

---

STATUTORY INSTRUMENTS

---

**2004 No. 2326**

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

**PART 2**

REGISTRATION OF [F1UK Societates] AND THE REGISTRAR ETC.

**[F1Conversion 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.]

**F1** 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)

**Changes to legislation:**

There are currently no known outstanding effects for the The European Public Limited-Liability Company Regulations 2004, Section 12A.