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STATUTORY INSTRUMENTS

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**2018 No. 1298**

**EXITING THE EUROPEAN UNION  
COMPANIES  
FEES AND CHARGES**

The European Public Limited-Liability Company  
(Amendment etc.) (EU Exit) Regulations 2018

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*Coming into force in accordance with regulation 1*

THE EUROPEAN PUBLIC LIMITED-LIABILITY COMPANY  
(AMENDMENT ETC.) (EU EXIT) REGULATIONS 2018

PART 1

Introduction

1. Citation and commencement

PART 2

Amendment of subordinate legislation

2. Amendment of the European Public Limited-Liability Company Regulations 2004
3. In regulation 2 (EC Directive and EC Regulation)—
4. In regulation 3 (interpretation)— (a) in paragraph (1)—
5. In the heading to Part 2 (registration of SEs and...
6. In regulation 4 (the registrar), for “an SE” substitute “a...
7. Omit regulations 5 to 12.
8. Before regulation 13 (documents sent to the registrar) insert—  
Conversion...
9. In regulation 13 (documents sent to the registrar), omit paragraph...
10. In regulation 13A (application of language requirements to documents relating...

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11. In regulation 14 (application of the 2006 Act to the...
12. In regulation 15 (false statements in documents delivered to the...
13. Omit regulations 55 to 58.
14. In regulation 59 (power of the management or administrative organ...
15. In regulations 61, 62 and 64, for “an SE”, in...
16. In regulation 65 (timing of the first general meeting of...
17. In regulation 66 (proportion of shareholders of an SE who...
18. In regulation 67 (SEs subject to law on public limited...
19. Omit regulations 68 to 70.
20. In regulation 71 (publication of other documents or information (Articles...
21. Omit regulations 72 to 74.
22. In regulation 75 (competent authorities)— (a) in paragraph (a), for...
23. In regulation 76 (enforcement of obligation to amend statutes in...
24. In regulation 77 (records of an SE transferred under Article...
25. In regulation 78 (application of enactments to members of supervisory,...
26. In regulation 79 (register of members of supervisory organ)—
27. In regulation 80 (particulars of members to be registered under...
28. In regulation 80A (particulars of members to be registered under...
29. In regulation 80B (register of residential addresses of members of...
30. In regulation 80C (duty to notify registrar of changes)—
31. In regulation 80D (protected information: restriction on use or disclosure...
32. In regulation 80DA (information within section 790ZF(2): restriction on use...
33. In regulation 80E (putting a member of the supervisory organ’s...
34. In regulation 81 (the SE as a body corporate)—
35. In regulation 82 (notification of amendments to statutes and insolvency...
36. In regulation 83 (accounting reference period and financial year of...
37. Omit regulation 84.
38. In the heading to Part 7 (provisions relating to the...
39. In regulation 85 (registration of a public company by the...
40. In regulation 85A (statement of compliance), for “an SE” substitute...
41. In regulation 86 (publication of draft terms of conversion), for...
42. In regulation 87 (registration under the 2006 Act)—
43. In regulation 88 (effect of registration), for “SE”, in each...
44. In regulation 89 (records of a converting SE) for “SE”,...
45. In Schedule 1A (modifications of provisions of the 2006 Act...
46. In Schedule 2 (provisions of the 2006 Act applying to...
47. In Schedule 4 (modifications of the Companies Acts etc)—
48. Amendment of the European Public Limited-Liability Company (Employee Involvement) (Great Britain) Regulations 2009
49. In regulation 3 (interpretation)— (a) in paragraph (1)—
50. In regulation 4 (application of these regulations)—
51. Omit regulations 5 to 16.
52. In regulation 17 (decision not to open, or to terminate,...
53. Omit regulations 18 and 19.
54. In regulation 20 (disputes about the operation of an employee...
55. In regulation 21 (penalties), in the words after sub-paragraph (5)(b),...
56. In regulation 22 (misuse of procedures)— (a) in paragraph (1)—...
57. In regulation 24 (breach of statutory duty), in paragraph (1)—...
58. In regulation 25 (withholding of information)— (a) in paragraph (1)—...
59. In regulation 26 (right to time off for members of...
60. In regulation 29 (unfair dismissal)— (a) in sub-paragraph (2)(a), after...
61. In regulation 31 (detriment)— (a) in sub-paragraph (2)(a), after “special...

62. In regulation 34 (CAC proceedings)— (a) in the words before...
63. In regulation 35 (appeal tribunal: location of certain proceedings under...
64. In regulation 41 (existing employee involvement rights)—
65. Omit the Schedule.
66. Amendment of the European Public Limited-Liability Company (Employee Involvement) (Northern Ireland) Regulations 2009
67. In regulation 3 (interpretation)— (a) in paragraph (1)—
68. In regulation 4 (application of these regulations)—
69. Omit regulations 5 to 16.
70. In regulation 17 (decision not to open, or to terminate,...
71. Omit regulations 18 and 19.
72. In regulation 20 (disputes about the operation of an employee...
73. In regulation 21 (penalties), in the words after sub-paragraph (5)(b),...
74. In regulation 22 (misuse of procedures)— (a) in paragraph (1)—...
75. In regulation 24 (breach of statutory duty), in paragraph (1)—...
76. In regulation 25 (withholding of information)— (a) in paragraph (1)—...
77. In regulation 26 (right to time off for members of...
78. In regulation 29 (unfair dismissal)— (a) in sub-paragraph (2)(a), after...
79. In regulation 31 (detriment)— (a) in sub-paragraph (2)(a), after “special...
80. In regulation 34 (Industrial Court proceedings), in the words before...
81. In regulation 39 (existing employee involvement rights)—
82. Omit the Schedule.
83. Amendment of the Registrar of Companies (Fees) (European Economic Interest Grouping and European Public Limited-Liability Company) Regulations 2012
84. In regulation 2 (interpretation)— (a) before the definition of “the...
85. In regulation 3 (fees payable in respect of functions relating...
86. In Schedule 1 (the performance of functions relating to the...
87. Amendment of the European Public Limited-Liability Company (Register of People with Significant Control) Regulations 2016
88. In regulation 2 (interpretation)— (a) in the definition of “SE”,...
89. Omit regulation 4.
90. In regulation 5— (a) for “SEs” substitute “UK Societates”;
91. In regulation 6, for “SEs” substitute “UK Societates”.
92. In the heading to Part 4 (modification of the 2016...
93. For regulation 7 substitute— The 2016 Regulations must be read as though regulations 27...
94. Omit regulation 8.
95. In regulation 9— (a) for “SEs” substitute “UK Societates”;

### PART 3

#### Amendment of retained direct EU legislation

96. Amendment of Council Regulation 2157/2001/EC of 8 October 2001 on the Statute for a European Company
97. Before Article 1 insert— Article A1 In this Regulation— “the...
98. In Article 1— (a) omit paragraph 1;
99. Omit Articles 2 and 3.
100. In Article 4— (a) omit paragraph 1;
101. In Article 5— (a) for “4(1) and (2)” substitute “4(2)”;...
102. In Article 6, for “SE”, in both places, substitute “UK...
103. Omit Articles 7 and 8.
104. In Article 9— (a) in paragraph 1—

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105. In Article 10— (a) for “an SE” substitute “a UK...
106. In Article 11— (a) in paragraph 1—
107. In Article 12— (a) omit paragraphs 1 to 3;
108. In Article 13— (a) for “an SE” substitute “a UK...
109. Omit Articles 14 to 37.
110. In the heading to Title 3 (structure of the SE),...
111. In Article 38, in the words before point (a), for...
112. In Article 39— (a) in paragraph 1—
113. In Article 40— (a) in paragraph 1, for “SE” substitute...
114. In Article 41— (a) in paragraph 1, for “SE’s” substitute...
115. In Article 43— (a) in paragraph 1—
116. In Article 44, for “SE’s” substitute “UK Societas’s”.
117. In Article 47— (a) in paragraph 1—
118. In Article 48— (a) in paragraph 1—
119. In Article 49— (a) for “an SE’s” substitute “a UK...
120. In Article 50— (a) in paragraph 1, in the words...
121. In Article 51— (a) for “an SE’s” substitute “a UK...
122. In Article 52— (a) for point (b), substitute—
123. In Article 53, omit “in the Member State in which...
124. In Article 54— (a) in paragraph 1—
125. In Article 55— (a) in paragraph 1—
126. Omit Article 56.
127. In Article 57, omit “in the Member State in which...
128. In Article 59— (a) in paragraph 1—
129. In Article 60, for “an SE” substitute “a UK Societas”....
130. In Article 61— (a) omit “subject to Article 62”;
131. Omit Article 62.
132. In Article 63— (a) for “an SE” substitute “a UK...
133. Omit Article 64.
134. In Article 65, for “provisions of national law” substitute “any...
135. In Article 66— (a) in paragraph 1—
136. In Article 67— (a) in paragraph 1—
137. Omit Articles 68 and 69.
138. After Article 70, omit “This Regulation shall be binding in...
139. Omit Annex 1 (public limited liability companies referred to in...

#### PART 4

##### Transitional and savings provisions

140. Provisions in respect of amendments made to the European Public Limited-Liability Company Regulations 2004 and Council Regulation 2157/2001/EC of 8 October 2001 on the Statute for a European Company
141. Despite the amendments and revocations made by these Regulations—
142. (1) To the extent that enactments or rules of law...
143. (1) Where the amendments made by regulation 28 would (apart...
144. Despite the amendments and revocations made by these Regulations, regulation...
145. Where an SE has converted on exit day to a...
146. Provisions in respect of amendments made to the European Public Limited-Liability Company (Employee Involvement) (Great Britain) Regulations 2009
147. In regulations 148 to 152— “the pre-exit 2009 GB Regulations”...

148. Despite the amendments and revocations made by these Regulations, regulations...
  149. The modifications to the pre-exit 2009 Regulations are as follows—...
  150. Regulations 146 to 149 are without prejudice to the application...
  151. If an employee involvement agreement is not agreed following the...
  152. If an employee involvement agreement is agreed following the reconvening...
  153. Provisions in respect of amendments made to the European Public Limited-Liability Company (Employee Involvement) (Northern Ireland) Regulations 2009
  154. In regulations 155 to 159— “the pre-exit 2009 NI Regulations”...
  155. Despite the amendments and revocations made by these Regulations, regulations...
  156. The modifications to the pre-exit 2009 Regulations are as follows—...
  157. Regulations 154 to 156 are without prejudice to the application...
  158. If an employee involvement agreement is not agreed following the...
  159. If an employee involvement agreement is agreed following the reconvening...
- Signature  
Explanatory Note