

Latest update: April 2019

User Manual

# Equity Management

# Preface

---

With this manual you will gain a basic understanding on how Legisway Essentials is structured and how this impacts the way you use the entire system. Following this manual in order will allow you to quickly start populating your system with **Equity Management**.

Editor or an Administrator access is required to make use of these instructions. Please contact your Legisway Essentials Administrator if you do not have a username and password. If you require further assistance with logging in, please contact Legisway Essentials Support.

# Table of contents

<b>1</b>	<b>Introduction</b>	<b>4</b>
<b>2</b>	<b>Legisway Essentials Best Practice</b>	<b>5</b>
<b>3</b>	<b>Opening Equity Management</b>	<b>6</b>
<b>4</b>	<b>Equity Management Operations</b>	<b>7</b>
1.1	First Issuance	8
1.2	Share Transfers	11
1.3	Increase no. of shares per share class	13
1.4	Decrease no. of shares per share class	14
1.5	Decrease capital (face value)	17
1.6	Convert shares - Partial	18
1.7	Convert shares – Complete / Full conversion	19
1.8	Share Conversions - Merge	21
1.9	Share Conversion - Split	22
1.10	Free Operations	24
1.11	Company Merge	25
<b>5</b>	<b>Equity Management Overview: The Share Register</b>	<b>27</b>
5.1	View share register on date	27
5.2	Share register preview cards	28
5.3	Editing or Removing a transaction	29

# 1 Introduction

---

In this manual we turn our attention to the **Equity Management** theme. The main purpose of this manual is to help you, as a user, with:

- Using and Managing default **Equity Management** operations and their actions
- Understanding the **Equity Management** overview: The **Share Register**

## 2 Legisway Essentials Best Practice

Before you can start populating your system, it is important to know that **Equity** within Legisway Essentials is always based on a 3-layer data model. In order to get an idea of this model, a simplified Entity Relation Diagram (ERD) is presented below. It is important to become familiar with this logic since it will help you to populate your system correctly.

This image below is an example of a relationship model of the information types within the Legisway Essentials database (figure 2). Any 'Dossier' information type will be directly linked to a Group Company. This links the dossier to the corporate information, which may already be present in your system.

Any dossier will automatically be linked to 'Documents', 'Risks', 'Tasks' and 'Notes'. All are 'Content' information types.

A design is always based on a 3 layer data model: Entities, Dossier and Content.

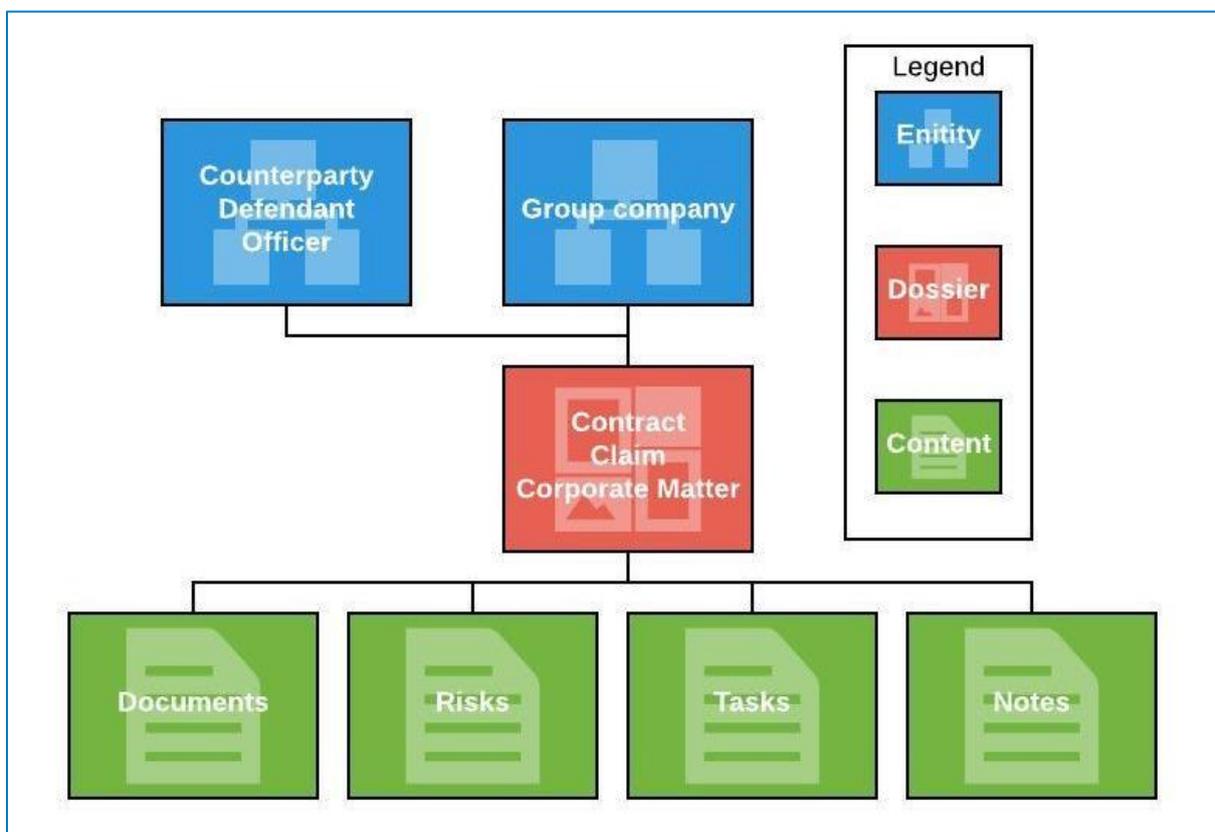
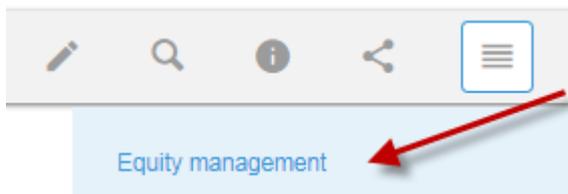


Figure 2: Entity Relation Diagram

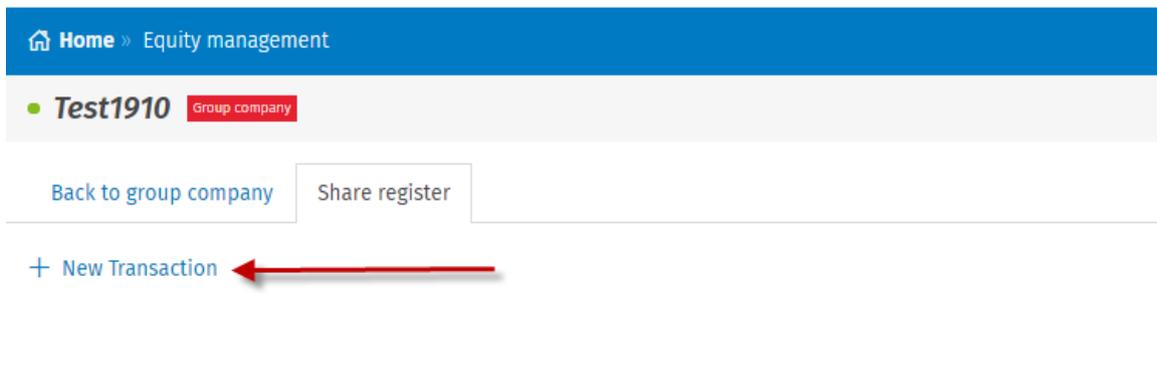
Specific Sub-types may be used to provide a single line in reporting, but allow for separate access and/or entry fields. E.g. a Case may have subtypes: Claims and Projects.

### 3 Opening Equity Management

The Equity management module consists of multiple operations that help you in managing shares in Legisway Essentials. The information created using these operations is always linked to a Group Company, thus, to start using the Equity operations, you should navigate to the Group Company for which you want to start an operation. To open the Equity Management page, go to the hamburger menu and click on the 'Equity management'.



When in the share register page, the operations can be started through the 'New transaction' menu item at the top left.



*Please be aware that within transactions group companies can only be created by users that have create rights on group companies through a different environment. If the group company is not available as a shareholder and you have insufficient rights please contact the administrator within your organisation.*

#### New Transaction screen

In the new transaction screen, you can select the transaction date on which the operation has been processed. We can also select the Transaction type e.g. Share transfer and give and description. Documents can be uploaded using drag and drop or by clicking on the 'drag and drop new documents here' text and use your desktop search functionality.

A screenshot of a web form titled 'START TRANSACTION' with a progress indicator showing steps 1, 2, and 3. Step 1 is active. The form contains:

- 'Transaction date' field with the value '6/17/2018' and a calendar icon.
- 'Transaction type' dropdown menu with the selected value 'Convert shares'.
- 'Description' text area with the value 'Optional' and a character count '265 characters remaining'.
- 'Upload documents' section with a dashed box containing the text 'Drag and drop new documents here'.
- Buttons for 'Cancel' and 'Next Step' at the bottom.

## 4 Equity Management Operations

---

The following operations/transaction types are available with the following result.

No.	Operation name	Short description	Actions
1	First Issuance	This is the initial capital increase which means that this operation is normally the result of setting up an company.	Increase capital & subscribe shares to shareholders, create shareholdings
2	Share Transfer	The transfer of shares between shareholders can be processed through this operation	The disposal and acquisition of shares, create shareholdings
3	Increase capital no. of shares	Increasing the capital by increasing the no. of shares	Increase capital & subscribe shares to shareholders, create shareholdings
4	Increase capital face value	Increasing the capital by increasing the face value	Increase the face value 'nominal value' of a share class
5	Decrease capital no. of shares	Decreasing the no. of shares by decreasing the no. of shares	Decrease capital & cancel shares of shareholders, create shareholdings
6	Decrease capital face value	Decreasing the capital by increasing the face value	Decrease the face value 'nominal value' of a share class
7	Convert shares - Partial	Moving shares from one share class to another	Only applies to one shareholder, create shareholdings
8	Convert shares - Complete	Moving shares from one share class to another	Applies to all shareholders of a particular 'source' share class, create shareholdings
9	Share conversions - Merge	Merge shares from e.g. 2 => 1	Merges shares of all shareholders of an share class, create shareholdings
10	Share conversions - Split	Split shares from e.g. 1 => 2	Split shares of all shareholders of an share class, create shareholdings
11	Company Merge	Merge two companies together	Cancel appointments, set all shareholdings to inactive and sell all subsidiary shares to the absorbing company.
12	Free operation	Manually add a description / operation	No automatic

## 1.1 First Issuance

This operation is mandatory for using the equity management module, without the first issuance the other operations will not be enabled.

### Step 1: Start Transaction

When clicking on the 'New Transaction' button the 'start transaction' page will be shown. The system will automatically populate the transaction type with 'First issuance' as this is mandatory for the equity module to work.

1 START TRANSACTION — 2 — 3

Transaction date \*  
10/19/2018

Transaction type \*  
First issuance / Initial capital increase

Description  
Optional  
265 characters remaining

Cancel Next Step

Fill in the transaction date 'mandatory' to go to the next step.

### Step 2: Create share class

The share class first needs to be created.

We are required to populate the Share class name, Total no. of shares, Financial Weight, Voting Weight and the Nominal value per share. *If the share class doesn't have any face value than 0 can be filled into the nominal value field.*

If you would like to create more share classes use the '+' button on the right.

Share classes

Share class name *	Total no. of shares issued *	Financial Weight *	Voting Weight *	Nominal value per share *	
SHARE CLASS A	000	1	1	EUR 000	+

Back Save classes continue with subscription

If all fields meet their requirements then 'Save classes' can be clicked.

### Step 2B: Subscriptions

As we already created the share class we now must create the subscriptions, this is to allocate the first shares issued to the shareholders.

SUBSCRIPTIONS

SHARE CLASS A	
Shareholder * Please select from list or search	Subscribed shares * 200

Total no. of shares remaining for SHARE CLASS A: 0

To finalize this step, we have to 'select a shareholder' and fill the 'subscribed shares' per shareholder. If both are filled click on 'Next Step' to go to 'Step 3'.

If the shareholder already exists use the search box of the 'shareholder' field. If not, click on 'Create shareholder' to create a person or an external company.

### Step 2B: Create shareholder

Select 'Person' or 'External company'. To create the object selected fill in all the mandatory '\*\*' fields and click on the 'Save' button.

Create shareholder ✕

Select the type of shareholder

Person

External company

Last name \*

First name(s) \*

Initials

Email address

Function

Remarks

Profile image

Drag and drop new documents here

Phone number

### Step 3: Transaction Details

When all information is entered the preview shows the results of your actions. The transaction details screen has the option to 'Save' the operation, 'Cancel', go 'Back' to an operation or to click on 'Save and new'

From this page 'Detailed view'  Detailed View can be clicked on the shareholder preview to show additional fields

The transaction details page contains the following fields:

#### General

- The transaction date
- The transaction type
- Description 'optional'

#### Share classes

- Created share class
- Share class name
- New total no. of shares
- Financial Weight
- Voting Weight
- New nominal value per share
- Issued share capital

#### Subscriptions

- Shareholder name
- Number of shares held
- Nominal value per share
- Owned share capital

#### Shareholder Preview 'the shareholdings that will be created'

- Shareholder name
- Share Class 'detailed view'
- No. of shares owned 'detailed view'
- Financial percentage
- Voting percentage

Please be aware that when the 'First issuance' operation is added that the automatically added menu items 'New shareholder' and 'New share class' are hidden from the group company hamburger menu. Once the client added the first issuance the system forces the user to use the new menu.

## 1.2 Share Transfers

When shares have been disposed by one shareholder and acquired by another shareholder 'Share Transfers' can be used.

### Step 1: Start Transaction

Click on the 'New transaction' menu item on the share register page to start a new transaction.

Select 'Share transfers' from the 'Transaction type' field and fill the transaction date.

Click on 'Next Step'

Transaction date \*  
10/19/2018

Transaction type \*  
Share transfers

Description  
Optional  
265 characters remaining

Cancel Next Step

### Step 2: Disposals

When in the disposals step first select the 'Share class'. If there is only one share class available it will be automatically populated.

Select one 'or more' shareholders whose shares are disposed.

The last step is to fill the 'Disposed shares' that were disposed by the shareholder.

DISPOSALS

Share class name \*  
SHARE CLASS A

Shareholder \*  
Please select from list or search

Current no. of shares  
000

Disposed shares \*  
000 +

Back Save disposals and continue with acquisition

If more shareholders disposed shares add more lines by clicking the '+' button.

When finished click 'Save disposals'

## Step 2B: Acquisitions

It's time to add the acquisitions to your operation. Select a new shareholder by searching or click 'Create shareholder' to create a new 'Person' or 'External company'.

ACQUISITIONS

SHARE CLASS A

Shareholder *	Create shareholder	Current no. of shares	Acquired shares *
Please select from list or search Type to search		0	20 +

Total no. of shares remaining for SHARE CLASS A: 0

The next step is to fill the no. of shares that the shareholder acquired. Click on the '+' button to add more acquisition lines.

If all shares have been linked to a shareholder click on 'Next step'.

## Step 3: Share Transfer Preview

The share transfer preview page contains the following fields:

### General

- The transaction date
- The transaction type
- Description 'optional'

### Share Transfers

- Acquisition / Disposal
- Shareholder name
- Current shares issued
- Difference between both
- New shares issued
- Nominal value per share
- Current share capital
- New share capital

### Shareholder Preview 'the shareholdings that will be created'

- Shareholder name
- Share Class 'detailed view'
- No. of shares owned 'detailed view'
- Financial percentage Old
- Financial percentage New
- Voting percentage Old
- Voting percentage New

### 1.3 Increase no. of shares per share class

The share capital can be increased by increasing the no. of shares issued for a share class

#### Step 1: Start Transaction

Click on the 'New transaction' menu item on the share register page to start a new transaction.

Select 'Increase capital (no. of share)' from the 'Transaction type' field and fill the transaction date.  
Click on 'Next Step'

#### Step 2: Increase number of shares per share class

This step includes filling the 'New total no. of shares' to increase the share capital. Populate the new shares field and / or click on the '+' button to create a new share class.

##### INCREASE NUMBER OF SHARES PER SHARE CLASS

Share class name	Current no. of shares	New total no. of shares	Financial Weight	Voting Weight	Nominal value per share	
SHARE CLASS A	200	<input type="text" value="000"/>		1	EUR 5.00	+

*required at least one field*

Click on 'Save changes' when all required data is entered.

#### Step 2B: Subscriptions

It's time to add the subscriptions to your operation. Select a new shareholder by searching or click 'Create shareholder' to create a new 'Person' or 'External company'.

**SUBSCRIPTIONS**

test

Shareholder *	<a href="#">Create shareholder</a>	Current no. of shares	Subscribed shares *	
<input type="text" value="Please select from list or search"/>		0	<input type="text" value="-1"/>	+

Total no. of shares remaining for test: 0

The next step is to fill the no. of shares that the shareholder subscribed. Click on the '+' button to add more subscribed lines.

If all shares have been linked to a shareholder click on 'Next step'.

**SUBSCRIPTIONS**

test

Shareholder *	<a href="#">Create shareholder</a>	Current no. of shares	Subscribed shares *	
<input type="text" value="Please select from list or search"/>		0	<input type="text" value="-1"/>	+

Total no. of shares remaining for test: 0

#### Step 3: Increase no. of shares preview

The increase no. of shares preview page contains the following fields:

General

- The transaction date
- The transaction type
- Description 'optional'

#### Share Classes

- Action: Increase
- Shareholder name
- Total no. of shares issued
- Difference between old and new issued shares
- Financial Weight
- Voting Weights
- Issued share capital

#### Subscriptions

- Type: Subscription
- Shareholder name
- Current no. of shares issued
- Difference between current and new
- New no. of shares issued
- Nominal value per share
- Issued share capital current
- Issued share capital new

#### Shareholder Preview 'the shareholdings that will be created'

- Shareholder name
- Share Class 'detailed view'
- No. of shares owned 'detailed view'
- Financial percentage Old
- Financial percentage New
- Voting percentage Old
- Voting percentage New

## 1.4 Decrease no. of shares per share class

The share capital can be decreased by decreasing the no. of shares issued for a share class

### Step 1: Start Transaction

Click on the 'New transaction' menu item on the share register page to start a new transaction.

Select 'Decrease capital (no. of share)' from the 'Transaction type' field and fill the transaction date.

Click on 'Next Step'

### Step 2: Decrease number of shares per share class

This step includes filling the 'New total no. of shares' to increase the share capital. Populate the new shares field.

#### DECREASE NUMBER OF SHARES PER SHARE CLASS

Share class name	Current no. of shares	New total no. of shares	Financial Weight	Voting Weight	Nominal value per share
ddd	1	<input type="text" value="000"/>	1	1	EUR 1.00
ddd	2	<input type="text" value="000"/>	2	2	EUR 2.00
test	11	<input type="text" value="000"/>	11	0	EUR 0.00
test1	400	<input type="text" value="000"/>	4,036,3636	400	EUR 0.00

required at least one field

[Back](#) [Save changes & continue with subscriptions](#)

Click on 'Save changes' when all required data is entered.

### Step 2B: Cancellations

It's time to add the cancellation to your operation. Select an existing shareholder by searching or through the list.

**CANCELLATIONS**

test1

Shareholder *	Current no. of shares	Cancelled shares *	
<input type="text" value="Sargsyan, Ani"/>	400	<input type="text" value="100"/>	+

Total no. of shares remaining for test: 0

The next step is to fill the no. of shares that the shareholder cancelled. Click on the '+' button to add more cancellation lines.

If all shares have been linked to an shareholder click on 'Next step'.

### Step 3: Decrease no. of shares preview

The decrease no. of shares preview page contains the following fields:

#### General

- The transaction date
- The transaction type
- Description 'optional'

#### Share Classes

- Action: Decrease
- Share class name
- Total no. of shares issued
- Difference between old and new issued shares
- Financial Weight
- Voting Weights
- Issued share capital

#### Cancelled shares

- Type: Disposal
- Shareholder name
- Current no. of shares issued
- Difference between current and new
- New no. of shares issued
- Nominal value per share
- Issued share capital current
- Issued share capital new

Shareholder Preview 'the shareholdings that will be created'

- Shareholder name
- Share Class 'detailed view'
- No. of shares owned 'detailed view'
- Financial percentage Old
- Financial percentage New
- Voting percentage Old
- Voting percentage New

Increased capital (face value)

The share capital can be increased by increasing the face value 'nominal value' of shares issued for a share class

### Step 1: Start Transaction

Click on the 'New transaction' menu item on the share register page to start a new transaction.

Select 'Increase capital (face value)' from the 'Transaction type' field and fill the transaction date.

Click on 'Next Step'

### Step 2: Increase Face Value

This step includes filling the 'New nominal value per share' to increase the share capital. Populate the new shares field.

#### INCREASE FACE VALUE OF SHARES PER SHARE CLASS

Share class name	Total no. of shares	Financial Weight	Voting Weight	Current nominal value per share	New nominal value per share
ddd	1	1	1	EUR 1.00	EUR ▾ 000
ddd	2	2	2	EUR 3.00	EUR ▾ 5
test	11	11	0	EUR 0.00	EUR ▾ 000
test1	400	4,036.3636	400	EUR 0.00	EUR ▾ 000

Back

Next Step

Click on 'Next Step' when all required data is entered.

### Step 3: Increased face value preview

The increase face value page contains the following fields:

#### General

- The transaction date
- The transaction type
- Description 'optional'

#### Increase face value

- Action: Increase
- Share class name
- Financial Weight
- Voting Weights
- Nominal value (old)
- Nominal value (new)
- Issued share capital

#### Face value change per shareholder

- Shareholder name
- Number of shares held
- Current nominal value per share
- New nominal value per share
- Current issued share capital
- New issued share capital

*Shareholder Preview is not applicable as the shareholdings are calculated based upon the no. of shares.*

## 1.5 Decrease capital (face value)

The share capital can be decreased by decreasing the face value 'nominal value' of shares issued for a share class

### Step 1: Start Transaction

Click on the 'New transaction' menu item on the share register page to start a new transaction.

Select 'Decrease capital (face value)' from the 'Transaction type' field and fill the transaction date.

Click on 'Next Step'

### Step 2: Decrease Face Value

This step includes filling the 'New nominal value per share' to decrease the share capital. Populate the new nominal value per share field.

DECREASE VALUE OF SHARES PER SHARE CLASS

Share class name	Total no. of shares	Financial Weight	Voting Weight	Current nominal value per share	New nominal value per share
ddd	1	1	1	EUR 1.00	EUR ▼ 000
ddd	2	2	2	EUR 3.00	EUR ▼ 000
test	11	11	0	EUR 0.00	EUR ▼ 000
test1	400	4,036,3636	400	EUR 0.00	EUR ▼ 000

required at least one field

Click on 'Next Step' when all required data is entered.

### Step 3: Decreased face value preview

The increase face value page contains the following fields:

#### General

- The transaction date
- The transaction type
- Description 'optional'

#### Decreased face value

- Action: Decrease
- Share class name
- Total no. of shares issued
- Financial Weight
- Voting Weights
- Nominal value (old)
- Nominal value (new)
- Issued share capital

#### Face value change per shareholder

- Shareholder name
- Number of shares held
- Current nominal value per share
- New nominal value per share
- Current issued share capital
- New issued share capital

*Shareholder Preview is not applicable as the shareholdings are calculated based upon the no. of shares.*

## 1.6 Convert shares - Partial

In a partial conversion shares can be converted from one 'or multiple' shareholders from one share class to another. The shares are converted by giving the source and target share class, select the no. of shares and the shareholder.

### Step 1: Start Transaction

Click on the 'New transaction' menu item on the share register page to start a new transaction.

Select 'Convert shares' from the 'Transaction type' field and fill the transaction date.

Click on 'Next Step'

### Step 2: Share conversion.

From the screen the 'Partial conversion' tab is automatically selected. Select the shareholder, the source and the target share class. If the share class is not yet defined click on 'Create share class' Also populate the 'Converted shares' field. Multiple lines can be created using the '+' icon.

The screenshot shows a web form titled "CHOOSE CONVERSION TYPE" with two tabs: "Partial Conversion" (selected) and "Complete Conversion". The form contains the following fields and values:

Shareholder *	Current no. of shares	Current no. of shares remaining	Source Share Class *	Target Share Class *	Create share class	Converted shares *
Sargisyan, Ani	11	6	test	test1		5

At the bottom of the form, there are two buttons: "Back" and "Next Step".

When all information is filled click on the 'Next Step' button to go to the next step.

### Step 3: Convert shares - Partial preview

The convert shares preview page contains the following fields:

#### General

- The transaction date
- The transaction type
- Description 'optional'

#### Share Classes

- Action: Convert
- Share class name
- Total no. of shares issued
- Total no. of shares difference
- Financial Weight
- Voting Weights
- Issued share capital

#### Converted shares per shareholder

- Shareholder name
- Current shares issued
- Difference between current and new
- New shares issued
- Nominal value per share
- Current issued share capital
- New issued share capital

#### Shareholder preview

- Shareholder name
- Share class name
- No. of shares owned
- Financial percentage
- New nominal value per share
- Current issued share capital
- New issued share capital

### 1.7 Convert shares – Complete / Full conversion

In a complete conversion shares can be converted from one share class to another. The shares are converted by giving the source and target share class and the ratio.

#### **Step 1: Start Transaction**

Click on the 'New transaction' menu item on the share register page to start a new transaction.

Select 'Convert shares' from the 'Transaction type' field and fill the transaction date.

Click on 'Next Step'

#### **Step 2: Share conversion.**

From the screen select the 'Complete conversion' tab. Select the source and the target share class. If the share class is not yet selected click on 'Create share class. After selecting the target share class the ratio must be populated. E.g. 2 / 1 will merge the shares and 1 / 2 split the shares. The shares must be dividable otherwise an error will be shown.

**CHOOSE CONVERSION TYPE**

Partial Conversion Complete Conversion

Shareholder *	Current no. of shares	Current no. of shares remaining	Source Share Class *	Target Share Class *	Create share class	Converted shares *
Sargisyan, Ani	11	6	test	test1		5

Back Next Step

When all information is filled click on the 'Next Step' button to go to the next step.

### Step 3: Convert shares – Convert shares preview

The convert shares preview page contains the following fields:

#### General

- The transaction date
- The transaction type
- Description 'optional'

#### Share Classes

- Action: Convert
- Share class name
- Total no. of shares issued
- Total no. of shares difference
- Financial Weight
- Voting Weights
- Issued share capital

#### Converted shares per shareholder

- Shareholder name
- Current shares issued
- Difference between current and new
- New shares issued
- Nominal value per share
- Current issued share capital
- New issued share capital

#### Shareholder preview

- Shareholder name
- Share class name
- No. of shares owned
- Financial percentage
- New nominal value per share
- Current issued share capital
- New issued share capital

## 1.8 Share Conversions - Merge

In a 'share conversion – merge' shares can be merged together using a certain ratio. The shares are merged by giving the source and target ratio.

### Step 1: Start Transaction

Click on the 'New transaction' menu item on the share register page to start a new transaction.

Select 'Share conversion' from the 'Transaction type' field and fill the transaction date.

Click on 'Next Step'

### Step 2: Share Conversion.

Select the 'Source ratio' and the 'Target ratio'. If the 'Target Share Class' doesn't exist click on 'Create Share class'

CHOOSE CONVERSION TYPE

Partial Conversion Complete Conversion

Source Share Class \* Current no. of shares Target Share Class \* Create Share class Current no. of shares Source Ratio \* Target Ratio \*

Please select from list or search Please select from list or search 000 000

Back Next Step

When all information is filled click on the 'Next Step' button to go to the next step.

### Step 3: Merge Preview

The convert shares preview page contains the following fields:

#### General

- The transaction date
- The transaction type
- Description 'optional'

#### Share Classes

- Action: Convert
- Share class name
- Total no. of shares issued
- Total no. of shares difference
- Financial Weight
- Voting Weights
- Issued share capital

#### Converted shares per shareholder

- Shareholder name
- Current shares issued
- New shares issued
- Nominal value per share
- Current issued share capital
- New issued share capital

#### Shareholder preview

- Shareholder name
- Share class name
- No. of shares owned
- Financial percentage old
- Financial percentage new
- Voting percentage old
- Voting percentage new

## 1.9 Share Conversion - Split

In a 'share conversion – split shares' can be split using a certain ratio. The shares are split by giving the source and target ratio.

### Step 1: Start Transaction

Click on the 'New transaction' menu item on the share register page to start a new transaction.

Select 'Share conversion - Split' from the 'Transaction type' field and fill the transaction date.

Click on 'Next Step'

### Step 2: Split Shares

Select the 'Source Share Class'. Also select the 'Source Ratio' and the 'Target Ratio'.

CHOOSE CONVERSION TYPE

Partial Conversion Complete Conversion

Source Share Class *	Current no. of shares	Target Share Class *	Create Share class	Current no. of shares	Source Ratio *	Target Ratio *
Please select from list or search		Please select from list or search			000	000

Back Next Step

When all information is filled click on the 'Next Step' button to go to the next step.

### Step 3: Split Preview

The convert shares preview page contains the following fields:

#### General

- The transaction date
- The transaction type
- Description 'optional'

#### Share Classes

- Action: Split
- Share class name
- Ratio
- Total no. of shares issued
- Total no. of shares difference
- Financial Weight
- Voting Weight
- Nominal value per share
- Issued share capital

#### Converted shares per shareholder

- Shareholder name
- Current shares issued
- New shares issued
- Current nominal value per share
- New nominal value per share
- Current issued share capital
- New issued share capital

#### Shareholder preview

- Shareholder name
- Share class name
- No. of shares owned
- Financial percentage
- Voting percentage

## 1.10 Free Operations

In a 'Free Operations' custom transaction info can be added that is important to clients.

**1** START TRANSACTION

Transaction date \*

Transaction type \*

Description

265 characters remaining

### Step 1: Start Transaction

Click on the 'New transaction' menu item on the share register page to start a new transaction.

Select 'Free Operations' from the 'Transaction type' field and fill the transaction date.

Give an description if needed.

Click on 'Save'

## 1.11 Company Merge

In a merge we can merge two companies together. The merge should be performed from the absorbing company.

### Step 1: Start Transaction

Click on the 'New transaction' menu item on the share register page to start a new transaction.

Select 'Merger' from the 'Transaction type' field and fill the transaction date.

Click on 'Next Step'

### Step 2: Merger

Select company that you want to merge.

The screenshot shows the 'Company Merge' step in the Wolters Kluwer equity management system. The breadcrumb trail is 'Home > Equity management'. The current company is 'Googly original'. A progress indicator shows three steps: 1 (selected), 2 (COMPANY MERGE), and 3. The instructions state: 'Please select the company that you would like to merge into this group company, using the select box. Merging will:'. The list of effects includes: decrease the current capital, cancelling all current shares; cancel all active appointments; and move all current shareholdings to the absorbing company 'current group company'. Below this, it says 'The merge will be processed on the 'Transaction date''. A dropdown menu for 'Select company' is open, showing 'Lewis' as the selected option. At the bottom, there are 'Back' and 'Next Step' buttons.

When the company is selected select 'Next Step'.

### **Step 3: Merger Preview**

The merger preview page is divided in the absorbed company and the merger company tab. It shows which shares / appointments have been cancelled and sold to the absorbing company. The following fields are shown.

#### **Absorbed company tab**

##### General

- The transaction date
- The transaction type
- Description 'optional'

##### Cancelled Shares

###### 'Per Share Class'

- Shareholder name
- Current shares issued
- New shares issued
- Nominal value per share
- Current issued share capital
- New issued share capital

##### Cancelled appointments

- Officer
- Type
- Function

##### Subsidiaries

- Shareholder name
- Share class name 'Detailed view'
- No. of shares owned 'Detailed view'
- Financial percentage
- Voting percentage

#### **Merger Company tab**

##### Acquired Share

- Shareholder name
- Current shares issued
- Difference between both
- New shares issued
- Nominal value
- Current issued share capital
- New issued share capital

##### Subsidiary preview

- Subsidiary
- Share class name 'Detailed view'
- No. of shares owned 'Detailed view'
- Financial percentage
- Voting percentage

## 5 Equity Management Overview: The Share Register

The share register page is the first displayed page you see when you open the Equity Management page from the Group Company.

When clicked it will open the new 'Share register' overview page. The share register page shows information regarding: Share classes, Shareholders and transactions. This page is added to our new Wolters Kluwer design as the first feature of our application.

The screenshot shows the 'Share Register' page with two main sections: 'SHARE CLASSES' and 'SHAREHOLDERS'. The 'SHARE CLASSES' section has search filters for Share Class, Voting Weight, Financial Weight, Nominal value per share, Number Issued, Issued share capital, and Effective date. A table below shows one class with a value of 2. The 'SHAREHOLDERS' section has search filters for Shareholder, Financial percentage, Voting percentage, and Effective date. A table below shows one shareholder with 100% ownership.

Share Class	Voting Weight	Financial Weight	Nominal value per share	Number Issued	Issued share capital	Effective date
total	2	2	EUR 22	2	EUR 44	06/27/2018
1 Total						Total: EUR 44

Shareholder	Financial percentage	Voting percentage	Effective date
dit	100.00%	100.00%	06/27/2018
1 Total			100%

From this page we can:

- View the equity situation of a group company on a specific date;
- Export the information shown to Microsoft Excel;
- Navigate to transactions;
- Remove transactions;
- Edit transactions;
- Show the standard org-chart;
- Show the consolidated org-chart;
- Go 'Back to group company'.

### 5.1 View share register on date

All data shown on the share register based are based upon the date populated in the 'View share register' date field at the right top of the screen.



The date can be removed using the 'x' and changed to any date by using the 'date picker' icon . By changing the date the page refreshes to the specific situation of that date.

The field also contains the 'Show ORG Chart' button that will redirect you to the org-chart on that specific date.

For the consolidated Org-chart use the  icon at the right top and select consolidated org-chart.

## 5.2 Share register preview cards

The share register consists of different cards of information that contain fields. The fields can be filtered using the search 'above the column' and sorted by left clicking on the column header. Below you will find the fields shown per card.

### Share classes

Under the share classes card, you will find:

- The name of the share class;
- Voting weight;
- Financial weight;
- Nominal value per share;
- Number Issued;
- Issued share capital;
- Effective date.

### Shareholders

Under the shareholder card you will find:

- The shareholder name;
- Share Class 'detailed view';
- No. of shares owned 'detailed view';
- Financial percentage;
- Voting percentage;
- Effective date.

### Transaction card

Under the transaction card you will find:

- The effective date;
- Type of transaction;
- Description;
- Number of documents.
- Edit button 'only last transaction'
- Remove button 'only last transaction'

By left clicking on an transaction line it will also take you to the transaction dossier page.

Effective date	Type	Description	Number of documents
Select a date	 Search	Search	Search
06/27/2018	First issuance / Initial capital increase		0

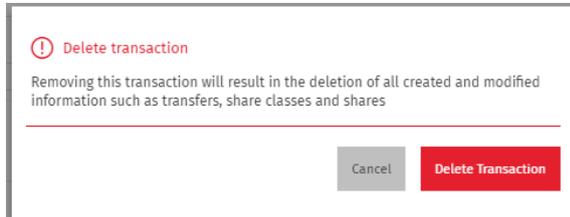
1 Total



### 5.3 Editing or Removing a transaction

When edit transaction, , is clicked it will take you to the operation step 'Step 2' of that specific transaction. From this page the operation can be edited and saved. This will redo the complete operation.

When remove transaction  is clicked it will show the following popup:



Clicking 'Delete transaction' will result in deleting all created and modified information through that transaction such as; transfers, share classes and shares. Clicking 'Cancel' will take you back to the overview page.