



ESTABLISHMENT OF A GmbH / UG (limited liability company)



Notare Dr. Kössinger und Dr. Najdecki

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I agree with the correspondence or the sending of drafts by simple unencrypted e-mail.

If I do not want this (anymore), I will explicitly inform you.

By sending the completed data sheet, I hereby expressly place the order for the creation of a draft.

An appointment for notarization has been made (if an appointment has already been made)

on: _____ at: _____

The following information makes (Mr./Ms./Mrs., first & last name):

Can be reached at the phone number + email address:



Shareholder data (if natural person)

	shareholder 1 <input type="checkbox"/> Mr. <input type="checkbox"/> Ms./Mrs.	shareholder 2 <input type="checkbox"/> Mr. <input type="checkbox"/> Ms./Mrs.	shareholder 3 <input type="checkbox"/> Mr. <input type="checkbox"/> Ms./Mrs.
First name			
Last name			
Birth name			
Address			
Telephone number			
E-Mail			
Date of birth			
Birthplace			
Nationality			
Marital status (single, married without marriage contract, separation of property)			
Amount of the share (contribution)			
Percentage participation			



Shareholder data (if natural person)

	shareholder 1 <input type="checkbox"/> Mr. <input type="checkbox"/> Ms./Mrs.	shareholder 2 <input type="checkbox"/> Mr. <input type="checkbox"/> Ms./Mrs.	shareholder 3 <input type="checkbox"/> Mr. <input type="checkbox"/> Ms./Mrs.
First name			
Last name			
Birth name			
Address			
Telephone number			
E-Mail			
Date of birth			
Birthplace			
Nationality			
Marital status (single, married without marriage contract, separation of property)			
Amount of the share (contribution)			
Percentage participation			



Shareholder data (if legal entity / company)

	shareholder 1	shareholder 2	shareholder 3
Company			
Seat			
HRB number			
Company address			
Amount of share (contribution)			
Percentage Participation			
Company representative			
Type of representation (Managing director / due to power of attorney etc.)			
	<input type="checkbox"/> Mr. <input type="checkbox"/> Ms./Mrs.	<input type="checkbox"/> Mr. <input type="checkbox"/> Ms./Mrs.	<input type="checkbox"/> Mr. <input type="checkbox"/> Ms./Mrs.
First name			
Last name			
Date of birth			
Address			



Data managing director

	shareholder 1 <input type="checkbox"/> Mr. <input type="checkbox"/> Ms./Mrs.	shareholder 2 <input type="checkbox"/> Mr. <input type="checkbox"/> Ms./Mrs.	shareholder 3 <input type="checkbox"/> Mr. <input type="checkbox"/> Ms./Mrs.
First name			
Last name			
Birth name			
Address			
Telephone number			
E-Mail			
Date of birth			
Power of representation (individual/total)			
§ 181 (exempt/non-exempt)			

*Notaries are obligated parties under the Money Laundering Act (GwG). They must therefore determine the beneficial owners of companies in the case of certain transactions of companies for certain transactions (§ 10 Paragraph 1 No. 2 GwG). Beneficial owners are all natural persons who directly or indirectly (in the case of a multi-level shareholding structure) hold more than 25% of the capital or voting shares or exercise control in a comparable manner (Section 3 (2) GwG). The parties involved are obliged to provide the information and documents required to identify the beneficial owners (Sec. 11 (6) AMLA). If they fail to comply with this obligation, since 1.1.2020 there may be a prohibition on certification (Section 10 (9) sentence 4 AMLA). Therefore we would like to ask you to fill out the „Questionnaire for Companies with Financial Entitlement“ in addition to the present form. You will find this also under <https://www.nk-muc.de/datenblaetter/?lang=en>



1. Company name and registered office of the GmbH

Company _____

Seat _____

2. Company object

3. Company address

4. amount of share capital

25.000 € other : _____

Full payment (25.000 €) Half payment (12.500 €)

5. Model protocol „Musterprotokoll“

Simplified formation of a UG (limited liability) according to sample protocol desired (if requirements are met)?

Note: If not specified, the drafting will be done with articles of association / without sample protocol.

yes no

Please bring your identification documents to the notarization appointment.

The account opening and the deposit of the share capital may only take place after the notarization.



Information sheet on the establishment of a limited liability company

1. A limited liability company is established as such only upon its registration in the Commercial Register. Anyone acting on behalf of the acts in the name of the company, is personally liable. A possible requirement of an official permit or an entry in the register of trades registration in the register of craftsmen due to the object of the company is not affected by prior registration.
2. The value of the company's assets must not have fallen below the share capital at the time of registration in the commercial register. capital. An exception to this rule shall apply only if the difference has arisen as a result of necessary formation costs stipulated in the articles of association. stipulated in the articles of association. The shareholder shall be liable for making up the shortfall without limitation to the amount of the capital contribution.
3. In the case of a disguised contribution in kind, the obligation to make a contribution shall not be fulfilled. A disguised contribution in kind is deemed to be a disguised contribution in kind if it is offset against counterclaims or repaid on the basis of counterclaims of a shareholder. of a shareholder. Criminal liability for misrepresentation also exists if the obligation is subsequently fulfilled (e.g. by offsetting).
4. In the case of an agreement on the use of funds which does not lead to a hidden contribution in kind but does lead economically to a repayment (even partial) to the shareholder, the shareholder shall only be exempt under the conditions set out in Section 19 (5) GmbHG. Such a payment or its agreement must be disclosed in the registration application.
5. If false information is provided for the purpose of establishing the company, the shareholder and the managing director shall be liable for missing payments and any other damage incurred. Shareholders are also liable if the company is damaged by deposits or formation expenses intentionally or through gross negligence. In addition to partners, persons for whose account business shares were taken over are also liable.
6. immoral damage (formerly known as „interference that threatens the existence of the company“) with a lack of respect for the earmarking of the of the company's assets can lead to the shareholders also being liable with their other (private and business) assets for covering the GmbH's for the coverage of liabilities of the GmbH.
7. the notary public does not provide tax advice.
8. cost-accounting-like letters from private providers can cause deception about a (non-existent) payment obligation. cause. Falsified invoices from the state judicial cashier's office with a different account number than the one at the Bayerische Landesbank.
9. The notary does not check the admissibility of the company from the point of view of competition law; opinions on the admissibility of the company from the point of view of company law are is given by the Chamber of Industry and Commerce.
10. If additional shareholders are added to the GmbH at a later date, this should also be taken into account by extending/adjusting the articles of association of the company. of the articles of association of the company.
11. Amendments to the Articles of Association and restructuring are possible in accordance with the statutory provisions with a $\frac{3}{4}$ majority. In this context, legal impairments for a shareholder for a shareholder are also possible without the shareholder's consent.
12. If the company has no managing directors (it is then „without management“), it is represented by the shareholders in the acceptance of declarations of intent or delivery of documents. or service of documents, it shall be represented by the partners. 13.
13. If the company is without a manager and insolvent or overindebted, each shareholder is also obliged to file an insolvency petition within the statutory period. insolvency within the statutory period (unless the shareholder can prove that he is not aware of the insolvency, overindebtedness or lack of management). or overindebtedness or lack of management). This obligation is punishable by law.
14. If shareholders intentionally or through gross negligence entrust the management of the business to a person who is unfit by law, they shall be liable to the company. they shall be jointly and severally liable to the company for damages arising from the breach of obligations by this person. 15.
15. Immediately after notarization, the managing directors shall open a bank account for the GmbH in formation as the holder. The capital contributions are to be paid into this account. Then, for the protection of the managing director, the notary must be provided (in writing or by fax or as a scan) with a for the protection of the managing director. Only when this and any other required documents, such as powers of attorney, proof of representation, etc.) are available, the notary public will initiate the electronic transmission of the register application of the (with attachments) to the registration court (the notary will only dispense with the requirement for proof of payment if all founders and (the notary public will only waive the requirement of proof of payment if all founders and all managing directors instruct the notary public to do so in writing). Any delay in the provision of these documents leads to a delay in the registration procedure.