

## SCHEDULE 3

### Amendments relating to European Public Limited-Liability Companies

## PART 1

### Application of the Companies Act 2006, the Overseas Companies Regulations 2009 and the Overseas Companies (Execution of Documents and Registration of Charges) Regulations 2009 to European Public Limited-Liability Companies

#### Interpretation

1. In this Part—

“the Overseas Companies Regulations” means the Overseas Companies Regulations 2009<sup>(1)</sup>;  
“SE” means a European Public Limited-Liability Company (or *Societas Europaea*), within the meaning of Council Regulation 2157/2001/EC of 8 October 2001 on the Statute for a European Company<sup>(2)</sup>, as it has effect in EU law as amended from time to time.

#### Application of the Companies Act 2006

2. An SE which subsists on exit day is regarded—

- (a) for the purpose of section 1044 (overseas companies) of the Companies Act 2006 as having been incorporated outside the United Kingdom, and
- (b) for the purpose of section 1050 (accounts and reports: credit or financial institutions) of the Companies Act 2006 as having been incorporated outside the United Kingdom and Gibraltar.

3. In the application of Part 35 of the Companies Act (the registrar of companies) to an SE, references to “director” or “board of directors” are to be read as if they were references—

- (a) in a one-tier system, to the members of the administrative organ of an SE;
- (b) in a two-tier system, to the members of the supervisory and management organs of an SE.

#### Application of the Overseas Companies Regulations

4. Paragraphs 5 to 10 apply in the application of the Overseas Companies Regulations to an SE.

5. References to “directors” or “board of directors” are to be read as if they were references—

- (a) in a one-tier system, to the members of the administrative organ of an SE;
- (b) in a two-tier system, to the members of the supervisory and management organs of an SE.

6. In regulation 6 (particulars of the company), paragraph (1)(c) is to be read as if “if it is registered in the country of its incorporation,” were omitted.

7. In regulation 31 (application and interpretation of Chapter), the definition of “parent law” in paragraph (2) is to be read as if for “incorporated” there were substituted “registered”.

8. In regulation 60 (requirement to display name etc at business location), the words in paragraph (1) before sub-paragraph (a) are to be read as if for “incorporation” there were substituted “registration”.

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(1) S.I. 2009/1801, to which there are amendments not relevant to these provisions.

(2) OJ No. L 294, 10.11.2001, p. 1, last amended by OJ No. L 158, 10.6.2013, p.1.

*Status: This is the original version (as it was originally made).*

9. Regulation 61 (manner of display of name etc) is to be read as if for “incorporation” there were substituted “registration”.

10. In regulation 63 (particulars to appear in business letters, order forms and websites)—

(a) paragraph (4)(a) is to be read as if for “incorporation” there were substituted “registration”;

(b) paragraph (4)(b) is to be read as if—

(i) “, if any,” were omitted; and

(ii) for “incorporation” there were substituted “registration”.

**Transitional provision for the application of the Overseas Companies Regulations 2009 to existing establishments of SEs**

11.—(1) Where—

(a) an SE has a UK establishment, within the meaning of the Overseas Companies Regulations, on exit day, or

(b) an SE which is a credit or financial institution has a branch in the United Kingdom, within the meaning of Part 6 of the Overseas Companies Regulations, on exit day,

the SE is treated for the purposes of the Overseas Companies Regulations as if it had opened its UK establishment or branch on exit day.

(2) Sub-paragraph (1) does not apply in respect of regulation 7(1)(b) (particulars of the establishment) of the Overseas Companies Regulations.

(3) Where sub-paragraph (1) applies—

(a) regulations 4(1) and 45 are to be read as if for “one month” there were substituted “three months”;

(b) the SE must comply with its obligations in Part 7 (trading disclosures) of the Overseas Companies Regulations within three months of exit day.

**Transitional provision for the application of the Overseas Companies (Execution of Documents and Registration of Charges) Regulations 2009**

12. In the application of the Overseas Companies (Execution of Documents and Registration of Charges) Regulations 2009(3) to an SE—

(a) a charge subsisting on the day on which Part 3 of those Regulations applies to the SE (“the relevant day”) is to be treated for the purpose of regulation 24 of those Regulations as if that charge had been created on the relevant day;

(b) where sub-paragraph (a) applies, regulation 24(1) of those Regulations is to be read as if for “21 days” there were substituted “three months”.

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(3) [S.I. 2009/1917](#), amended by [S.I. 2011/2194](#).