

## Schedule C

(Rule 5(10))

### Notice in terms of Rule 5(10) of the Capital Gains Rules, 1993

**Statement to be submitted by a transferor of shares where there is a transfer of controlling interest**

**Part 1 - Details of Transferor**

|                             |  |
|-----------------------------|--|
| Name                        |  |
| Address                     |  |
| ROC No (companies only)     |  |
| Income Tax Registration No: |  |

State the number of shares held by transferor immediately prior to the transfer:

| Type | Class | Votes<br>per share | Nom Value<br>per share | Number | Date of<br>acquisition |
|------|-------|--------------------|------------------------|--------|------------------------|
|      |       |                    |                        |        |                        |
|      |       |                    |                        |        |                        |
|      |       |                    |                        |        |                        |

**Part 2 - Details of Company in which shares are being transferred**

|                            |  |
|----------------------------|--|
| Company Name               |  |
| Income Tax Registration No |  |
| Company year end           |  |
| Date of incorporation      |  |
| ROC No                     |  |
| Authorised share capital   |  |
| Issued share capital       |  |

State whether: (Yes or No)

- |   |   |  |
|---|---|--|
| a | The Company holds shares directly or indirectly in other companies.<br><i>(if Yes attach details)</i> | <input style="width: 80%; height: 20px;" type="text"/> |
|---|---|--|
- |   |   |  |
|---|---|--|
| b | The Company or any companies specified in (a) above own immovable property at the date of the share transfer.<br><i>(if Yes attach details)</i> | <input style="width: 80%; height: 20px;" type="text"/> |
|---|---|--|
- |   |   |  |
|---|---|--|
| c | An increase or reduction in the share capital of the company took place within eighteen months prior to the date of the share transfer.<br><i>(if Yes attach details)</i> | <input style="width: 80%; height: 20px;" type="text"/> |
|---|---|--|
- |   |   |  |
|---|---|--|
| d | Any shares have been transferred by the transferor or a related party within eighteen months prior to the date of the share transfer.<br><i>(if Yes attach details)</i> | <input style="width: 80%; height: 20px;" type="text"/> |
|---|---|--|
- |   |   |  |
|---|---|--|
| e | The company came into existence as a result of a restructuring.<br><i>(if Yes attach details specifying the date and whether a merger, division, etc)</i> | <input style="width: 80%; height: 20px;" type="text"/> |
|---|---|--|
- |   |  |  |
|---|--|--|
| f | Such shares are held by a company whose shareholders, directly or indirectly, are all not resident in Malta, | <input style="width: 80%; height: 20px;" type="text"/> |
|---|--|--|
- |   |   |  |
|---|---|--|
| g | The transfer is a transfer to which art 5(3)(a) of the act applies. | <input style="width: 80%; height: 20px;" type="text"/> |
|---|---|--|

**Part 3 - Details of share transfer**

|   |   |  |
|---|---|--|
| a | Date of share transfer                    |  |
| b | Number of shares held at date of transfer |  |
| c | Number of shares transferred              |  |
| d | Consideration for shares transferred      |  |

Give details of the shares transferred:

| Type | Class | Votes per share | Nom Value per share | Number | Date of acquisition |
|------|-------|-----------------|---------------------|--------|---------------------|
|      |       |                 |                     |        |                     |
|      |       |                 |                     |        |                     |
|      |       |                 |                     |        |                     |

**Part 4 - Computation of the market value of the shares transferred**

The market value of the shares being transferred is to be determined as follows:

**Market value of shares transferred / global transfer**

**Sec I : Determination of the % of the market value of the company as represented by such shares**

| Type                        | Class | Nominal Value | Voting rights | Nom Value of shares transferred | Voting rights of shares transferred |
|-----------------------------|-------|---------------|---------------|---------------------------------|-------------------------------------|
| <b>Issued share capital</b> |       |               |               |                                 |                                     |
|                             |       |               |               |                                 |                                     |
|                             |       |               |               |                                 |                                     |
| <b>Total</b>                |       |               |               |                                 |                                     |
|                             |       | (A)           | (B)           | (C)                             | (D)                                 |

**Percentage of the Market Value of company** 

|       |       |
|-------|-------|
|       |       |
| (C/A) | (D/B) |

a State whether there has been a change in the issued share capital of the company during the period of eighteen months preceding the transfer.

b If the answer to "a" is "yes", state whether the percentage of the shareholding or voting rights of the transferee in the capital or voting rights of the company has been decreased as a result of such change.

c If the answer to "b" is "yes" , give details of the capital structure of the company as existing at the time immediately preceding that change.

| Type                        | Class | Nominal Value | Voting rights | Nom Value of shares transferred | Voting rights of shares transferred |
|-----------------------------|-------|---------------|---------------|---------------------------------|-------------------------------------|
| <b>Issued share capital</b> |       |               |               |                                 |                                     |
|                             |       |               |               |                                 |                                     |
|                             |       |               |               |                                 |                                     |
| <b>Total</b>                |       |               |               |                                 |                                     |
|                             |       | (E)           | (F)           | (G)                             | (H)                                 |

**Percentage of the Market Value of company** 

|       |       |
|-------|-------|
|       |       |
| (G/E) | (H/F) |

**Percentage of the MV of the company to be taken into account**  
(higher of G/E or H/F)   
(Z)

**Sec II : Computation of Market value of company;**

a Total Net Asset Value of the company:

b Market Value of shares held in another company representing at least 10% of the nominal value of the issued share capital of that other company, determined in accordance with rule 5.

| Company | Income Tax no. | Market Value |
|---------|----------------|--------------|
|         |                |              |

Deduct book value of shares held in the company  
(as stated in the financial statements)

c Total market value of immovable property as stated in the Architect's Valuation (as per Part 6)   
less Total book value of immovable property

Adjustment to the value of immovable property:

d Value of goodwill: (as calculated in Sec IV below)

e Deduct book value of the shares referred to in Rule 5(6)(d):

f Total adjusted market value of the company:

**Sec III : Market value of shares transferred:**

a Adjusted market value of the company   
(Sec IIe)

b % of market value as represented by shares transferred or global transfer   
(higher of C/A, D/B or Z in Sec I)

c Market value of shares transferred or global transfer   
(a X b)

d Total value taken into account for the purpose of determining the chargeable gain arising from each of the relevant transactions preceding this transfer

e Market value of shares transferred   
(c - d)

f Value of the consideration of shares transferred   
(Part 3d)

g Value to be taken into account for the purpose of calculating any gain or loss from the share transfer   
(higher of e or f)

**Sec IV : Calculation of the amount representing the value of goodwill:**

a Where company was in existence for the five financial years immediately preceding the year in which the transfer is made:

Year ended \_\_\_\_\_

|                           | Year 1 | Year 2 | Year 3 | Year 4 | Year 5 | Total |
|---------------------------|--------|--------|--------|--------|--------|-------|
| Profit before tax         |        |        |        |        |        |       |
| <b>Value of goodwill:</b> |        |        |        |        |        |       |

Note: Where the transfer is made during the company's first or second financial year the value of goodwill above shall be zero.

b Where the company has acquired its business or part thereof from another person during the company's first three financial years:

State date when business was acquired:

State consideration paid for the acquisition of the goodwill of such business:

**Profits of the company excluding profits attributable to business acquired;**

Year ended \_\_\_\_\_

|                           | Year 1 | Year 2 | Year 3 | Total |
|---------------------------|--------|--------|--------|-------|
| Profit before tax         |        |        |        |       |
| <b>Value of goodwill:</b> |        |        |        |       |

**Profits attributable to business acquired from another person;**

Year ended \_\_\_\_\_

|  | Year 1 | Year 2 | Year 3 | Year 4 | Year 5 | Total                  |
|--|--------|--------|--------|--------|--------|------------------------|
| Profit before tax  |        |        |        |        |        |                        |
| <b>Value of goodwill attributable to business acquired</b>                       |        |        |        |        |        | A <input type="text"/> |
| <b>Consideration paid for the acquisition of such goodwill</b>                   |        |        |        |        |        | B <input type="text"/> |
| <b>Value of the goodwill of the business so acquired</b><br>(higher of A and B ) |        |        |        |        |        | <input type="text"/>   |
| <b>Total amount representing the value of goodwill:</b>                          |        |        |        |        |        | <input type="text"/>   |

**Note:** Where the assets of the company include shares in another company, and such shares represent at least ten percent of the nominal value of the issued share capital of the other company, the computations in Part 5 must be made for each such shareholding.

**Part 5 - Architect's valuation**

If the company owns immovable property at the date of the share transfer, attach an architect's valuation of the market value of the immovable property taken into account in determining the value of the said shares.

**Part 6 – Declaration**

I do hereby declare that the information submitted through this form is true and complete:

Transferor's signature\_\_\_\_\_ Transferor's name\_\_\_\_\_

This Schedule shall be accompanied by an auditor's signed report which shall form an integral part of the schedule, giving assurance as to (a) the fact that the transfer is a transfer of a controlling interest (including the grounds on which such statement is based) and (b) whether the computation of the market value of the shares being transferred has been properly prepared in accordance with the Capital Gains Rules.