alkaen, pvm/As of (date)	<input type="checkbox"/> alkaen, pvm/As of (date)
<input type="checkbox"/> Harjoittaa ainoastaan alkutuotantoa / Only engaged in primary production		

Arvonlisäverovelvolliseksi hakeutuminen / Applying for VAT liability		
Kiinteistön käyttöoikeuden luovuttaja (AVL 12 § ja 30 §) / Assignor of the right to use real property (sections 12 and 30 of the VAT Act)	Vähäisen liiketoiminnan harjoittaja, yleishyödyllinen yhteisö tai uskonnollinen yhdyskunta (AVL 12.1 §) / Small-scale business operator, non-profit organization or religious community (section 12, paragraph 1 of the VAT Act)	Yhteisöhanke- tai -myynnistä (AVL 26 f §) / Intra-Community acquisitions (section 26f of the VAT Act)
<input type="checkbox"/> alkaen, pvm/As of (date)	<input type="checkbox"/> alkaen, pvm / As of (date)	<input type="checkbox"/> alkaen, pvm / As of (date)
Ulkomainen elinkeinonharjoittaja (AVL 12.2 §) / Foreign enterprise (section 12, paragraph 2 of the VAT Act)	Ulkomainen kaukomyynti (AVL 63 a §) / Distance sales (section 63a of the VAT Act)	Yhteisöhanke- tai -myynnistä (AVL 26 f §) / Intra-Community acquisitions (section 26f of the VAT Act)
<input type="checkbox"/> alkaen, pvm/As of (date)	<input type="checkbox"/> alkaen, pvm / As of (date)	<input type="checkbox"/> alkaen, pvm / As of (date)
Alkutuottaja hakeutuu arvonlisäverovelvolliseksi / Primary producer applies for VAT liability	Tiikauden liikevaihto (AVL 3 §) / Sales for the accounting period (§ 3 of VAT Act)	(pv.kk.vvvv - pv.kk.vvvv) / (day.month.year-day.month.year)
<input type="checkbox"/> alkaen, pvm/As of	EUR	

Ei katso olevansa arvonlisäverovelvollinen, perustelut / I do not consider myself VAT-liable. Reasons:
<input type="checkbox"/>

Vakuutusmaksuverovelvollisuutta koskevat tiedot / Information concerning liability for tax on insurance premiums
Ilmoittautuu vakuutusmaksuverovelvolliseksi / Registering as a body liable for tax on insurance premiums
<input type="checkbox"/> alkaen, pvm / As of (date)

Pankkiyhteys ja tilinumero / Bank details

Palkanmaksua koskevat tiedot / Information concerning payment of wages and salaries	
Ilmoittautuu säännöllisesti palkkoja maksavaksi työnantajaksi / Registering as an employer paying wages and salaries on a regular basis	Ilmoittautuu merityötuloa maksavaksi työnantajaksi / Registering as an employer paying seamen's work income
<input type="checkbox"/> alkaen, pvm / As of (date)	<input type="checkbox"/> alkaen, pvm / As of (date)

Ennakkoperintärekisteriin hakeutuva täyttää / To be completed by a body applying for entry in the prepayment register
Hakeutuu ennakkoperintärekisteriin (EPL 25 §) / Applying for entry in the Prepayment Register (section 25 of the Prepayment Act)
<input type="checkbox"/> alkaen, pvm / As of (date)

Ennakkoveron määräämistä koskevat tiedot / Information needed to set the prepayment tax	
Ensimmäisen tilikauden arvioitu liikevaihto / Estimated sales in the first financial year	Ensimmäisen tilikauden arvioitu verotettava tulo / Estimated taxable income in the first accounting period
EUR	EUR

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**THE NATIONAL BOARD OF PATENTS AND
REGISTRATION (NBPR)**
Trade Register

START-UP NOTIFICATION
Appendix to Form Y1

1

Limited companies / public limited companies

COMPANY NAME

DATE OF MEMORANDUM OF ASSOCIATION

SHARE CAPITAL AND SHARES		
Amount of share capital	Number of shares	Nominal value, if any, of a share
Other details of the shares (fill in if necessary, see guidelines)		

STATEMENT OF THE BOARD OF DIRECTORS AND THE MANAGING DIRECTOR
We the undersigned, i.e. all the Members of the Company's Board of Directors and the Managing Director, confirm that the Company has been formed in compliance with the provisions of the Finnish Companies Act.
Date
Signatures and names in capital letters of all the members of the Board of Directors and the Managing Director

THE AUDITOR'S CERTIFICATE ON THE PAYMENT OF SHARES
The undersigned auditors of the company confirm that the provisions of the Finnish Companies Act on the payment of shares have been complied with.
Date
Auditors' signatures and names in capital letters

The English documents in this formation package can only be used as models. The formation of a limited company is notified to the National Board of Patents and Registration by using documents and forms in Finnish or in Swedish.

BOARD OF DIRECTORS			
Name	Personal identity code	Citizenship	<input type="checkbox"/> puheenjohtaja <input type="checkbox"/> member
Postal address		Postal code	Town or city
Name	Personal identity code	Citizenship	<input type="checkbox"/> member <input type="checkbox"/> deputy member
Postal address		Postal code	Town or city
Name	Personal identity code	Citizenship	<input type="checkbox"/> member <input type="checkbox"/> deputy member
Postal address		Postal code	Town or city
Name	Personal identity code	Citizenship	<input type="checkbox"/> member <input type="checkbox"/> deputy member
Postal address		Postal code	Town or city
Name	Personal identity code	Citizenship	<input type="checkbox"/> member <input type="checkbox"/> deputy member
Postal address		Postal code	Town or city
Name	Personal identity code	Citizenship	<input type="checkbox"/> member <input type="checkbox"/> deputy member
Postal address		Postal code	Town or city

AUDITORS		
<input type="checkbox"/> Auditor	<input type="checkbox"/> Deputy auditor	
Name (person or firm)	Personal identity code or Business Identity Code	
Person's postal address	Postal code	Town or city
Auditor with principal responsibility in the firm	Personal identity code	
Person's postal address	Postal code	Town or city
<input type="checkbox"/> Auditor	<input type="checkbox"/> Deputy auditor	
Name (person or firm)	Personal identity code or Business Identity Code	
Person's postal address	Postal code	Town or city
Auditor with principal responsibility in the firm	Personal identity code	
Person's postal address	Postal code	Town or city

NO AUDITORS ARE ELECTED	<input type="checkbox"/>
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MANAGING DIRECTOR		
Managing Director		
Name	Personal identity code	Citizenship
Postal address	Postal code	Town or city
Substitute for the Managing Director		
Name	Personal identity code	Citizenship
Postal address	Postal code	Town or city

REPRESENTATION OF THE COMPANY		
Persons authorised to represent the company and holders of procuration		
Name	Personal identity code	<input type="checkbox"/> authorised person <input type="checkbox"/> holder of procuration
Postal address	Postal code	Town or city
Citizenship	How the person represents the company (on his or her own / together with whom)	
Name	Personal identity code	<input type="checkbox"/> authorised person <input type="checkbox"/> holder of procuration
Postal address	Postal code	Town or city
Citizenship	How the person represents the company (on his or her own / together with whom)	
Name	Personal identity code	<input type="checkbox"/> authorised person <input type="checkbox"/> holder of procuration
Postal address	Postal code	Town or city
Citizenship	How the person represents the company (on his or her own / together with whom)	
Name	Personal identity code	<input type="checkbox"/> authorised person <input type="checkbox"/> holder of procuration
Postal address	Postal code	Town or city
Citizenship	How the person represents the company (on his or her own / together with whom)	
Name	Personal identity code	<input type="checkbox"/> authorised person <input type="checkbox"/> holder of procuration
Postal address	Postal code	Town or city
Citizenship	How the person represents the company (on his or her own / together with whom)	

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GUIDELINES FOR COMPLETION OF THE START-UP NOTIFICATION OF LIMITED COMPANIES

In addition to Appendix Form 1, you must fill in Form Y1.

If there is not enough space on the form, please enclose several similar pages or use separate A4 sheets. Please do not enclose the guidelines with the form.

DOCUMENTS TO BE SUBMITTED WITH THE START-UP NOTIFICATION:

1. The original Notification Form Y1 and the Trade Register's Appendix Form 1
2. The original Memorandum of Association
3. The Articles of Association, and if necessary:
4. The minutes of the Board Meeting (for example details of the holders of procuration, auxiliary company names etc.)
5. Documentary evidence from foreigners
 - For example: a photocopy of the passport has to be submitted to the Trade Register if a foreigner does not have a Finnish personal identity code
 - an extract from the register in the company's home country has to be submitted if a foreign company is a shareholder
6. A report by an authorised auditor (HTM auditor or KHT auditor)
 - if the shares are paid using other property than money

PERSONS NAMED IN THE NOTIFICATION:

No Finnish personal identity code

If a person does not have a Finnish personal identity code, please state his or her date of birth.

No permanent place of residence in the European Economic Area

At least one ordinary member of the Board of Directors and one deputy member, if any, must have a permanent place of residence in the European Economic Area. Otherwise they need an exceptional permission to be members or deputy members of the Board of Directors. The exceptional permission must be applied from the National Board of Patents and Registration of Finland.

The Managing Director and the substitute for the Managing Director must also have a place of residence in the European Economic Area or they need the afore-mentioned exceptional permission.

One of the auditors must have a place of residence in the European Economic Area (an exceptional permission cannot be sought or granted).

No restrictions are set to the place of residence of holders of procuration or persons authorised to represent the company.

SHARE CAPITAL AND SHARES

The share capital of a private limited company must be at least 2,500 euros and that of a public limited company at least 80,000 euros.

The share does not have to have a nominal value. However, if a nominal value has been determined, that fact has to be specified in the Articles of Association and in the Notification Form.

Other details of the shares

If the company has shares of different classes, please state the class of each share and the number of shares classified according to class. Under the heading of 'Other details of the shares' you can also mention that the shares have been entered in the book-entry system, that authorisations have been given etc.

STATEMENT OF THE BOARD OF DIRECTORS AND THE MANAGING DIRECTOR AND THE AUDITOR'S CERTIFICATE

When a company is reported for registration, the share capital must be fully paid into the company's bank account. All the ordinary members of the Board of Directors and the Managing Director, if the company has one, sign the statement. All the company's ordinary auditors sign the auditor's certificate.

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AUDITORS

The auditor or deputy auditor can be a person or a firm. If you enter a firm as the auditor, please also state who the auditor with principal responsibility is in the firm. If you enter a person as the ordinary auditor, please also choose and state the deputy auditor.

If the company is not obligated by the law and/or the articles of association to choose an auditor, and one has not been chosen, please tick the box next to 'NO AUDITORS ARE ELECTED'. You must enter one of the alternatives, i.e., either enter name of the auditor or that one has not been chosen.

REPRESENTATION OF THE COMPANY

The company can be represented by:

1. the entire Board of Directors automatically under the Companies Act
2. the Chairperson of the Board of Directors, a Board member, a deputy Board member, the Managing Director and/or the substitute for the Managing Director under a provision of the Articles of Association (for example, the company is represented by the Chairperson of the Board of Directors and the Managing Director each on his or her own and by any two Board members together).
Please do not give these details on the form.
3. The Board of Directors can give a specified person the right to represent the company. Rights to represent the company can be given only if the Articles of Association include a provision on such rights.
4. The Board of Directors can give a specified person procuration rights. The Board of Directors always has the right to give procuration rights.

Please indicate on the form that persons referred to in item 3 above are persons authorised to represent the company and that persons referred to in item 4 are holders of procuration.

Please indicate in the box 'How the person represents the company' whether the person represents the company on his or her own or together with someone else. In the latter case, please state with whom the holder of procuration or the authorised person may represent the company (for example together with another holder of procuration or together with a member of the Board of Directors or the Managing Director). These details must also be stated in the decision of the Board of Directors.

A RECEIPT SHOWING THAT THE HANDLING FEE HAS BEEN PAID MUST BE SUBMITTED WITH THE NOTIFICATION

The handling fee must be paid before you submit the notification. You can pay the fee with your own personal computer or by using a payment ATM. You can also use a giro form.

Please pay the fee into one of the following accounts: Nordea 166030-111958, OKO 500001-20378343 or Sampo 800013-49922. Enter 'National Board of Patents and Registration, Trade Register' in the payee field and specify the type of notification that the payment relates to in the message field (Start-up Notification and company name). Please submit the receipt with the notification. The receipt can be a receipt from a payment ATM, a printout from your own printer, a copy of a bank statement or the payer's copy of the giro form.

If you deliver the notification in person to the PatRek Client Service, Arkadiankatu 6 in Helsinki, you can also pay the fee in cash or by debit card or by any of the following credit cards: Visa, Visa Electron, OK, Eurocard, Mastercard, Diners Club or American Express.

For more information on the handling fee and the notification procedure please visit the NBPR's website at www.prh.fi .