



NOTARY'S OFFICE OF BAZA: DOÑA INMACULADA CAMPOS TÉVAR

Capital increases and reductions

Indicative list of documents to prepare your matter at the notary's office, especially for private limited companies (S.L.) and public limited companies (S.A.).

General documentation

- Valid identity document of all persons appearing: DNI or, as applicable, passport, identity card or residence permit. NIE/NIF where applicable.
- Company tax ID (NIF), deed of incorporation and current articles of association, together with any relevant amending deeds.
- Documents proving the office or power of attorney of the company's representative, and Commercial Registry (Registro Mercantil) registration details.
- Up-to-date information on the beneficial ownership of the company.
- Certificate of the resolution of the general meeting or of the sole shareholder's decisions, with the content and formalities required. If the resolution has not yet been adopted, please consult us beforehand on how to prepare it.
- Current share capital, amount of the increase or reduction, resulting capital, and new wording of the article of the articles of association on capital.

Capital increase

- Identity of the contributors and details of the shares or company interests they will receive, stating the share premium, if any.
- **Cash contributions:** bank certificate of the deposit in the company's name, or documents of the legal means of proof that applies. Do not assume that the alternative provided for the incorporation of a private limited company applies.
- **Contributions of assets or rights:** description, title documents, valuation and registry details, if any; report by the directors and, where applicable, report by an independent expert.
- **Set-off of debts:** identification of the creditors, origin, amount, due date and accounting documents of the debts; reports and certificates required for the type of company.
- **Out of reserves:** approved balance sheet and audit report serving as the basis for the transaction, with the legally applicable requirements.
- Documents on the exercise of, waiver of or exclusion from the pre-emption right, where applicable.

Capital reduction

- Purpose: offsetting losses, return of contributions, creation or increase of reserves, or any other legally permitted purpose.
- Procedure chosen, shares or company interests affected, and execution period.
- If contributions are returned: identity of the shareholders concerned, amounts or assets they will receive, and proof of the return, as the case may be.
- If losses are offset: approved balance sheet and documents verifying it, as required.
- Documents on publications, notices to creditors, guarantees and other applicable measures protecting shareholders and creditors.

Before preparing the signing

Please tell us if the transaction combines a reduction and an increase, affects shareholders differently, or brings in new shareholders. The documents and preliminary steps vary according to the type of company, the purpose and the form of the transaction; please consult the notary's office before adopting the resolution or making any returns.

Warning: This information is general and for guidance only. The definitive documentation will depend on the specific circumstances of each case.

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