
STATUTORY INSTRUMENTS

2004 No. 2326

The European Public Limited-Liability Company Regulations 2004

PART 2

REGISTRATION OF [F1UK Societates] AND THE REGISTRAR ETC.

F1 Words in Pt. 2 heading substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **5** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

The registrar

4. The registrar has the functions conferred by this Part in relation to the registration, or the deletion of the registration, of [F2a UK Societas].

F2 Words in reg. 4 substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **6** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

Registration of an SE formed by merger in accordance with Article 2(1)

^{F3}**5.**

F3 Regs. 5-12 omitted (31.12.2020) by virtue of [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **7** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

Registration of the formation of a holding SE in accordance with Article 2(2)

^{F3}**6.**

F3 Regs. 5-12 omitted (31.12.2020) by virtue of [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **7** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

Registration of the formation of a subsidiary SE in accordance with Article 2(3)

^{F3}**7.**

F3 Regs. 5-12 omitted (31.12.2020) by virtue of [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, 7 (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

Registration of an SE by the transformation of a public company in accordance with Article 2(4)

F38.

F3 Regs. 5-12 omitted (31.12.2020) by virtue of [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, 7 (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

Registration of an SE formed as the subsidiary of an SE in accordance with Article 3(2)

F39.

F3 Regs. 5-12 omitted (31.12.2020) by virtue of [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, 7 (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

Registration of an SE on the transfer of its registered office to the United Kingdom in accordance with Article 8

F310.

F3 Regs. 5-12 omitted (31.12.2020) by virtue of [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, 7 (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

Statement of SE's name and registered office address

F310A.

F3 Regs. 5-12 omitted (31.12.2020) by virtue of [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, 7 (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

Statement of proposed members

F310B.

F3 Regs. 5-12 omitted (31.12.2020) by virtue of [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, 7 (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

Statement of subscribed capital

^{F3}**10C.**

F3 Regs. 5-12 omitted (31.12.2020) by virtue of The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, 7 (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), 5(a)-(f)); 2020 c. 1, Sch. 5 para. 1(1)

Employee involvement statement

^{F3}**10D.**

F3 Regs. 5-12 omitted (31.12.2020) by virtue of The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, 7 (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), 5(a)-(f)); 2020 c. 1, Sch. 5 para. 1(1)

Certificate of the competent authority under Article 8(8)

^{F3}**11.**

F3 Regs. 5-12 omitted (31.12.2020) by virtue of The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, 7 (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), 5(a)-(f)); 2020 c. 1, Sch. 5 para. 1(1)

Statement of compliance

^{F3}**11A.**

F3 Regs. 5-12 omitted (31.12.2020) by virtue of The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, 7 (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), 5(a)-(f)); 2020 c. 1, Sch. 5 para. 1(1)

Registration of an SE

^{F3}**12.**

F3 Regs. 5-12 omitted (31.12.2020) by virtue of The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, 7 (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), 5(a)-(f)); 2020 c. 1, Sch. 5 para. 1(1)

[^{F4}Conversion of an SE to a UK Societas: obligations on the registrar

12A.—(1) In respect of any SE which remains registered in the United Kingdom immediately before IP completion day, the registrar must—

(a) amend the register, so that on and after IP completion day—

(i) “UK Societas” replaces “SE” in the SE's name, and

(ii) where appropriate, any use of “European Public Limited-Liability Company” or “Societas Europaea”, is replaced by “ United Kingdom Societas ”,

save that this shall not apply where this information is recorded in documents registered in respect of that SE before IP completion day;

- (b) within 21 days of IP completion day, issue to the UK Societas a certificate (a “certificate of conversion”) confirming that the UK Societas—
- (i) has been converted to a UK Societas on IP completion day pursuant to Articles AA1 and AAA1 of the EC Regulation,
 - (ii) is governed by the law of—
 - (aa) England and Wales, where its registered office is situated in England or Wales,
 - (bb) Scotland, where its registered office is situated in Scotland, or
 - (cc) Northern Ireland, where its registered office is situated in Northern Ireland.

(2) The certificate in paragraph (1)(b)—

- (a) must be signed by the registrar or authenticated by the registrar's official seal; and
- (b) is conclusive evidence that on and after IP completion day the SE is a UK Societas.

(3) Paragraphs (1) and (2) do not apply to an SE in respect of which a transfer proposal has been drawn up, delivered and published under Article 8 until such time as the registrar is satisfied that the transfer did not take effect before IP completion day.

(4) Paragraph (5) applies in relation to an SE—

- (a) which immediately before IP completion day is registered in a Member State pursuant to a transfer of its registered office from the United Kingdom to that Member State in accordance with Article 12; but
- (b) whose registration in the United Kingdom has not been deleted in accordance with Article 8 before IP completion day.

(5) The registrar must delete the registration of an SE to which this paragraph applies from the register as soon as reasonably practicable and must cause to be published in the Gazette notice of that deletion.

(6) In this regulation, “Article 8” and “Article 12” mean Article 8 and Article 12 of the EC Regulation, as it had effect immediately before IP completion day.

F4 [Regs. 12A, 12B](#) inserted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), [regs. 1, 8](#) (with [regs. 140-145](#)) (as amended by [S.I. 2020/523](#), [regs. 1\(2\), 3\(b\), 5\(a\)-\(f\)](#)); 2020 c. 1, [Sch. 5 para. 1\(1\)](#)

References in the Companies Act 2006 to a certificate of incorporation

12B.—(1) Following the conversion of an SE to a UK Societas, references in sections 80 (change of name: registration and issue of new certificate of incorporation), 1064 (public notice of issue of certificate of incorporation) and 1065 (right to certificate of incorporation) of the Companies Act 2006 to a company's certificate of incorporation shall be construed as a reference to the certificate of conversion given under regulation 12A(1)(b).

(2) A requirement in those sections for the registrar to issue a certificate of incorporation to a company shall—

- (a) be construed as a requirement to issue a certificate of conversion similar to the certificate under regulation 12A(1)(b); and
- (b) apply with such other modifications as the registrar considers necessary in consequence of sub-paragraph (a).]

F4 Regs. 12A, 12B inserted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, 8 (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), 3(b), 5(a)-(f)); 2020 c. 1, Sch. 5 para. 1(1)

Documents sent to the registrar

13.—^{F5}(1) The registrar shall retain any document delivered to the registrar under any provision of these Regulations or the EC Regulation.

(1A) Any reference in the 2006 Act to “the register” is to be read as including a reference to—

- (a) the documents required to be retained by the registrar under paragraph (1), and
- (b) records of the information contained in those documents.

(1B) In the application of the 2006 Act in relation to those documents and records by virtue of paragraph (1A), the provisions specified in Schedule 1A to these Regulations have effect with the modifications specified in relation to each such provision in that Schedule.]

^{F6}(2)

F5 Reg. 13(1)-(1B) substituted for reg. 13(1) (1.10.2009) by The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), regs. 1(2), 14 (with reg. 2)
F6 Reg. 13(2) omitted (31.12.2020) by virtue of The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, 9 (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), 5(a)-(f)); 2020 c. 1, Sch. 5 para. 1(1)

^{F7}Application of language requirements to documents relating to ^{F8}UK Societates]

13A.—(1) The following provisions of the 2006 Act apply in relation to documents required to be delivered to the registrar under these Regulations or the EC Regulation—

- (a) section 1103 (documents to be drawn up and delivered in English);
- (b) section 1105 (documents that may be drawn up and delivered in other languages);
- (c) section 1107 (certified translations).

(2) In the application of the provisions listed in paragraph (1) in relation to the documents referred to in that paragraph—

- (a) section 1103 applies as if the reference to section 1104 of the 2006 Act were omitted;
- (b) section 1105 applies as if for subsections (2) and (3) there were substituted—

“(2) This section applies to—

^{F9}(a)

^{F9}(b)

^{F9}(c)

(d) copies of amendments to statutes required to be delivered under regulation 82(1) (a) of ^{F10}the European Public Limited-Liability Company Regulations 2004] (notification of amendments to statutes);

(e) documents required to be delivered ^{F11}... under regulation 85 of those Regulations (registration of a public company by conversion of ^{F12}UK Societas]);

(f) copies of draft terms required to be delivered under regulation 86 of those Regulations (publication of draft terms of conversion).”;

(c) section 1107 applies as if any reference to a company were a reference to [F13a UK Societas].

(3) Section 1106(1) and (4) of the 2006 Act (voluntary filing of translations), and any provision of regulations made under section 1106(2) which specifies the languages in relation to which the facility in section 1106(1) is available, apply in relation to documents within paragraph (4), as if any reference to a company were a reference to [F14a UK Societas].

(4) The documents referred to in paragraph (3) are documents that are or have been delivered to the registrar under these Regulations or the EC Regulation [F15as it had effect at the time of such delivery,] on or after 1st January 2007.

F16(5)]

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| F7 | Reg. 13A inserted (1.10.2009) by The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400) , regs. 1(2), 15 (with regs. 2, 15(2)) |
| F8 | Words in reg. 13A heading substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298) , regs. 1, 10(a) (with regs. 140-145) (as amended by S.I. 2020/523 , regs. 1(2), 5(a)-(f)); 2020 c. 1, Sch. 5 para. 1(1) |
| F9 | Words in reg. 13A(2)(b) omitted (31.12.2020) by virtue of The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298) , regs. 1, 10(b)(i)(aa) (with regs. 140-145) (as amended by S.I. 2020/523 , regs. 1(2), 5(a)-(f)); 2020 c. 1, Sch. 5 para. 1(1) |
| F10 | Words in reg. 13A(2)(b) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298) , regs. 1, 10(b)(i)(bb) (with regs. 140-145) (as amended by S.I. 2020/523 , regs. 1(2), 5(a)-(f)); 2020 c. 1, Sch. 5 para. 1(1) |
| F11 | Words in reg. 13A(2)(b) omitted (1.10.2014) by virtue of The European Economic Interest Grouping and European Public Limited-Liability Company (Amendment) Regulations 2014 (S.I. 2014/2382) , regs. 1, 21(b) |
| F12 | Words in reg. 13A(2)(b) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298) , regs. 1, 10(b)(i)(cc) (with regs. 140-145) (as amended by S.I. 2020/523 , regs. 1(2), 5(a)-(f)); 2020 c. 1, Sch. 5 para. 1(1) |
| F13 | Words in reg. 13A(2)(c) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298) , regs. 1, 10(b)(ii) (with regs. 140-145) (as amended by S.I. 2020/523 , regs. 1(2), 5(a)-(f)); 2020 c. 1, Sch. 5 para. 1(1) |
| F14 | Words in reg. 13A(3) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298) , regs. 1, 10(c) (with regs. 140-145) (as amended by S.I. 2020/523 , regs. 1(2), 5(a)-(f)); 2020 c. 1, Sch. 5 para. 1(1) |
| F15 | Words in reg. 13A(4) inserted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298) , regs. 1, 10(d) (with regs. 140-145) (as amended by S.I. 2020/523 , regs. 1(2), 5(a)-(f)); 2020 c. 1, Sch. 5 para. 1(1) |
| F16 | Reg. 13A(5) omitted (31.12.2020) by virtue of The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298) , regs. 1, 10(e) (with regs. 140-145) (as amended by S.I. 2020/523 , regs. 1(2), 5(a)-(f)); 2020 c. 1, Sch. 5 para. 1(1) |

[F17Application of the 2006 Act to the registration of [F18UK Societates]]

14.—[F19(1)] The provisions of [F20the 2006 Act] specified in Schedule 2 to these Regulations shall apply in respect of

(a) the registration or the deletion of registration of [F21UK Societates] under these Regulations and the EC Regulation [F22, including as they had effect at the time of any such registration];

(b) the functions of the registrar in respect of such registrations or deletions.

Those provisions shall apply under this regulation subject to any limitations or qualifications specified in relation to each such provision in that Schedule.

[^{F23}(2) This regulation does not affect the application of provisions of the 2006 Act in respect of the matters referred to in paragraph (1)(a) or (b) otherwise than by virtue of this regulation.]

F17	Reg. 14 heading substituted (1.10.2009) by The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), regs. 1(2), 16(5) (with reg. 2)
F18	Words in reg. 14 heading substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, 11(a) (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), 5(a)-(f)); 2020 c. 1, Sch. 5 para. 1(1)
F19	Reg. 14 renumbered as reg. 14(1) (1.10.2009) by The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), regs. 1(2), 16(2) (with reg. 2)
F20	Words in reg. 14(1) substituted (1.10.2009) by The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), regs. 1(2), 16(3) (with reg. 2)
F21	Words in reg. 14(1)(a) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, 11(b)(i) (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), 5(a)-(f)); 2020 c. 1, Sch. 5 para. 1(1)
F22	Words in reg. 14(1)(a) inserted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, 11(b)(ii) (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), 5(a)-(f)); 2020 c. 1, Sch. 5 para. 1(1)
F23	Reg. 14(2) inserted (1.10.2009) by The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), regs. 1(2), 16(4) (with reg. 2)

False statements in documents [^{F24}delivered to the registrar]

15. Any person who makes a false statement:

- (a) in any [^{F25}application for registration delivered] to the registrar under ^{F26}... regulation 85,
- ^{F27}(b)
- (c) in any document [^{F28}required to be delivered with such an application], or
- (d) in any other document required to be [^{F29}delivered] to the registrar under these Regulations,

which he knows to be false or does not believe to be true is liable, on conviction on indictment to imprisonment not exceeding two years, or to a fine, or to both, and on summary conviction to imprisonment not exceeding three months, or to a fine not exceeding the statutory maximum or to both.

F24	Words in reg. 15 heading substituted (1.10.2014) by The European Economic Interest Grouping and European Public Limited-Liability Company (Amendment) Regulations 2014 (S.I. 2014/2382), regs. 1, 22(2)
F25	Words in reg. 15(a) substituted (1.10.2014) by The European Economic Interest Grouping and European Public Limited-Liability Company (Amendment) Regulations 2014 (S.I. 2014/2382), regs. 1, 22(3)
F26	Words in reg. 15(a) omitted (31.12.2020) by virtue of The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, 12(a) (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), 5(a)-(f)); 2020 c. 1, Sch. 5 para. 1(1)
F27	Reg. 15(b) omitted (31.12.2020) by virtue of The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, 12(b) (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), 5(a)-(f)); 2020 c. 1, Sch. 5 para. 1(1)

Changes to legislation: There are currently no known outstanding effects for the The European Public Limited-Liability Company Regulations 2004, PART 2. (See end of Document for details)

- F28** Words in reg. 15(c) substituted (1.10.2014) by The European Economic Interest Grouping and European Public Limited-Liability Company (Amendment) Regulations 2014 (S.I. 2014/2382), regs. 1, 22(5)
- F29** Word in reg. 15(d) substituted (1.10.2014) by The European Economic Interest Grouping and European Public Limited-Liability Company (Amendment) Regulations 2014 (S.I. 2014/2382), regs. 1, 22(6)

Changes to legislation:

There are currently no known outstanding effects for the The European Public Limited-Liability Company Regulations 2004, PART 2.