
STATUTORY INSTRUMENTS

2004 No. 2326

**The European Public Limited-
Liability Company Regulations 2004**

PART 2

REGISTRATION OF SEs AND THE REGISTRAR ETC.

The registrar

4. The registrar has the functions conferred by this Part in relation to the registration, or the deletion of the registration, of an SE.

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

5. Where it is proposed to register an SE formed by merger in accordance with Article 2(1) there shall be delivered to the registrar a registration form in Form SE5, and, if applicable, Form SE(SR) set out in Schedule 1 together with the documents specified in respect of each Form.

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

6. Where it is proposed to register a holding SE formed in accordance with Article 2(2) there shall be delivered to the registrar a registration form in Form SE6, and, if applicable, Form SE(SR), set out in Schedule 1 together with the documents specified in respect of each Form.

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

7. Where it is proposed to register a subsidiary SE formed in accordance with Article 2(3) there shall be delivered to the registrar a registration form in Form SE7, and, if applicable, Form SE(SR), set out in Schedule 1 together with the documents specified in respect of each Form.

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

8. Where it is proposed to register an SE by the transformation of a public company in accordance with Article 2(4) there shall be delivered to the registrar a registration form in Form SE8, and, if applicable, Form SE(SR) set out in Schedule 1 together with the documents specified in respect of each Form.

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

9.—(1) Where it is proposed to register an SE formed as the subsidiary of an SE in accordance with Article 3(2) there shall be delivered to the registrar a registration form in Form SE9(1), and, if applicable, Form SE(SR), set out in Schedule 1 together with the documents specified in respect of each Form.

(2) The reference to an SE, a subsidiary of which is to be registered under this regulation, includes a reference to an SE whose registered office is in another Member State.

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

10. Where it is proposed to transfer to Great Britain the registered office of an SE whose registered office is situated in another Member State there shall be delivered to the registrar a registration form in respect of that SE in Form SE10, and, if applicable, Form SE(SR), set out in Schedule 1 together with the documents specified in respect of each Form.

Certificate of the competent authority under Article 8(8)

11. Where it is proposed to transfer the registered office of an SE from Great Britain to another Member State there shall be delivered to the Secretary of State for the purposes of applying for the issue of a certificate under Article 8(8), a transfer form in Form SE11 set out in Schedule 1 together with the documents specified in that Form.

Registration of an SE

12. The registrar shall register an SE formed or transformed under the provisions of Articles 2 and 3 or an SE whose registered office is transferred to Great Britain under Article 8 where she is satisfied that all the requirements of these Regulations and the EC Regulation in respect of such formation, transformation or transfer of an SE, as the case may be, have been complied with in respect of that SE.

Documents sent to the registrar

13.—(1) The registrar shall retain any document delivered to her under any provision of these Regulations or the EC Regulation and such documents shall be treated as records kept by the registrar for the purposes of the 1985 Act in respect of the SE or the company to which they relate.

(2) For the purposes of this regulation documents delivered to the Secretary of State under regulation 11 shall be treated as documents delivered to the registrar on the deletion of the registration of the SE making the application under the regulation and the provisions of regulation 14 will apply accordingly.

Application of the 1985 Act to the registration of SEs

14. The provisions of the 1985 Act specified in Schedule 2 to these Regulations shall apply in respect of

- (a) the registration or the deletion of registration of SEs under these Regulations and the EC Regulation;
- (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.

False statements in documents sent to the registrar or the Secretary of State

15. Any person who makes a false statement:

- (a) in any registration form sent to the registrar under regulations 5 to 10 and regulation 85,
- (b) in any transfer form sent to the Secretary of State under regulation 11,

(c) in any document, specified in such a form, or

(d) in any other document required to be sent 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.