

STATUTORY INSTRUMENTS

**2004 No. 2326**

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

**PART 7**

**PROVISIONS RELATING TO THE CONVERSION OF  
[<sup>F1</sup>UK SOCIETATES] TO A PUBLIC COMPANY IN  
ACCORDANCE WITH ARTICLE 66 OF THE EC REGULATION**

**Textual Amendments**

- F1** Words in Pt. 7 heading substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **38** (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)

**[<sup>F2</sup>Registration of a public company by the conversion of [<sup>F3</sup>a UK Societas]**

**85.**—(1) Where it is proposed to convert [<sup>F4</sup>a UK Societas] to a public company in accordance with Article 66, there must be delivered to the registrar an application for registration together with—

- (a) a copy of the report drawn up in accordance with Article 66(3);
- (b) a copy of every experts' certificate in accordance with Article 66(5);
- (c) a copy of the proposed articles of association of the proposed public company;
- (d) a copy of the resolution approving the conversion of the converting [<sup>F5</sup>UK Societas] into a public company in accordance with Article 66(6); and
- (e) a statement of compliance (see regulation 85A).

(2) The application must contain the following particulars—

- (a) the converting [<sup>F6</sup>UK Societas's] name and registered number;
- (b) the proposed name of the public company;
- (c) in cases where a duty arises under section 56 of the 2006 Act to seek the view of a specified government department or other body regarding the proposed name of the public company, a statement that such a request has been made and a copy any response received;<sup>F7</sup>...
- (d) the proposed registered office address of the public company and whether that office is to be situated in England and Wales (or Wales), in Scotland or in [<sup>F8</sup>Northern Ireland; and
- (e) a statement of initial significant control (see section 12A of the 2006 Act).]

(3) The application must also contain the following particulars in respect of the persons who are to be the first directors of the public company—

- (a) in the case of an individual, the particulars specified in section 163 of the 2006 Act and the director’s usual residential address;
  - (b) in the case of a body corporate, or a firm that is a legal person under the law by which it is governed, the particulars specified in section 164 of the 2006 Act.
- (4) Subsections (2) to (5) of section 163 of the 2006 Act apply for the purposes of paragraph (3) (a) as they apply for the purposes of that section.
- (5) Any notification of the proposed directors of a converting [F9UK Societas] must also contain—
- (a) an indication, where applicable, that an application is being made, or has been granted, for an exemption to the disclosure of a usual residential address under section 243 of the 2006 Act; and
  - (b) a [F10statement that] each of the persons named as a proposed director [F11has consented] to act as a director of the proposed public company.
- (6) The application must also contain the following particulars in respect of the person who is (or persons who are) to be the first secretary (or joint secretaries) of the public company—
- (a) in the case of an individual, the particulars specified in section 277 of the 2006 Act,
  - (b) in the case of a body corporate, or a firm that is a legal person under the law by which it is governed, the particulars specified in section 278 of the 2006 Act, and
  - (c) a [F12statement that] each of the persons [F13has consented] to act as a secretary of the proposed public company,

save that, if all the partners in a firm are to be joint secretaries, consent may be given by one partner on behalf of all of them.

(7) Subsections (2) to (5) of section 277 of the 2006 Act apply for the purposes of paragraph (6) (a) and subsection (2) of section 278 of the 2006 Act applies for the purposes of paragraph (6)(b) as they apply for the purposes of those subsections.

(8) The application must contain a statement of capital in respect of the converting [F14UK Societas].

- (9) For the purpose of paragraph (8), a statement of capital means a statement of—
- (a) the total number of shares of the converting [F15UK Societas];
  - (b) the aggregate nominal value of those shares; F16 ...
- [F17(ba) the aggregate amount (if any) unpaid on those shares (whether on account of their nominal value or by way of premium); and]
- (c) for each class of shares—
    - (i) particulars of the rights attached to the shares,
    - (ii) the total number of shares of that class, and
    - (iii) the aggregate nominal value of shares of that class; F18 ...

F19(d) .....

- (10) For the purpose of paragraph (9)(c)(i), the particulars are—
- (a) particulars of any voting rights attached to the shares, including rights that arise only in certain circumstances;
  - (b) particulars of any rights attached to the shares, as respects dividends, to participate in a distribution;
  - (c) particulars of any rights attached to the shares, as respects capital, to participate in a distribution (including on winding up); and

- (d) whether the shares are to be redeemed, or are liable to be redeemed, at the option of the company or the shareholder.
- (11) The application must also contain a statement of the dates on which—
- (a) the converting [<sup>F20</sup>UK Societas] was registered [<sup>F21</sup>as an SE];
  - (b) the report was drawn up in accordance with Article 66(3);
  - (c) the experts' certificates were drawn up in accordance with Article 66(5); and
  - (d) the approval of the conversion took place in accordance with Article 66(6).
- (12) In this Part the [<sup>F22</sup>UK Societas] is referred to as the “converting [<sup>F21</sup>UK Societas]”.]

### Textual Amendments

- F2** Reg. 85 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, **29**
- F3** Words in reg. 85 heading substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **39(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)
- F4** Words in reg. 85(1) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **39(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)
- F5** Words in reg. 85(1)(d) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **39(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)
- F6** Words in reg. 85(2) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **39(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)
- F7** Word in reg. 85(2)(c) omitted (30.6.2016) by virtue of [The European Public Limited-Liability Company \(Register of People with Significant Control\) Regulations 2016 \(S.I. 2016/375\)](#), regs. 1(2), **3(9)(a)**
- F8** Words in reg. 85(2) substituted (30.6.2016) by [The European Public Limited-Liability Company \(Register of People with Significant Control\) Regulations 2016 \(S.I. 2016/375\)](#), regs. 1(2), **3(9)(b)**
- F9** Words in reg. 85(5) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **39(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)
- F10** Words in reg. 85(5)(b) substituted (10.10.2015) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2015 \(S.I. 2015/1695\)](#), regs. 1, **7(4)(a)(i)** (with reg. 2)
- F11** Words in reg. 85(5)(b) inserted (10.10.2015) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2015 \(S.I. 2015/1695\)](#), regs. 1, **7(4)(a)(ii)** (with reg. 2)
- F12** Words in reg. 85(6)(c) substituted (10.10.2015) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2015 \(S.I. 2015/1695\)](#), regs. 1, **7(4)(b)(i)** (with reg. 2)
- F13** Words in reg. 85(6)(c) inserted (10.10.2015) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2015 \(S.I. 2015/1695\)](#), regs. 1, **7(4)(b)(ii)** (with reg. 2)
- F14** Words in reg. 85(8) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **39(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)
- F15** Words in reg. 85(9) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **39(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** Word in reg. 85(9)(b) omitted (30.6.2016) by virtue of [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2016 \(S.I. 2016/599\)](#), reg. 1, **Sch. 3 para. 7(a)**

- F17** Reg. 85(9)(ba) inserted (30.6.2016) by The Companies and Limited Liability Partnerships (Filing Requirements) Regulations 2016 (S.I. 2016/599), reg. 1, **Sch. 3 para. 7(b)**
- F18** Word in reg. 85(9)(c)(iii) omitted (30.6.2016) by virtue of The Companies and Limited Liability Partnerships (Filing Requirements) Regulations 2016 (S.I. 2016/599), reg. 1, **Sch. 3 para. 7(c)**
- F19** Reg. 85(9)(d) omitted (30.6.2016) by virtue of The Companies and Limited Liability Partnerships (Filing Requirements) Regulations 2016 (S.I. 2016/599), reg. 1, **Sch. 3 para. 7(d)**
- F20** Words in reg. 85(11)(a) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **39(e)(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)
- F21** Words in reg. 85(11)(a) inserted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **39(e)(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)
- F22** Words in reg. 85(12) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **39(f)** (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)

### <sup>F23</sup>Statement of compliance

**85A.**—(1) The statement of compliance required to be delivered with an application for registration under regulation 85 is a statement that all the requirements of these Regulations and the EC Regulation in respect of the conversion of <sup>F24</sup>a UK Societas] into a public company (including as to registration) have been complied with.

(2) The registrar may accept the statement of compliance as sufficient evidence of compliance.]

#### Textual Amendments

- F23** Reg. 85A inserted (1.10.2014) by The European Economic Interest Grouping and European Public Limited-Liability Company (Amendment) Regulations 2014 (S.I. 2014/2382), regs. 1, **30**
- F24** Words in reg. 85A substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **40** (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)

### Publication of draft terms of conversion

**86.**—<sup>F25</sup>(1) Where under Article 66(4) draft terms of conversion are required to be publicised there shall be delivered to the registrar <sup>F26</sup>a notice, together with a copy of the draft terms,] and the registrar shall cause to be published in the Gazette notice of the receipt by her of the copy of the draft terms.

<sup>F27</sup>(2) A notice under paragraph (1) must contain the following particulars—

- (a) the <sup>F28</sup>UK Societas's] name and registered number; and
- (b) the proposed name of the public company.]

#### Textual Amendments

- F25** Reg. 86 renumbered as reg. 86(1) (1.10.2014) by The European Economic Interest Grouping and European Public Limited-Liability Company (Amendment) Regulations 2014 (S.I. 2014/2382), regs. 1, **31(2)**

- F26** Words in reg. 86(1) 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, **31(2)**
- F27** Reg. 86(2) inserted (1.10.2014) by The European Economic Interest Grouping and European Public Limited-Liability Company (Amendment) Regulations 2014 (S.I. 2014/2382), regs. 1, **31(3)**
- F28** Words in reg. 86 substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **41** (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)

**Modifications etc. (not altering text)**

- C1** Reg. 86 applied (31.12.2020) by Regulation (EC) No. 2157/2001, Art. 66(4) (as amended by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **135(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)**

**[<sup>F29</sup>Registration under the 2006 Act]**

**87.**—[<sup>F30</sup>(1) As from the date on which the application for registration is delivered to the registrar under regulation 85, section 14 of the 2006 Act (registration) shall apply in relation to the documents delivered with the application for registration as if—

- (a) they have been delivered under section 9 of that Act (registration documents), and
- (b) the requirements of that Act in respect of registration had been complied with.]

<sup>F31</sup>(2) .....

(3) On registration of [<sup>F32</sup>the documents referred to in paragraph (1)] the registrar shall give a certificate—

- (a) that the converting [<sup>F33</sup>UK Societas] is incorporated and retains the legal personality it had when [<sup>F34</sup>a UK Societas];

[<sup>F35</sup>(b) that those documents are registered under the 2006 Act; and]

- (c) that it is a public company limited by shares.

(4) The certificate is conclusive evidence—

- (a) that the requirements of [<sup>F36</sup>the 2006 Act] in respect of registration <sup>F37</sup>... have been complied with, and

- (b) that on and after the registration the converting [<sup>F38</sup>UK Societas] is a public company limited by shares.

**Textual Amendments**

- F29** Reg. 87 heading substituted (1.10.2009) by The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), regs. 1(2), **34(6)** (with reg. 2)
- F30** Reg. 87(1) 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, **32**
- F31** Reg. 87(2) omitted (1.10.2009) by virtue of The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), regs. 1(2), **34(3)** (with reg. 2)
- F32** Words in reg. 87(3) substituted (1.10.2009) by The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), regs. 1(2), **34(4)(a)** (with reg. 2)

- F33** Words in reg. 87(3) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **42(a)(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)
- F34** Words in reg. 87(3) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **42(a)(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)
- F35** Reg. 87(3)(b) substituted (1.10.2009) by The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), regs. 1(2), **34(4)(b)** (with reg. 2)
- F36** Words in reg. 87(4)(a) substituted (1.10.2009) by The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), regs. 1(2), **34(5)(a)** (with reg. 2)
- F37** Words in reg. 87(4)(a) omitted (1.10.2009) by virtue of The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), regs. 1(2), **34(5)(b)** (with reg. 2)
- F38** Words in reg. 87(4) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **42(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)

### Effect of registration

**88.**—(1) In its application to a converting [<sup>F39</sup>UK Societas] on or after registration [<sup>F40</sup>the Companies Acts] shall have effect with the modifications set out in [<sup>F41</sup>paragraphs 2 to 9] of Schedule 4 to these Regulations.

(2) On and after registration a converting [<sup>F39</sup>UK Societas] shall be known by the name contained in [<sup>F42</sup>the certificate given under regulation 87(3)] (subject to [<sup>F43</sup>any change of name by the converting [<sup>F39</sup>UK Societas]]).

(3) The persons named in [<sup>F44</sup>the application for registration] shall be deemed to have been appointed as the first directors or secretaries of a converting [<sup>F39</sup>UK Societas] on registration.

### Textual Amendments

- F39** Words in reg. 88 substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **43** (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)
- F40** Words in reg. 88(1) substituted (6.4.2008) by The Companies Act 2006 (Consequential Amendments etc) Order 2008 (S.I. 2008/948), art. 2(2), **Sch. 1 para. 235(7)** (with arts. 6, 11, 12)
- F41** Words in reg. 88(1) substituted (1.10.2009) by The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), regs. 1(2), **35(2)** (with reg. 2)
- F42** Words in reg. 88(2) substituted (1.10.2009) by The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), regs. 1(2), **35(3)(a)** (with reg. 2)
- F43** Words in reg. 88(2) substituted (1.10.2009) by The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), regs. 1(2), **35(3)(b)** (with reg. 2)
- F44** Words in reg. 88(3) 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, **33**

### Records of a converting SE

**89.** The records of a converting [<sup>F45</sup>UK Societas], when the converting [<sup>F45</sup>UK Societas] has been registered as a public company limited by shares under the provisions of this Part, relating to any period before its registration as a public company shall be treated for the purposes of [<sup>F46</sup>the Companies Acts] as if they were records of that public company.

.....

### Textual Amendments

- F45** Words in reg. 89 substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **44** (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)
- F46** Words in reg. 89 substituted (6.4.2008) by [The Companies Act 2006 \(Consequential Amendments etc\) Order 2008 \(S.I. 2008/948\)](#), art. 2(2), **Sch. 1 para. 235(8)** (with arts. 6, 11, 12)

**Changes to legislation:**

There are currently no known outstanding effects for the The European Public Limited-Liability Company Regulations 2004, PART 7.