



# DNOTV GMBH

## DNotV GmbH

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**Geschäftsführer**  
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**Bankverbindung**  
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BIC: DRES DE FF120 (Commerzbank)

**Steuernummer**  
37/450/20474

## **Guide to the acquisition of a shelf GmbH & Co. KG (limited partnership with a German limited liability company as general partner)**

The purchase of a shelf company is a matter of trust. DNotV GmbH, the service company of the German Notaries' Association (*Deutscher Notarverein* – DNotV), vouches for this with its "Kronen GmbH & Co. Vorrats KGs":

- The companies have been properly founded and entered in the commercial register. Kronen-GmbH is the general partner of the limited partnership (*Kommanditgesellschaft* – KG). The companies have not carried out any activities other than managing their own assets.
- The share capital of the Kronen GmbH (EUR 25,000.00) and the limited partnership capital of the Vorrats KG (EUR 500.00) are fully paid up and are only charged with the formation costs (approx. EUR 500.00 for the GmbH and approx. EUR 200.00 for the KG) and the mandatory contributions to the Chamber of Commerce (*Industrie- und Handelskammer* – IHK).
- DNotV GmbH bears the bank account costs until the assignment.

*The following steps will take you to your shelf company:*

1. Get advice from your trusted notary on the legal issues of using a shelf company, the purchase agreement, the assignment and the future articles of association of your company. This advice is already included in the notarisation fees. You can find a notary in your area, for example, at [www.notar.de](http://www.notar.de).
2. Get in touch with us and have your shelf company reserved. You can also use the reservation form provided on our website for this purpose. Please also send us the completed questionnaire and the documents mentioned therein. All information is important for us and the notary so that the notarisation can be prepared and the transfer of the shelf company is not delayed.
3. DNotV GmbH will inform you as soon as a shelf company has been reserved for you and will issue a power of attorney for you or another person named by you in the questionnaire, which we will send to your chosen notary's office together with the business documents (including the deed of incorporation with articles of association and bank documents). You will also receive the model articles of association used for the shelf GmbH and the model partnership agreement used for the limited partnership.
4. Arrange a date for the notarisation with the notary's office and inform us of this date.

5. Transfer the purchase price (*Kaufpreis*) totalling EUR 30,500.00 for the shelf GmbH & Co. KG to the account of DNotV GmbH (Commerzbank AG, IBAN DE31 1208 0000 4096 3549 00) in good time before the planned notarisation. Please state 'Kaufpreis Kronen [number] GmbH & Co. KG', your name and the name of the notary as reference so that the payment can be allocated quickly and clearly. We will inform you of the company number when we confirm your reservation. Alternatively, you can deposit the purchase price in a notary's escrow account by arrangement with the notary's office. In this case, the notary will transfer the purchase price to DNotV GmbH after notarisation. Handing over a cheque to the notary or presenting him with a transfer receipt etc. is not sufficient.
6. Notarisation can take place as soon as the money has been received in the notary's escrow account or the notary's office has received confirmation of payment from DNotV GmbH.
7. The shares are transferred to the new shareholder(s) upon notarisation; the new management can be appointed immediately.
8. DNotV GmbH has drafted a model contract for notarisation that is tailored to the power of attorney. The notary can incorporate your individual design requirements, e.g. when adapting the articles of association, into this model. The purchase and transfer agreement becomes legally binding upon notarisation.
9. After notarisation, the notary will hand over the companies' business documents to you or your authorised representative. These include bank documents that enable the new management to dispose of the companies' business accounts.
10. With our shelf companies, you have the choice of how the share capital and the limited partnership capital should be made available to you:
  - Either you take over the GmbH's and the limited partnership's existing bank accounts at *Commerzbank*, which you can also use for subsequent operational payment transactions. In this case, you must legitimise yourself to the bank in accordance with the Money Laundering Act (Geldwäschegesetz – GWG). The legitimisation takes place directly after the notarisation, also at the notary's office, which will receive all the necessary forms from us.
  - Alternatively, you will receive order cheques for the share capital and the limited partnership capital held at *Hörner Bank* following the notarisation. You can use these cheques to pay the companies' capital into accounts that you open for them at a bank of your choice after the acquisition.

You and the notary's office will find detailed instructions on both procedures in the business documents provided.

11. Changes in management and amendments to the articles of association are filed for entry in the commercial register by the new management. The registration of the limited partnership's new partners is carried out jointly by the new and the old partners. To facilitate registration, DNotV GmbH will issue a corresponding authorisation. Please contact your notary for details.

The office will be happy to answer any further questions you may have at any time.